

# FORM 4

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

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* NICOLS JOHN J			2. Issuer Name and Ticker or Trading Symbol CODEXIS, INC. [CDXS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/10/2021					
C/O CODEXIS, INC., 200 PENOBSCOT DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) REDWOOD CITY, CA 94063								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/10/2021		M <sup>(1)</sup>		35,000	A	\$ 3.46	1,057,679	D	
Common Stock	11/10/2021		S <sup>(1)</sup>		1,475	D	\$ 39.1169 (2)	1,056,204	D	
Common Stock	11/10/2021		S <sup>(1)</sup>		14,071	D	\$ 39.8536 (3)	1,042,133	D	
Common Stock	11/10/2021		S <sup>(1)</sup>		19,454	D	\$ 40.694 (4)	1,022,679	D	
Common Stock	11/11/2021		M <sup>(1)</sup>		38,500	A	\$ 2.32	1,061,179	D	
Common Stock	11/11/2021		S <sup>(1)</sup>		27,173	D	\$ 38.1852 (5)	1,034,006	D	
Common Stock	11/11/2021		S <sup>(1)</sup>		11,327	D	\$ 39.0738 (6)	1,022,679	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 3.46	11/10/2021		M <sup>(1)</sup>		35,000		06/13/2016	06/12/2022	Common Stock	35,000	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 2.32	11/11/2021		M <sup>(1)</sup>		38,500		01/24/2017	01/24/2023	Common Stock	38,500	\$ 0	231,500	D	

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICOLS JOHN J C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063	X		President and CEO	

## Signatures

/s/ Ross Taylor, as Attorney-in-Fact for John J. Nicols		11/12/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on March 5, 2021.

This transaction was executed in multiple trades in prices ranging from \$38.38 to \$39.38, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The

(2) Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

This transaction was executed in multiple trades in prices ranging from \$39.39 to \$40.38, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The

(3) Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

This transaction was executed in multiple trades in prices ranging from \$40.395 to \$40.86, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The

(4) Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

This transaction was executed in multiple trades in prices ranging from \$37.65 to \$38.63, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The

(5) Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

This transaction was executed in multiple trades in prices ranging from \$38.82 to \$39.365, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The

(6) Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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