

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Vivo Ventures Fund VII, L.P.</u>  (Last) (First) (Middle) 505 HAMILTON AVENUE, SUITE 200  (Street) PALO ALTO CA 94301  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/14/2017	
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	09/14/2017		S		1,037,390	D	\$5.775	4,144,495	I	By Vivo Ventures Fund VII, L.P. <sup>(1)</sup>
Common Stock	09/14/2017		S		22,610	D	\$5.775	90,330	I	By Vivo Ventures VII Affiliates Fund, L.P. <sup>(2)</sup>

**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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Vivo Ventures Fund VII, L.P.</u>  (Last) (First) (Middle) 505 HAMILTON AVENUE, SUITE 200  (Street) PALO ALTO CA 94301  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">Vivo Ventures VII Affiliates Fund, L.P.</a>		
(Last)	(First)	(Middle)
505 HAMILTON AVENUE, SUITE 200		
(Street)		
PALO ALTO	CA	94301
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">VIVO VENTURES VII, LLC</a>		
(Last)	(First)	(Middle)
C/O VIVO CAPITAL LLC		
505 HAMILTON AVENUE, SUITE 207		
(Street)		
PALO ALTO	CA	94301
(City) (State) (Zip)		

**Explanation of Responses:**

- Vivo Ventures VII, LLC is the general partner of Vivo Ventures Fund VII, L.P., the record holder of the securities, and disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes. In addition, each of Frank Kung, Edgar Engleman, Albert Cha, Chen Yu and Shan Fu is a managing member of Vivo Ventures VII, LLC and may be deemed to share voting and dispositive power over the securities held by Vivo Ventures Fund VII, L.P. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- Vivo Ventures VII, LLC is the general partner of Vivo Ventures VII Affiliates Fund, L.P., the record holder of the securities, and disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes. In addition, each of Frank Kung, Edgar Engleman, Albert Cha, Chen Yu and Shan Fu is a managing member of Vivo Ventures VII, LLC and may be deemed to share voting and dispositive power over the securities held by Vivo Ventures VII Affiliates Fund, L.P. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

/s/ Albert Cha as a managing member of Vivo Ventures VII, LLC 09/18/2017

/s/ Albert Cha as a managing member of Vivo Ventures VII, LLC, the general partner of Vivo Ventures Fund VII, L.P. 09/18/2017

/s/ Albert Cha as a managing member of Vivo Ventures VII, LLC, the general partner of Vivo Ventures VII Affiliates Fund, L.P 09/18/2017

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.