

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 16, 2020

Codexis, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34705
(Commission
File Number)

71-0872999
(I.R.S. Employer
Identification No.)

**200 Penobscot Drive
Redwood City, CA 94063**
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (650) 421-8100

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbols(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.0001 per share	CDXS	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held a virtual Annual Meeting of Stockholders on June 16, 2020 online. The results of the matters voted on by the Company's stockholders are set forth immediately below.

Proposal No. 1

To elect three Class II Directors to the Board to hold office for three-year terms expiring at the 2023 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified or their earlier resignation or removal:

<u>Name of Nominee</u>	<u>Number of Votes</u>		
	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Stephen Dilly	40,805,461	148,571	9,844,860
Alison Moore	40,812,647	141,385	9,844,860
Patrick Y. Yang	40,473,136	480,896	9,844,860

Each of the nominees nominated in Proposal No. 1 was elected.

Proposal No. 2

To ratify the selection of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020:

	<u>Number of Votes</u>		
	<u>For</u>	<u>Against</u>	<u>Abstain</u>
	50,681,700	41,142	76,050

Proposal No. 2 was approved.

Proposal No. 3

To vote on a non-binding, advisory basis to approve the compensation of our named executive officers.

	<u>Number of Votes</u>			
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	37,908,596	2,930,218	115,218	9,844,860

Proposal No. 3 was approved.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 19, 2020

CODEXIS, INC.

By: /s/ Ross Taylor

Name: Ross Taylor

Title: Senior Vice President and Chief Financial Officer