

CODEXIS INC  
Form 8-K  
January 24, 2012

**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): January 19, 2012**

**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.)

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**200 Penobscot Drive**

**Redwood City, CA 94063**  
(Address of Principal Executive Offices)

**(650) 421-8100**

**94063**  
(Zip Code)

(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On January 19, 2012, Robert Lawson advised Codexis, Inc. (the Company) of his decision to resign from his position as the Company's Senior Vice President and Chief Financial Officer. Mr. Lawson will remain with the Company as Senior Vice President and Chief Financial Officer to oversee the fiscal year-end accounting close and annual audit process, and the filing of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. Mr. Lawson is resigning to accept a position at a private software company. The Company expects to launch a search for a Chief Financial Officer immediately.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Press release.

**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: January 24, 2012

CODEXIS, INC.

By: /s/ Douglas T. Sheehy

Name: Douglas T. Sheehy

Title: Senior Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press release.