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

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

## 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

1. Name and Address of Reporting Person* KELLEY BERNARD J			2. Issuer Name and Ticker or Trading Symbol CODEXIS, INC. [CDXS]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_Director  10% Owner						
(Last) (First) (Middle) C/O CODEXIS, INC., 200 PENOBSCOT DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 04/21/2020						Office	er (give title belo	ow)	Other (specify be	elow)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)  X_Form filed by One Reporting Person						
D CITY,	, CA 94063										Form the	ed by More mar	One Reporting I	reison	
	(State)	(Zip)		Т	able l	- Nor	ı-Der	ivative S	Securitie	s Acqu	ired, Disp	osed of, or l	Beneficially (	Owned	
urity		2. Transaction Date (Month/Day/Year)			if Code		etion			of (D)	Beneficia Reported	ally Owned Following		Ownership Form:	Beneficial
			(Month/Day/Year)			ode	V	Amoun	(A) or t (D)	Price	(Instr. 3 a	or I		or Indirect (I)	Ownership (Instr. 4)
tock		04/21/2020			S	(1)		2,500		\$ 10.58	207,184	1		` ′	
						cquire	cont the f	tained in form dis	n this fo splays a of, or Be	orm are curre	e not requ ntly valid	uired to res	spond unle	ss	
onversion Exercise rice of erivative ecurity		3A. Deemed Execution Da any	4. Transaction Code		5. Number of		6. D	ate Exer Expiration	te Exercisable Expiration Date		ount of lerlying urities	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (I or Indire	Beneficia Ownersh (Instr. 4)
							Date		Expiration Date	on Title	Amount or Number of				
to p	ock oversion a service of rivative	(Street)  O CITY, CA 94063 (State)  rity  oock  over on a separate line for moversion Exercise ce of rivative  (First) (Street)  O A 94063 (State)  O CITY, CA 94063 (State)  O CITY, CA 94063 (State)  O CITY, CA 94063 (State)	(Street)  O CITY, CA 94063  (State)  2. Transaction Date (Month/Day/Year)  Ock  04/21/2020  Table II-  Inversion Exercise ce of rivative  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  A. Deemed Execution Data any (Month/Day/Year)	(Street)  O CITY, CA 94063 (State)  2. Transaction Date (Month/Day/Year)  O CK  O 4/21/2020  Table II - Derivative  O 4/21/2020  Table II - Derivative  O 3. Date (Leg., put)  Execution Date (Leg., put)  Execution Date (Month/Day/Year)  A Derivative  Execution Date (Leg., put)  Execution Date (Month/Day/Year)  (Leg., put)  (Leg., put)	(First) (Middle) XIS, INC., 200 PENOBSCOT  (Street)  (Street)  (Street)  (Street)  (Street)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Date of Earlies 04/21/2020  4. If Amendment  2A. Deemed Execution Date, is any (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities beneficially of the control of th	(First) (Middle) XIS, INC., 200 PENOBSCOT  (Street)  (A. If Amendment, Date  Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Coc (Inst. 8)  (A. Ce.g., puts, calls, warran (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 8)  (Instr. 8)	(First) (Middle) XIS, INC., 200 PENOBSCOT  (Street)  (A. If Amendment, Date Origin	(Street)  (A) O CITY, CA 94063  (State)  (Zip)  (Zip)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code Vock)  (A) Or Disposed of (D) (Instr. 3, decay)  (Instr. 3, decay)  (Street)  4. If Amendment, Date Original Foundaries Transaction (Mod/21/2020)  (A) Or Disposed of (D) (Instr. 3, decay)  (Instr. 3, decay)  (Street)  4. If Amendment, Date Original Foundation (Mod/21/2020)  (A) Or Disposed of (D) (Instr. 3, decay)  (Instr. 3, decay)  (Instr. 8)  (Instr. 8)  (Instr. 8)	(First) (Middle) (Mid	(First) (Middle) XIS, INC., 200 PENOBSCOT  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) Code (Instr. 8)  (A) Or Code (Instr. 8)  (A) Or Code (Instr. 3, 4 and 5)  (A) Or Code (Instr. 8)  (Instr	(Street)  (Street)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Strate)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  (A) or Code (A) Or Disposed of (D) (Instr. 8)  (A) or Contained in this form are the form displays a curre  Table II - Derivative Securities Acquired, Date (A) or Beneficial (A) or Beneficial (A) or Beneficial (A) or Beneficial (A) or Contained in this form are the form displays a curre  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (A) or Disposed of (D) (Instr. 8)  Persons who respond to contained in this form are the form displays a curre  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (A) or Disposed of (D) (Instr. 8)  Persons who respond to contained in this form are the form displays a curre  (A) or Disposed of, or Beneficial (A) or Disposed of (D) (Instr. 8)  (Instr. 8)	(Street)  (Street)  (Street)  (State)  (State)  (Zip)  (State)  (Zip)  (Month/Day/Year)  (State)  (Zip)  (Month/Day/Year)  (A) or Disposed of (D) Price (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (D) Price (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)	(Street) O CITY, CA 94063  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  O CITY, CA 94063  (State)  2. Transaction Date (Month/Day/Year)  O CITY, CA 94063  (State)  2. Transaction Date (Month/Day/Year)  O CITY, CA 94063  (State)  2. Transaction Date (Month/Day/Year)  O Code  O Code O Co	(First) (Middle) (Street) (A) p CITY, CA 94063  (State)  (A) p Code (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)	(First) (Middle) (Middle) (Middle) (Middle) (Sirvet) (Sirvet) (Sirvet) (Sirvet) (Sirvet) (Sirvet) (Sirvet) (Sirvet) (A/21/2020 (Sirvet)) (A/21/2020 (A/

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
KELLEY BERNARD J C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063	X					

# **Signatures**

/s/ Richard Sabalot, Attorney-in-Fact for Bernard J Kelley	04/23/2020	
**Signature of Reporting Person	Date	

# **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 September 10, 2019.

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.