

CODEXIS INC
Form 4
April 29, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Biomedical Sciences Investment Fund Pte Ltd.

(Last) (First) (Middle)

250 NORTH BRIDGE ROAD
#20-02, RAFFLES CITY TOWER

(Street)

SINGAPORE, U0 179101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CODEXIS INC [CDXS]

3. Date of Earliest Transaction
(Month/Day/Year)
04/27/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 | 04/27/2010 | | C | 3,358,522 (1) (2) | A (2) 3,358,522 | I | See Footnote (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series D Preferred Stock | (2) | 04/27/2010 | | C | 3,358,522 (1) (2) | (2) | (4) | Common Stock | 3,358,522 (1) (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Biomedical Sciences Investment Fund Pte Ltd. 250 NORTH BRIDGE ROAD #20-02 RAFFLES CITY TOWER SINGAPORE, U0 179101 | | | X | |
| EDB Investments Pte Ltd. 250 NORTH BRIDGE ROAD #20-02 RAFFLES CITY TOWER SINGAPORE, U0 179101 | | | X | |

Signatures

/s/ Timothy Low, on behalf of Biomedical Sciences Investment Fund Pte Ltd as its Attorney-in-Fact 04/29/2010
**Signature of Reporting Person Date

/s/ Timothy Low, on behalf of EDB Investments Pte Ltd as its Attorney-in-Fact 04/29/2010
**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) 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).
- (2) Each share of Series D Preferred Stock automatically converted into Common Stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering.
 Biomedical Sciences Investment Fund Pte Ltd is wholly-owned by EDB Investments Pte Ltd, which is wholly-owned by the Economic Development Board of Singapore. No individual has beneficial ownership over shares held by Biomedical Sciences Investment Fund Pte Ltd.
- (3) Ltd. Voting and investment decisions relating to these securities are made by the board of directors of Biomedical Sciences Investment Fund Pte Ltd., which is currently comprised of Ms. Chu Swee Yeok and Mr. Beh Kian Teik. The board of directors of Biomedical Sciences Investment Fund Pte Ltd acts by majority vote and no board member may act individually to vote or sell these securities.
- (4) The expiration date is not relevant to the conversion of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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