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): December 17, 2015

Codexis, Inc.

(Exact name of Registrant as Specified in its Charter)

Delaware	001-34705	71-0872999
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

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

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

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))

Item 1.01. Entry into a Material Definitive Agreement.

On December 17, 2015, Codexis, Inc. (the "Company" or "Codexis") and Merck, Sharp & Dohme Corp. entered into Amendment No. 3 (the "Amendment") to the Sitagliptin Catalyst Supply Agreement dated February 1, 2012 (as previously amended, the "Agreement"). The Amendment extends the term of the Agreement by five years through February 1, 2022.

The foregoing is only a summary of the material terms of the Amendment, does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to the Amendment, which the Company expects to file as an exhibit to its Annual Report on Form 10-K for the fiscal year ending December 31, 2015.

Item 7.01. Regulation FD Disclosure.

On December 18, 2015, Codexis issued a press release announcing the Amendment. The full text of the press release issued in connection with the Amendment is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is furnished under this Item 7.01.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated December 18, 2015

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.

CODEXIS, INC.

Date: December 22, 2015

By: /s/ Douglas T. Sheehy

Name: Douglas T. Sheehy

Title: Executive Vice President, Chief Administrative Officer, General Counsel and Secretary

Codexis Signs Multi-year Extension of Contract with Merck to Supply Enzyme Used in Manufacture of Sitagliptin

REDWOOD CITY, Calif. (December 18, 2015) – Codexis, Inc. (NASDAQ: CDXS), a leading developer of biocatalysts for the pharmaceutical and fine chemicals industry, announces the signing of an agreement extension with Merck Sharp & Dohme Corp., known as MSD outside the United States and Canada, to license and supply a proprietary enzyme used in the manufacturing process for sitagliptin, the active pharmaceutical ingredient in Merck's JANUVIA® and one of the active ingredients in Merck's JANUMET ®.

"The extension of this contract, coming on the heels of our licensing agreement for the CodeEvolver technology, is yet another vote of confidence in our protein engineering technology," said Codexis President and CEO John Nicols. "We are proud to continue our long term collaboration with Merck."

Under a research and development agreement, Codexis and Merck used the CodeEvolver® protein engineering platform technology to develop a customized enzyme to serve as a biocatalyst in the sitagliptin process. The resulting enzyme streamlined the manufacturing process and increased production yield, while reducing costs and waste. In 2010 Codexis and Merck were jointly presented the annual Presidential Green Chemistry Challenge Award from the U.S. Environmental Protection Agency (EPA) for the development of the novel biocatalytic method for the synthesis of sitagliptin. In 2012 Codexis and Merck entered into a supply agreement for the enzyme.

About CodeEvolver® Protein Engineering Platform Technology
CodeEvolver is Codexis' proprietary protein engineering platform, which enables rapid development of custom-designed enzymes that are highly optimized for efficient manufacturing processes. The CodeEvolver platform is comprised of proprietary methods for the optimization of proteins through the design and generation of diverse genetic libraries, automated screening techniques, algorithms for the interpretation of screening data and predictive modelling. The Codexis CodeEvolver platform technology is covered by approximately 175 issued patents and pending patent applications worldwide.

About Codexis, Inc.
Codexis, Inc. is a leading protein engineering company that applies its technology to the development of biocatalysts for commercial manufacture of pharmaceuticals and fine chemicals. Codexis' proven technology enables implementation of biocatalytic solutions to meet customer needs for rapid, cost-effective and sustainable manufacturing. For more information, see **www.codexis.com**.

Forward-Looking Statements
This press release contains forward-looking statements relating to Codexis' supply agreement with Merck for the enzyme used to manufacture sitagliptin, including the ability of Codexis' enzyme to increase production yield and reduce manufacturing costs and wastes. You should not place undue reliance on these forward-looking statements because they involve known and unknown risks, uncertainties and other

factors that are, in some cases, beyond Codexis' control and that could materially affect actual results. Factors that could materially affect actual results include Codexis' dependence on its collaborators; Codexis' dependence on a limited number of products and customers; potential adverse effects to Codexis' business if its customers' pharmaceutical products are not received well in the markets; Codexis' ability to retain key personnel; Codexis' reliance on customers to provide timely information in order for Codexis to report its financial results in an accurate and timely fashion; Codexis' ability to compete may decline if it loses some of its intellectual property rights; third party claims that Codexis infringes third party intellectual property rights; and Codexis could face increased competition if third parties misappropriate Codexis biocatalysts. Additional factors that could materially affect actual results can be found in Codexis' Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 6, 2015, including under the caption "Risk Factors," and in Codexis' Quarterly Report on Form 10-Q filed with the SEC on May 7, 2015. Codexis expressly disclaims any intent or obligation to update these forward-looking statements, except as required by law.

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