

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Fitzgerald Margaret Nell</u>  (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 <u>CODEXIS, INC. [ CDXS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X See remarks
	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2023		A		77,272 <sup>(1)</sup>	A	\$0	85,272	D	
Common Stock	03/07/2023		S <sup>(2)</sup>		8,000	D	\$4.6027 <sup>(3)</sup>	77,272	D	
Common Stock	03/08/2023		S <sup>(2)</sup>		7,686	D	\$4.5552 <sup>(3)</sup>	69,586	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents restricted stock awards ("PSUs") initially granted on November 8, 2022 that were subject a performance-based vesting condition. The vesting condition was determined to be 85% satisfied on February 8, 2023. The PSUs will vest fully on March 5, 2024, subject to the Reporting Person's continued service to the Issuer on such vesting date.
- The shares were sold solely to satisfy tax or other government withholding obligations in connection with the vesting of shares subject to a PSUs of the Issuer.
- Reflects the weighted average of all shares sold to cover taxes upon vesting of PSUs on March 8, 2023 for certain employees of the Issuer.

**Remarks:**

Chief Legal and Compliance Officer

/s/ Sriram Ryali, as Attorney-in-Fact for Margaret Nell Fitzgerald 03/09/2023

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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