

CODEXIS INC
Form 3
April 21, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Equilon Enterprises LLC

(Last) (First) (Middle)

ROOM 4552, 910 LOUISIANA ST.,

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/21/2010

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

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 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)

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

SEC 1473 (7-02)

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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)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

| | | | | | | | |
|--------------------------|-------|-------|--------------|----------------------|------|---|------------------|
| Series D Preferred Stock | Â (1) | Â (2) | Common Stock | 789,492 (3) (4) | \$ 0 | I | See Footnote (5) |
| Series E Preferred Stock | Â (1) | Â (2) | Common Stock | 2,389,618 (3) (6) | \$ 0 | I | See Footnote (5) |
| Series F Preferred Stock | Â (1) | Â (2) | Common Stock | 2,352,940 (3) (7) | \$ 0 | I | See Footnote (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Equilon Enterprises LLC ROOM 4552, 910 LOUISIANA ST. HOUSTON, TX 77002 | Â | Â X | Â | Â |
| Royal Dutch Shell plc 30, CAREL VAN BYLANDTLAAN, 2596 HR THE HAGUE THE NETHERLANDS, P7 | Â | Â X | Â | Â |

Signatures

/s/ Lynn S. Borgmeier, for Equilon Enterprises LLC as its Secretary 04/21/2010
 **Signature of Reporting Person Date

/s/ Michiel Brandjes, for Royal Dutch Shell plc as its Company Secretary 04/21/2010
 **Signature of Reporting Person Date

Explanation of Responses:

* 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).

(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 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.

(5) Shares owned directly by Equilon Enterprises LLC dba Shell Oil Products US ("Equilon Enterprises"). Equilon Enterprises is an indirect wholly owned subsidiary of Royal Dutch Shell plc. As a result, Royal Dutch Shell plc may be deemed to be the indirect beneficial owner of all of the securities reported on this Form 3.

(6) 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 20,794 shares of Common Stock will be issued to Equilon Enterprises 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.

(7) As of the date hereof, each share of Series F 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 F Preferred Stock, an additional 20,475 shares of Common

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Stock will be issued to Equilon Enterprises 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 F Preferred Stock will automatically convert into Common Stock on a 1.008702-for-1 basis.

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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