

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

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### INITIAL STATEMENT OF 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

| (Print or Type Respon   | ises)                              |          | i  |  |   |  |                       |   |  |
|---|------------------------------------|----------|--|--|---|--|-----------------------|---|--|
| 1. Name and Address of Reporting Person <sup>*</sup><br>Glaub Kathleen Sereda |                                    |          | 2. Date of Event Requiring<br>Statement (Month/Day/Year)<br>09/18/2014 |  | 3. Issuer Name and Ticker or Trading Symbol<br>CODEXIS INC [CDXS] |  |                       |   |  |
| C/O CODEXIS,<br>DRIVE   | <sup>(First)</sup><br>INC., 200 PE | (Middle) | 09/18/2014   |  | 1 1 0 ()  |  |                       | 5. If Amendment, Date Original<br>Filed(Month/Day/Year)   |  |
| (Street)<br>REDWOOD CITY, CA 94063  |                                    |          |  |  | Officer (give title Other (specify below)                         |  |                       | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |
| (City)  | (State)                            | (Zip)    | Table I - Non-Derivative Securities Beneficially Owned                 |  |   |  |                       |   |  |
| 1.Title of Security<br>(Instr. 4)   |                                    |          |  | 2. Amount of Sea<br>Beneficially Own<br>(Instr. 4) |   | 3. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 5) | 4. Natur<br>(Instr. 5 | e of Indirect Beneficial Ownership<br>)   |  |

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

SEC 1473 (7-02)

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#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Date Exercisable |                    | 3. Title and Amount of           |                            | 4. Conversion               | 5. Ownership           | 6. Nature of Indirect Beneficial |
|---------------------------------|---------------------|--------------------|----------------------------------|----------------------------|-----------------------------|------------------------|----------------------------------|
| (Instr. 4)                      | and Expiration Date |                    | Securities Underlying Derivative |                            | or Exercise                 | Form of                | Ownership                        |
|                                 | (Month/Day/Year)    |                    | Security                         |                            | Price of                    | Derivative             | (Instr. 5)                       |
|                                 |                     |                    | (Instr. 4)                       |                            | Derivative Security: Direct |                        |                                  |
|                                 | Date<br>Exercisable | Expiration<br>Date | Title                            | Amount or Number of Shares | Security                    | (D) or Indirect<br>(I) |                                  |
|                                 | Excitisation        | Duit               |                                  | Shares                     |                             | (Instr. 5)             |                                  |

# **Reporting Owners**

|   | Relationships |              |         |       |  |  |
|---|---------------|--------------|---------|-------|--|--|
| Reporting Owner Name / Address  | Director      | 10%<br>Owner | Officer | Other |  |  |
| Glaub Kathleen Sereda<br>C/O CODEXIS, INC.<br>200 PENOBSCOT DRIVE<br>REDWOOD CITY, CA 94063 | Х             |              |         |       |  |  |

## Signatures

| /s/ Douglas T. Sheehy, attorney-in-fact for Kathleen Sereda Glaub | 09/22/2014 |
|---|------------|
| **Signature of Reporting Person                                   | Date       |

# **Explanation of Responses:**

### No securities are beneficially owned

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

#### POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Douglas T. Sheehy and Gordon Sangster, signing singly, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Codexis, Inc. (the "Company"), and/or 10% holder of the Company's capital stock, Forms 3, 4, and 5 and any amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of September, 2014.

Signature:

/s/ Kathleen Sereda Glaub Kathleen Sereda Glaub