

**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): March 1, 2016

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, including Zip Code)

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

N/A
(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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 1, 2016, the Board of Directors (the “*Board*”) of Codexis, Inc. (the “*Company*”) increased the size of the Board from eight to nine members and appointed David V. Smith as a Class III director, with an initial term expiring at the Company’s 2016 annual meeting of stockholders. The Board has determined that Mr. Smith is independent as defined in Listing Rule 5605 of The NASDAQ Stock Market LLC for purposes of serving on the Board. Committee appointments for Mr. Smith have not been determined.

Mr. Smith will receive compensation as provided in the Company’s non-employee director compensation policy. Mr. Smith will receive an annual cash retainer of \$50,000 per year for his service as a member of the Board and additional annual retainers for committee service. Under the Company’s non-employee director compensation policy, upon his appointment to the Board, Mr. Smith received a grant of \$100,000 of restricted stock under the Company’s 2010 Equity Incentive Award Plan, which amounted to 24,691 shares (the “*Initial Award*”). The restricted stock subject to the Initial Award will vest as to one-third of the shares on each anniversary of the grant date, subject to Mr. Smith’s continued service to the Company through each such vesting date. In addition, following each annual meeting of the Company’s stockholders, Mr. Smith will receive a grant of \$85,000 of restricted stock under the Company’s 2010 Equity Incentive Award Plan, provided that, as of the date of such annual meeting of stockholders, Mr. Smith has served on the Board for at least six months, and provided further that as of such date he continues to serve on the Board (the “*Annual Award*”). The restricted stock subject to the Annual Award will vest as to all of the shares on the earlier of the first anniversary of the grant date or the next annual meeting of the Company’s stockholders, subject to Mr. Smith’s continued service through such vesting date.

The Company expects to enter into the Company’s standard indemnification agreement with Mr. Smith.

Item 7.01. Regulation FD Disclosure.

On March 3, 2016, the Company issued a press release announcing the appointment of Mr. Smith to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

The information furnished pursuant to this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such filing, unless the Company expressly sets forth in such filing that such information is to be considered “filed” or incorporated by reference therein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated March 3, 2016.

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: March 4, 2016

By: /s/ Douglas T. Sheehy

Name: Douglas T. Sheehy

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

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated March 3, 2016.



Codexis Adds Life Sciences Industry Veteran David V. Smith to Its Board of Directors

REDWOOD CITY, Calif. (March 3, 2016) – Codexis, Inc. (NASDAQ: CDXS), a leading developer of biocatalysts for the pharmaceutical and fine chemical industries, announces the appointment of David V. Smith to its Board of Directors, increasing the size of the Board to nine Directors. He brings to Codexis more than 30 years of financial and operational management experience that includes senior executive positions in multibillion-dollar life sciences companies.

“David’s impressive background includes developing innovative strategies that have supported growth and improved operations at some of the most prominent companies in our industry,” said Codexis President and CEO John Nicols. “We will look to his expertise and guidance as we further establish Codexis as a leader in developing enzymes that facilitate the efficient manufacture of pharmaceutical products and as we look to expand into adjacent markets. We are fortunate to have an executive of David’s caliber join our Board.”

Mr. Smith currently serves as Chief Operating Officer of IntegenX, a privately held company focused on rapid DNA identification technology, where he has been instrumental in refocusing the business, implementing operational controls and raising capital. He previously was Executive Vice President and Chief Financial Officer of Thoratec Corporation, a leader in developing therapies for advanced heart failure, where he led actions to improve financial controls, analytics and processes. Prior to that he held various financial management positions with Chiron Corporation, a multi-billion dollar biotechnology company, advancing to Vice President and Chief Financial Officer. He also served as Vice President, Finance and Chief Financial Officer of Anergis, Inc. and held various financial management positions with Genentech, Inc., in both the United States and Europe.

Mr. Smith holds a BA in economics and history from Willamette University and an MBA in finance from Golden Gate University. He is a Director and Chair of the Audit Committee of publicly traded OncoGenex Pharmaceuticals Inc.

About Codexis, Inc.

Codexis, Inc. is a leading developer of biocatalysts for pharmaceutical and fine chemical production. The company’s patent portfolio includes more than 850 patents and patent applications worldwide that cover its novel enzymes and proprietary methods for engineering new enzymes and other proteins. 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’ ability to establish itself as a leader in developing enzymes for the pharmaceutical industry and expand into adjacent markets. 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 licensees and collaborators; Codexis’ dependence on a limited number of products and customers in its biocatalysis business; potential adverse effects to Codexis’ business if its customers’ pharmaceutical products are not received well in the markets; Codexis’ ability to develop and commercialize new products for the biocatalysis markets; Codexis’ dependence on a limited number of contract manufacturers for large-scale production of its enzymes; Codexis’ ability to deploy its technology platform in new market spaces; Codexis’ dependence on key personnel; risks associated with Codexis’ international business; the cost of compliance with European Union chemical regulations; adverse effects of regulatory tax examinations; and risks associated with the patent litigation that Codexis initiated in February 2016. 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 Reports on Form 10-Q filed with the SEC on May 7, 2015, August 11, 2015 and on November 6, 2015. Codexis expressly disclaims any intent or obligation to update these forward-looking statements, except as required by law.

Codexis Contacts:

Investors

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