

CODEXIS INC  
Form 4  
June 12, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BARUCH THOMAS R**

(Last) (First) (Middle)

**C/O CODEXIS, INC., 200  
PENOBSCOT DRIVE**

(Street)

**REDWOOD CITY, CA 94063**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CODEXIS INC [CDXS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/10/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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)
Common Stock					138,451	D	
Common Stock	11/10/2014		J <sup>(1)</sup>	2,740,158	D	I	See Footnote <u>(2)</u>
Common Stock	11/10/2014		J <sup>(3)</sup>	181,067	D	I	See Footnote <u>(4)</u>

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

/s/ Doug Sheehy, Attorney-in-Fact for Thomas Baruch  
 Signature of Reporting Person: \_\_\_\_\_ Date: 06/12/2015

## 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 were sold by CMEA Ventures Life Sciences 2000, L.P. ("CMEA LS") to Presidio Partners 2014, L.P. for \$2.37 per share. The reported transaction is the same transaction reported by CMEA LS in its capacity as a 10% holder of the Issuer's securities in a separate Form 4 filed on Nov 12, 2014.
  - (2) The shares are held by CMEA LS. Thomas R. Baruch, a member of the Issuer's board of directors, is a general partner of CMEA Ventures LS Management 2000, L.P., the general partner of CMEA LS, and, as such, has voting and investment power over the securities held by CMEA LS. The Reporting Person disclaims beneficial ownership of the securities reported on this Form 4 except to the extent of any pecuniary interest therein.
  - (3) The shares were sold by CMEA Ventures Life Sciences 2000, Civil Law Partnership ("CMEA CLP") to Presidio Partners 2014, L.P. for \$2.37 per share. The reported transaction is the same transaction reported by CMEA CLP in its capacity as a 10% holder of the Issuer's securities in a separate Form 4 filed on Nov 12, 2014.

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- The shares are held by CMEA CLP. Thomas R. Baruch, a member of the Isser's board of directors, is a general partner of CMEA Ventures LS Management 2000, L.P., the managing limited partner of CMEA CLP, and, as such, has voting and investment power over the securities held by CMEA CLP. The Reporting Person disclaims beneficial ownership of the securities reported on this Form 4 except to the extent of any pecuniary interest therein.
- (4)

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.