

CODEXIS INC
Form DEF 14A
April 27, 2018
TABLE OF CONTENTS

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a party other than the Registrant o
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

CODEXIS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date Filed:

TABLE OF CONTENTS

April 27, 2018

Dear Stockholder:

You are invited to attend the annual meeting of stockholders (the Annual Meeting) of Codexis, Inc. (Codexis, we, us or our) to be held on Monday, June 11, 2018, at 9:00 a.m., California time, at our executive offices at 400 Penobscot Drive, Redwood City, California.

At this year s Annual Meeting, you will be asked to:

- (i)elect three Class II directors to hold office until the 2021 annual meeting of stockholders;
- (ii) ratify the selection of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018;
- (iii)transact such other business as may properly come before the Annual Meeting.

The accompanying Notice of Annual Meeting and proxy statement describe these matters. We urge you to read this information carefully.

Your board of directors unanimously believes that election of its nominees for director and the ratification of the Audit Committee s selection of our independent registered public accounting firm are in the best interest of Codexis and its stockholders, and, accordingly, recommends a vote FOR election of its nominees for director and FOR the ratification of the selection of BDO USA, LLP as our independent registered public accounting firm.

In addition to the business to be transacted as described above, management will speak on our developments of the past year and respond to comments and questions of general interest to stockholders.

It is important that your shares be represented and voted whether or not you plan to attend the Annual Meeting in person. Whether or not you expect to attend the Annual Meeting, please vote as soon as possible. You may vote on the Internet or by telephone. If, however, you requested to receive paper proxy materials, then you may also vote by mailing a complete, signed and dated proxy card or voting instruction card in the envelope provided. Voting by written proxy, over the Internet or by telephone will ensure your shares are represented at the Annual Meeting.

Sincerely,

John J. Nicols
President and Chief Executive Officer

TABLE OF CONTENTS

CODEXIS, INC.
200 Penobscot Drive
Redwood City, CA 94063

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MONDAY, JUNE 11, 2018**

To the Stockholders of Codexis, Inc. (Codexis, we, us and our):

We will hold an annual meeting of our stockholders (the Annual Meeting) at our executive offices at 400 Penobscot Drive, Redwood City, California, on Monday, June 11, 2018, at 9:00 a.m., California time, for the following purposes:

- To elect each of Kathleen S. Glaub, Bernard J. Kelley and John J. Nicols to our board of directors for a three-year (i) term expiring at the 2021 annual meeting of stockholders or until their respective successors are duly elected and qualified or their earlier resignation or removal;
- (ii) To ratify the selection of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and
- (iii) To transact any other business as may properly come before the Annual Meeting or any adjournments or postponements of the Annual Meeting.

These items of business are described in the attached proxy statement. Only stockholders of record of shares of our common stock at 5:00 p.m., New York time, on April 17, 2018, the record date for the Annual Meeting, are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements of the Annual Meeting.

We have elected to provide our proxy materials to our stockholders over the internet as permitted by the rules of the U.S. Securities and Exchange Commission. As a result, we are mailing most of our stockholders a paper copy of the Notice of Internet Availability of Proxy Materials, or the Notice, but not a paper copy of our proxy statement and our 2017 Annual Report to Stockholders. This process allows us to provide our proxy materials to our stockholders in a timelier and more readily accessible manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials. The Notice contains instructions on how to access those documents over the internet. The Notice also contains instructions on how to request a paper copy of our proxy materials, including this proxy statement, our 2017 Annual Report to Stockholders and a form of proxy card or voting instruction card. All stockholders who have previously requested a paper copy of our proxy materials will continue to receive a paper copy of our proxy materials by mail.

A list of stockholders eligible to vote at the Annual Meeting will be available for inspection at the Annual Meeting, and at the principal executive offices of Codexis during regular business hours for a period of not less than ten days prior to the Annual Meeting.

Your vote is very important. It is important that your shares be represented and voted whether or not you plan to attend the Annual Meeting in person. You may vote on the Internet or by telephone. If, however, you requested to receive paper proxy materials, then you may also vote by mailing a complete, signed and dated proxy card or voting instruction card in the envelope provided. If your shares are held in street name, which means your shares are held of record by a broker, bank or other nominee, you should review the instructions provided to you by that broker, bank or other nominee to determine how you will be able to submit your voting instructions. Submitting a proxy over the Internet, by telephone or by mailing a proxy card will ensure that your shares are represented at the Annual Meeting.

Sincerely,

John J. Nicols

President and Chief Executive Officer

Redwood City, California
April 27, 2018

TABLE OF CONTENTS

TABLE OF CONTENTS

	Page
<u>IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS</u>	1
<u>Information Concerning Voting and Solicitation</u>	2
<u>Who Can Vote</u>	2
<u>Voting of Shares</u>	2
<u>Revocation of Proxy</u>	2
<u>Voting in Person</u>	3
<u>Quorum and Votes Required</u>	3
<u>Solicitation of Proxies</u>	3
<u>Security Ownership of Certain Beneficial Owners and Management</u>	4
<u>Annual Report</u>	5
<u>Forward-Looking Statements</u>	5
<u>ITEM 1 ELECTION OF DIRECTORS</u>	6
<u>Board Structure</u>	6
<u>Director Nominees</u>	6
<u>Director Nominee Biographical Information</u>	6
<u>Board Recommendation</u>	7
<u>Directors Not Standing for Election</u>	7
<u>Executive Officers</u>	9
<u>Executive Officer Biographical Information</u>	10
<u>CORPORATE GOVERNANCE MATTERS</u>	11
<u>Composition of the Board of Directors</u>	11
<u>Board Leadership Structure</u>	11
<u>Board Meetings</u>	11
<u>Board Committees</u>	11
<u>Risk Oversight</u>	12
<u>Director Nominations and Board Diversity</u>	13
<u>Compensation Committee Interlocks and Insider Participation</u>	14
<u>Communication with the Board</u>	14
<u>Code of Business Conduct and Ethics</u>	14
<u>Director Compensation</u>	14
<u>2017 Director Compensation Table</u>	15
<u>ITEM 2 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	16
<u>Principal Accounting Fees and Services</u>	16

<u>Board Recommendation</u>	<u>17</u>
<u>EXECUTIVE COMPENSATION</u>	<u>18</u>
<u>Compensation Discussion and Analysis</u>	<u>18</u>
<u>2017 Summary Compensation Table</u>	<u>28</u>
<u>Grants of Plan-Based Awards in 2017 Table</u>	<u>29</u>
<u>Outstanding Equity Awards at 2017 Fiscal Year-End Table</u>	<u>30</u>
<u>Option Exercises and Stock Vested in 2017</u>	<u>31</u>
<u>Pension Benefits</u>	