

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>CMEA VENTURES LIFE SCIENCES 2000 LP</u> (Last) (First) (Middle) ONE EMBARCADERO CENTER, SUITE 3250 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/21/2010	3. Issuer Name and Ticker or Trading Symbol <u>CODEXIS INC [CDXS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(2)	Common Stock	93,727 ⁽³⁾⁽⁴⁾	0.00	I	See Footnote ⁽⁵⁾
Series B Preferred Stock	(1)	(2)	Common Stock	1,418,477 ⁽³⁾⁽⁴⁾	0.00	I	See Footnote ⁽⁶⁾
Series D Preferred Stock	(1)	(2)	Common Stock	62,815 ⁽³⁾⁽⁷⁾	0.00	I	See Footnote ⁽⁵⁾
Series D Preferred Stock	(1)	(2)	Common Stock	950,638 ⁽³⁾⁽⁷⁾	0.00	I	See Footnote ⁽⁶⁾
Series E Preferred Stock	(1)	(2)	Common Stock	24,314 ⁽³⁾⁽⁸⁾	0.00	I	See Footnote ⁽⁵⁾
Series E Preferred Stock	(1)	(2)	Common Stock	367,843 ⁽³⁾⁽⁸⁾	0.00	I	See Footnote ⁽⁶⁾
Warrant to Purchase Series D Preferred Stock ⁽⁹⁾	(10)	05/25/2013	Series D Preferred Stock ⁽⁹⁾	5,730 ⁽³⁾	5.96 ⁽³⁾	I	See Footnote ⁽⁵⁾
Warrant to Purchase Series D Preferred Stock ⁽⁹⁾	(10)	05/25/2013	Series D Preferred Stock ⁽⁹⁾	86,718 ⁽³⁾	5.96 ⁽³⁾	I	See Footnote ⁽⁶⁾

1. Name and Address of Reporting Person* <u>CMEA VENTURES LIFE SCIENCES 2000 LP</u> (Last) (First) (Middle) ONE EMBARCADERO CENTER, SUITE 3250 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>CMEA Ventures Life Sciences 2000, Civil Law Partnership</u> (Last) (First) (Middle) ONE EMBARCADERO CENTER, SUITE 3250 (Street) SAN FRANCISCO CA 94111

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
CMEA Ventures LS Management 2000, L.P.		
(Last)	(First)	(Middle)
ONE EMBARCADERO CENTER, SUITE 3250		
(Street)		
SAN FRANCISCO CA		94111
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
BARUCH THOMAS R		
(Last)	(First)	(Middle)
ONE EMBARCADERO CENTER, SUITE 3250		
(Street)		
SAN FRANCISCO CA		94111
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Collier David J		
(Last)	(First)	(Middle)
ONE EMBARCADERO CENTER, SUITE 3250		
(Street)		
SAN FRANCISCO CA		94111
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Handelsman Karl D.		
(Last)	(First)	(Middle)
ONE EMBARCADERO CENTER, SUITE 3250		
(Street)		
SAN FRANCISCO CA		94111
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares are immediately convertible.
2. The shares do not have an expiration date.
3. Reflects a 2-for-3 reverse stock split of the Issuer's outstanding securities effected immediately prior to the effectiveness of the Issuer's S-1 Registration Statement (Commission File No. 333-164044).
4. Each share of Series B Preferred Stock will automatically convert on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.
5. Held by CMEA Ventures Life Sciences 2000, Civil Law Partnership. Thomas R. Baruch, a member of the Issuer's board of directors, David Collier and Karl Handelsman are general partners of CMEA Ventures LS Management 2000, L.P., the managing limited partner of CMEA Ventures Life Sciences 2000, Civil Law Partnership, and, as such, have voting and investment power over the securities held by CMEA Ventures Life Sciences 2000, Civil Law Partnership. Each of the Reporting Persons disclaims beneficial ownership of the securities reported in this Form 4 except to the extent of any pecuniary interest therein.
6. Held by CMEA Ventures Life Sciences 2000, L.P. Thomas R. Baruch, a member of the Issuer's board of directors, David Collier and Karl Handelsman are general partners of CMEA Ventures LS Management 2000, L.P., the general partner of CMEA Ventures Life Sciences 2000, L.P., and, as such, have voting and investment power over the securities held by CMEA Ventures Life Sciences 2000, L.P. Each of the Reporting Persons disclaims beneficial ownership of the securities reported in this Form 4 except to the extent of any pecuniary interest therein.
7. Each share of Series D Preferred Stock will automatically convert on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.
8. As of the date hereof, each share of Series E Preferred Stock is convertible into Common Stock on a 1-for-1 basis. Due to the antidilution provisions of the Issuer's certificate of incorporation that apply to the Series E Preferred Stock, an additional 211 shares and 3,200 shares of Common Stock will be issued to CMEA Ventures Life Sciences 2000, Civil Law Partnership and CMEA Ventures Life Sciences 2000, L.P., respectively, upon the closing of the Issuer's initial public offering at a per share offering price of \$13.00 (assuming a closing date of April 27, 2010), when each share of Series E Preferred Stock will automatically convert into Common Stock on a 1.008702-for-1 basis.
9. Upon completion of the Issuer's initial public offering, this warrant to purchase shares of Series D Preferred Stock will automatically convert into a warrant to purchase an equal number of shares of the Issuer's Common Stock.
10. This warrant is immediately exercisable.

[/s/ Thomas R. Baruch, General Partner of CMEA Ventures LS Management 2000, L.P. for CMEA Ventures Life Sciences 2000, L.P. as its General Partner](#) 04/21/2010

[/s/ Thomas R. Baruch, General Partner of CMEA Ventures LS](#) 04/21/2010

Management 2000, L.P. for
CMEA Ventures Life Sciences
2000, Civil Law Partnership as
its managing limited partner

/s/ Thomas R. Baruch 04/21/2010

/s/ David Collier 04/21/2010

/s/ Karl Handelsman 04/21/2010

** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Robert J. Lawson, Douglas T. Sheehy and Brian Dowd, signing singly, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Codexis, Inc. (the "Company"), and/or 10% holder of the Company's capital stock, Forms 3, 4, and 5 and any amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of April, 2010.

Signature: /s/ Thomas R. Baruch

Thomas R. Baruch