

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): October 30, 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 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On October 30, 2014, the Board of Directors (the "Board") of Codexis, Inc. (the "Company") increased the size of the Board from eight to nine members and appointed Pam Cheng as a Class I director, with an initial term expiring at the Company's 2017 annual meeting of stockholders. Committee appointments for Ms. Cheng have not been determined.

Ms. Cheng will receive compensation as provided in the Company's non-employee director compensation policy. Ms. Cheng 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, 2014 (the "2014 Proxy Statement").

Under the Company's non-employee director compensation policy, upon her appointment to the Board, Ms. Cheng received a grant of \$100,000 of restricted stock under the Company's 2010 Equity Incentive Award Plan, which amounted to 39,215 shares (the "Initial Award"). The restricted stock subject to the Initial Award will vest as to one-third of the shares on each anniversary of the grant date, subject to Ms. Cheng's continued service to the Company through each such vesting date. In addition, following each annual meeting of the Company's stockholders, Ms. Cheng will receive a grant of \$85,000 of restricted stock under the Company's 2010 Equity Incentive Award Plan, provided that, as of the date of such annual meeting of stockholders, Ms. Cheng has served on the Board for at least six months, and provided further that as of such date she continues to serve on the Board (the "Annual Award"). The restricted stock subject to the Annual Award will vest as to all of the shares on the earlier of the first anniversary of the grant date or the next annual meeting of the Company's stockholders, subject to Ms. Cheng's continued service through such vesting date.

The Company expects to enter into the Company's standard indemnification agreement with Ms. Cheng. See the descriptions of the Company's standard indemnification agreement and the 2010 Equity Incentive Award Plan contained in the 2014 Proxy Statement for additional information.

Item 7.01. Regulation FD Disclosure.

On November 3, 2014, the Company issued a press release announcing the appointment of Pam Cheng to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

The information furnished pursuant to this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such filing, unless the Company expressly sets forth in such filing that such information is to be considered "filed" or incorporated by reference therein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release.

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: November 3, 2014

CODEXIS, INC.

By: /s/ Douglas T. Sheehy

Name: Douglas T.
Sheehy

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release.



Codexis Appoints Pam P. Cheng, Merck Global Executive, to Board of Directors

REDWOOD CITY, Calif., November 3, 2014 - Codexis, Inc. (NASDAQ: CDXS), a leading developer of biocatalysts for the pharmaceutical and fine chemical industries, today announced the appointment of Pam Cheng to its board of directors. Ms. Cheng is a 17-year veteran of Merck & Co. and is currently serving as President of MSD China, where she has direct responsibility for \$1.3 billion in sales and approximately 4,000 employees, covering a wide functional scope which includes commercial, R&D, manufacturing and various business support organizations.

John Nicols, President and CEO of Codexis, said "We are absolutely delighted to welcome Pam to Codexis' Board of Directors. She is exceptionally well qualified to help us continue to grow the company using the significant depth of her pharmaceutical experience and extensive industry network both in the U.S. and Asia. We look forward to benefiting from her insight and strategic guidance."

Ms. Cheng commented, "I am excited to join the board of Codexis, particularly at this important time for the company, as highlighted by its recent ground breaking CodeEvolver[®] license agreement. Codexis has a great, proven technology foundation, and I intend to help take the company to the next level by leveraging my global experiences in the pharmaceutical industry."

Prior to serving as President of MSD China, Ms. Cheng served as Senior Vice President, Global Supply Chain Management for Merck in New Jersey, with overall end-to-end supply chain oversight for its human health, vaccines, and consumer care businesses globally. Before Merck, Ms. Cheng held operational roles at GAF Chemicals and UOP/ Union Carbide.

Ms. Cheng received an MBA in Marketing from Pace University in New York and her Bachelor and Masters of Chemical Engineering from the Stevens Institute of Technology in New Jersey. She has also earned Six Sigma Executive Belt Certification.

About Codexis, Inc.

Codexis, Inc. is a leading developer of biocatalysts for pharmaceutical and fine chemical production. Codexis' proven technology enables scale-up and implementation of biocatalytic

solutions to meet customer needs for rapid, cost-effective and sustainable process development - from research to manufacturing. For more information, see www.codexis.com.

Forward-Looking Statements

This press release contains forward-looking statements relating to Codexis' ability to accelerate the profitable growth of its biocatalyst business. You should not place undue reliance on these forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond Codexis' control and that could materially affect actual results. Factors that could materially affect actual results include Codexis' need for substantial additional capital in the future in order to expand its business; Codexis' dependence on its collaborators; Codexis' dependence on a limited number of products and customers in its pharmaceutical business; potential adverse effects to Codexis' business if its customers' pharmaceutical products are not received well in the markets; Codexis' ability to develop and commercialize new products for the pharmaceutical markets; the success of Codexis' cost saving measures; Codexis' ability to deploy its technology platform in new market spaces; any impairments Codexis may be required to record in the future with respect to its goodwill, intangible assets or other long-lived assets; the variability of Codexis' pharmaceutical product gross margins which are variable and may decline from quarter to quarter; Codexis' ability to retain key personnel; Codexis' reliance on customers to provide information in order for Codexis to report accurately its financial results in a timely manner; Codexis' ability to compete which may decline if it loses some of its intellectual property rights; third party claims that Codexis infringes third party intellectual property rights; and Codexis could face increased competition if third parties misappropriate Codexis biocatalysts. Additional factors that could materially affect actual results can be found in Codexis' Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 13, 2014, and in subsequent quarterly reports on Form 10-Q, including under the captions titled "Risk Factors." Codexis expressly disclaims any intent or obligation to update these forward-looking statements, except as required by law.

CONTACT:

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