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): September 9, 2021

Codexis, Inc.

(Exact name of registrant as specified in its charter)

Delaware	001-34705	71-0872999
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

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

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

Not Applicable
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbols(s)	Name of Each Exchange on Which Registered
Common Stock, par value $0.0001 per share	CDXS	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01. **Entry into a Material Definitive Agreement.**

On September 9, 2021, Codexis, Inc. (the "Company" or "Codexis") announced that the Company and Merck, Sharp & Dohme Corp. entered into Amendment No. 5 (the "Amendment") to the Sitagliptin Catalyst Supply Agreement dated February 1, 2021 (as previously amended, the "Agreement"). The Amendment extends the term of the Agreement to December 31, 2026.

The foregoing is only a summary of the material terms of the Amendment, does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to the Amendment, which the Company expects to file as an exhibit to its Quarterly Report on Form 10-Q for the fiscal quarter ending September 30, 2021.

Item 7.01. **Regulation FD Disclosure.**

On September 9, 2021, Codexis issued a press release announcing the Amendment. The full text of the press release issued in connection with the Amendment is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is furnished under this Item 7.01.

Item 9.01.

(d) Exhibits

Exhibit No. Description

99.1 Press release dated September 9, 2021

To the extent that statements contained in this Current Report on Form 8-K are not descriptions of historical facts regarding Codexis, they are forward-looking statements reflecting the current beliefs and expectations of management made pursuant to the safe harbor of the Private Securities Litigation Reform Act of 1995. Codexis undertakes no obligation to update or revise any forward-looking statements. For a further description of the risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to Codexis' business in general, please refer to Codexis' Annual Report on Form 10-K filed with the SEC on March 1, 2021, Codexis' Quarterly Report on Form 10-Q for the three months ended June 30, 2021 filed with the SEC on August 6, 2021 and Codexis' other periodic reports filed with the SEC.

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: September 9, 2021

CODEXIS, INC.

By: /s/ Ross Taylor

Name: Ross Taylor

Title: Senior Vice President and Chief Financial Officer

Exhibit 99.1

Codexis and Merck Amend and Extend Supply Agreement for Enzyme Used in Manufacture of Sitagliptin

REDWOOD CITY, Calif., September 9, 2021 -- Codexis, Inc. (Nasdaq: CDXS), a leading enzyme engineering company enabling the promise of synthetic biology, announced the amendment and extension of its agreement with Merck, known as MSD outside the United States and Canada, to license and supply a proprietary enzyme used in the manufacturing process for sitagliptin, the active pharmaceutical ingredient (API) in Merck's JANUVIA® and one of the active ingredients in Merck's JANUMET®.

"Codexis' relationship with Merck spans more than a decade, including R&D collaboration, a CodeEvolver® license, and commercial product supply, and we are proud to extend our partnership even further for the supply of this proprietary, high performance enzyme for the API in JANUVIA®," said John Nicols, President and CEO of Codexis. "Our CodeEvolver® enzyme engineering platform enables Codexis and our partners to design unique enzymes with performance improvements that dramatically reduce the cost and improve the efficiency and sustainability of their API manufacturing."

Under a research and development agreement, Codexis and Merck leveraged Codexis' CodeEvolver® enzyme engineering platform technology to design a novel, proprietary enzyme to serve as a biocatalyst in the sitagliptin manufacturing process. The resulting enzyme streamlined the manufacturing process and increased production yield, while reducing costs and waste. In 2010 Codexis and Merck were jointly presented the annual Presidential Green Chemistry Challenge Award from the U.S. Environmental Protection Agency (EPA) for the development of this novel biocatalytic method for the synthesis of sitagliptin. In 2012 Codexis and Merck entered into a supply agreement for the enzyme and in 2015 signed a mulit-year extension, which was to expire in February 2022. This subsequent extension and amendment is for the license and supply of the proprietary enzyme through December 31, 2026. The extension can be renewed for an additional 5 years upon mutual agreement by both companies.

About Codexis

Codexis is a leading enzyme engineering company leveraging its proprietary CodeEvolver® platform to discover and develop novel, high performance enzymes and novel biotherapeutics. Codexis enzymes have applications in the sustainable manufacturing of pharmaceuticals, food, and industrial products; in the creation of the next generation of life science tools; and as gene therapy and biologic therapeutics. The Company's unique performance enzymes drive improvements such as: reduced energy usage, waste generation and capital requirements; higher yields; higher fidelity diagnostics; and more efficacious therapeutics. Codexis enzymes enable the promise of synthetic biology to improve the health of people and the planet. For more information, visit www.codexis.com.

Forward-Looking Statements

To the extent that statements contained in this press release are not descriptions of historical facts regarding Codexis, they are forward-looking statements reflecting the current beliefs and expectations of management made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. 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, among others: Codexis' dependence on its licensees and collaborators; Codexis' dependence on a limited number of products and customers; the

regulatory approval processes of the U.S. Food and Drug Administration and comparable foreign authorities are lengthy, time consuming and inherently unpredictable, and if our customers are unable to obtain or maintain regulatory approval for their products and product candidates, our business will be substantially harmed; and potential adverse effects to Codexis' business if its customers' products are not received well in the markets. Additional information about 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 ("SEC") on March 1, 2021, and in Codexis' Quarterly Report on Form 10-Q filed with the SEC on August 6, 2021, including under the caption "Risk Factors," and in Codexis' other periodic reports filed with the SEC. Codexis expressly disclaims any intent or obligation to update these forward-looking statements, except as required by law.

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