

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 22, 2014

---

**Codexis, Inc.**

(Exact name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-34705  
(Commission  
File Number)

71-0872999  
(I.R.S. Employer  
Identification No.)

200 Penobscot Drive  
Redwood City, CA 94063  
(Address of Principal Executive Offices) (Zip Code)

(650) 421-8100  
(Registrant's telephone number, including area code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On February 22, 2014, the Board of Directors (the "Board") of Codexis, Inc. (the "Company") increased the size of the Board from seven to eight members and appointed Patrick Y. Yang, Ph.D., as a Class I director, with an initial term expiring at the Company's 2014 annual meeting of stockholders. Committee appointments for Dr. Yang have not been determined.

Dr. Yang will receive compensation as provided in the Company's non-employee director compensation policy. Dr. Yang will receive an annual cash retainer of \$50,000 per year and additional annual retainers for committee service as described in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 30, 2013 (the "2013 Proxy Statement").

Under the Company's non-employee director compensation policy, as amended in January 2013, upon his appointment to the Board, Dr. Yang received a grant of \$100,000 of restricted stock under the Company's 2010 Equity Incentive Award Plan, which amounted to 52,083 shares. The restricted stock will vest as to one-third of the shares on each anniversary of the grant date, subject to Dr. Yang's continued service to the Company through each such vesting date.

The Company expects to enter into the Company's standard indemnification agreement with Dr. Yang. See the descriptions of the Company's standard indemnification agreement and of the 2010 Equity Incentive Award Plan contained in the 2013 Proxy Statement for additional information.

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 27, 2014

CODEXIS, INC.

By: /s/ Douglas T. Sheehy

Name: Douglas T. Sheehy

Title: Executive Vice President, Chief Administrative Officer,  
General Counsel and Secretary