

CODEXIS INC  
Form 8-K  
June 12, 2018

**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): June 11, 2018**

**Codexis, Inc.**

**(Exact name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-34705**  
**(Commission**

**File Number)**  
**200 Penobscot Drive**

**71-0872999**  
**(I.R.S. Employer**

**Identification No.)**

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**Redwood City, CA 94063**

**(Address of Principal Executive Offices) (Zip Code)**

**(650) 421-8100**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Codexis, Inc. (the Company) held its Annual Meeting of Stockholders on June 11, 2018 in Redwood City, California. The results of the matters voted on by the Company's stockholders are set forth immediately below.

**Proposal 1**

To elect three Class II Directors to the Company's Board of Directors (the Board) to hold office for three-year terms expiring at the 2021 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified or their earlier resignation or removal:

| Name of Nominee   | Number of Votes |           |                  |
|-------------------|-----------------|-----------|------------------|
|                   | For             | Withheld  | Broker Non-Votes |
| Kathleen S. Glaub | 37,264,590      | 78,104    | 12,304,609       |
| Bernard J. Kelley | 35,411,341      | 1,931,353 | 12,304,609       |
| John J. Nicols    | 37,263,558      | 79,136    | 12,304,609       |

**Proposal 2**

To ratify the selection of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018:

| For        | Number of Votes |         |
|------------|-----------------|---------|
|            | Against         | Abstain |
| 49,452,201 | 114,260         | 80,842  |

**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: June 12, 2018

**CODEXIS, INC.**

By: /s/ Gordon Sangster  
Name: Gordon Sangster  
Title: Senior Vice President and  
Chief Financial Officer