

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): February 3, 2021

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:

Title of Each Class	Trading Symbols(s)	Name of Each Exchange on Which Registered
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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officer.

Effective on February 2, 2021, the Company's Board of Directors (the "Board") increased the size of the Board from nine to ten members and appointed Esther Martinborough, Ph.D. as a Class II director, with an initial term expiring at the Company's 2021 annual meeting of stockholders. The Board has determined that Dr. Martinborough is independent as defined in Listing Rule 5605 of The Nasdaq Stock Market LLC for purposes of serving on the Board. Committee appointments for Dr. Martinborough have not been determined.

Dr. Martinborough will receive compensation as provided in the Company's non-employee director compensation policy. Dr. Martinborough will receive an annual cash retainer of \$50,000 per year for her service as a member of the Board and additional annual retainers for committee service. Under the Company's non-employee director compensation policy, upon her appointment to the Board, Dr. Martinborough received a grant of \$200,000 of shares of restricted common stock under the Company's 2019 Incentive Award Plan (the "Plan"), which amounted to 7,262 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 Dr. Martinborough's continued service to the Company through each such vesting date. In addition, following each annual meeting of the Company's stockholders, Dr. Martinborough will receive a grant of \$100,000 of restricted common stock under the Plan, provided that as of such date she continues to serve on the Board (the "Annual Award"). The restricted common 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 Dr. Martinborough's continued service through such vesting date.

The Company expects to enter into the Company's standard indemnification agreement with Dr. Martinborough.

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: February 3, 2021

CODEXIS, INC.

By:

/s/ Ross Taylor

Name:

Ross Taylor

Title:

Senior Vice President and Chief Financial Officer