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

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longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

## 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* Dorgan Byron L				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) 01/20/2021									title below)			v)
(Street) REDWOOD CITY, CA 94063												6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
y)	(State)	(Zip)				Table	I - Non-	Deriva	tive	Securitie	s Acquired	, Disposed	of, or Benef	icially Owned		
(Instr. 3) Date					f Code (Instr.	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)			Ownership Form:	7. Nature of Indirect Beneficial Ownership	
					Cod	Code V		Amount (A) or (D) P		Price			(I	)	(Instr. 4)	
Stock		01/20/2021				M	1)	25,0	000	A \$	10.63	37,790		Γ	)	
Common Stock 01/2		01/20/2021			S <u>(1</u>	)	25,0	000			162,790		D			
Common Stock 01/21/2021		01/21/2021			M	1)	25,0	000	A \$	10.63	187,790		Ε			
1 Stock		01/21/2021				S <u>(1</u>	)	25,0	000			52,790		Г		
Topon on a c			- Deriva	tive	Secu	rities Ac	Per in tl a cu quired, D	sons his fo urrent Dispose	rm a ly va ed of,	re not re llid OME or Bene	equired to control r	respond ι iumber.				1474 (9-02)
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)		any	Transaction of De Code Secur (Instr. 8) Acqui or Dis of (D) (Instr.			erivative rities uired (A) isposed 0) r. 3, 4,	Expirati	xpiration Date Month/Day/Year)		of Underly Securities	of Underlying Securities		Derivative Securities Beneficially Owned Following Reported Transaction(s)	Owners! Form of Derivati Security Direct (I or Indire	Ownershi (Instr. 4) O)	
			Code	V	(A)	(D)	Date Exercisa	ible	•		Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4	
\$ 10.63	01/20/2021		M <sup>(1)</sup>			25,000	02/17/2	2014	02/	16/2021	Commo Stock	n 25,000	\$ 0	25,000	D	
			M <sup>(1)</sup>			25,000					Commo	n 25,000	\$ 0	0	D	
	Byron L  st) DEXIS, IN  DOD CITY  Security  Security  Security  2. Conversion or Exercise Price of Derivative Security	Byron L  st) (First) DEXIS, INC., 200 PENOB (Street)  DOD CITY, CA 94063  By) (State)  Security  Security  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)	Byron L  st) (First) (Middle) DEXIS, INC., 200 PENOBSCOT DRIVE (Street)  OOD CITY, CA 94063  By (Zip)  Security  2. Transaction Date (Month/Day/Year)  1. Stock  1. Stock  1. Stock  1. O1/20/2021  1. Stock  1. Stock  1. Stock  1. O1/21/2021  1. Report on a separate line for each class of securities by the security  2. Table II  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  3. A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)	Byron L  st) (First) (Middle) DEXIS, INC., 200 PENOBSCOT DRIVE 01/20/2  (Street) 4. If Am  DOD CITY, CA 94063  by (State) (Zip)  Security 2. Transaction Date (Month/Day/Year)  1. Stock 01/20/2021  1. Stock 01/20/2021  1. Stock 01/21/2021  Report on a separate line for each class of securities benefician or Exercise Price of Derivative Security (Month/Day/Year)  2. Code Code (Instr. 8)  Code Code (Instr. 8)	Byron L  st)  (First) (DEXIS, INC., 200 PENOBSCOT DRIVE D1/20/202  (Street)  (Street)  (Street)  (Street)  (OD CITY, CA 94063  (State)  (Zip)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  1. Stock  2. Deemed Execution Date, if any (Month/Day/Year)  1. Stock  2. Code (Instr. 8)  1. Stock  2. Code (Instr. 8)	Asyron L  Security  Security  Stock  O1/20/2021  Stock  O1/21/2021  Report on a separate line for each class of securities beneficially owned or Exercise Price of Derivative Security  OCONETIS, INC., 200 PENOBSCOT DRIVE  O1/20/2021  Stock  O1/20/2021  Stock  O1/20/2021  Table II - Derivative Securics of Securities beneficially owned Security  Stock  O1/21/2021  Table II - Derivative Securics Securities of Securities Securities Security  Security  Code (Instr. 8)  Code V (A)	Apyron L  Security  Code V (A) (District)  Code V (A) (D)  Code V (A) (D)	CODEXIS, INC. [CDXS]     Stock   O1/20/2021   Stock   O1/21/2021   Stock     O1/21/2021   Stock   O1/21/2021   Otherwative   Otherwat	CODEXIS, INC. [CDXS]	CODEXIS, INC.   CDXS	CODEXIS, INC.   CDXS   Size   CODEXIS, INC.   CODEXIS, INC.   CODEXIS, INC.   CDXS   Size   CODEXIS, INC.   CO	CODEXIS, INC.   CDXS	CODEXIS, INC.   CODEXIS   CODEXIS, INC.   CODEXIS   CO	CODEXIS, INC.   CDXS    XDirector   Clabel   XDirector   Officer (give tille below)	CODEXIS, INC.   CODEXIS   No.   CODEXIS   No	CODEXIS, INC.   CODEX   Code   Code

# **Reporting Owners**

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

## **Signatures**

/s/ Ross Taylor, Attorney-in-Fact for Byron Dorgan	01/21/2021		
**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) The shares which are the subject of this Form 4 have been sold pursuant to a Rule 10b5-1 Trading Plan dated September 3, 2020 and were obtained by Mr. Dorgan pursuant to a certain stock option grant from Codexis, Inc. dated February 17, 2011 which expires on February 16, 2021.
- The transaction was executed in multiple trades in prices ranging from \$26.46 to \$27.10, 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.
- The transaction was executed in multiple trades in prices ranging from \$24.78 to \$25.57, 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.

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.