

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Dorgan Byron L</u>			2. Issuer Name and Ticker or Trading Symbol <u>CODEXIS, INC. [CDXS]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/08/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O CODEXIS, INC. 200 PENOBSCOT DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>REDWOOD CITY CA 94063</u>								
(City)	(State)	(Zip)						

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	10/08/2020		M ⁽¹⁾		25,000	A	\$10.63	187,790	D	
Common Stock	10/08/2020		S ⁽¹⁾		25,000	D	\$13.4926 ⁽²⁾	162,790	D	
Common Stock	10/09/2020		M ⁽¹⁾		25,000	A	\$10.63	187,790	D	
Common Stock	10/09/2020		S ⁽¹⁾		25,000	D	\$13.5411 ⁽³⁾	162,790	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						Title
Stock Option (Right to Buy)	\$10.63	10/08/2020		M ⁽¹⁾			25,000	02/17/2014	02/16/2021	Common Stock	25,000	\$0.00	75,000	D	
Stock Option (Right to Buy)	\$10.63	10/09/2020		M ⁽¹⁾			25,000	02/17/2014	02/16/2021	Common Stock	25,000	\$0.00	50,000	D	

Explanation of Responses:

- The shares which are the subject of this Form 4 have been sold pursuant to a Rule 10b5-1 Trading Plan dated September 3, 2020 and were obtained by Mr. Dorgan pursuant to a certain stock option grant from Codexis, Inc. dated February 17, 2011 which expires on February 16, 2021.
- The transaction was executed in multiple trades in prices ranging from \$12.94 to \$13.64, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The reporting person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- The transaction was executed in multiple trades in prices ranging from \$13.32 to \$13.77, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The reporting person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

/s/ Ross Taylor, Attorney-in-Fact for Byron Dorgan 10/13/2020

** 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.