

CODEXIS INC
Form SC 13D/A
May 26, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Codexis, Inc.

(Name of Issuer)

Common Stock,
\$0.0001 par value
(Title of Class of
Securities)

192005106
(CUSIP Number)

Antonio Ferreira
Martins, Chief
Legal Officer

Raízen Energia
S.A.

Avenida
Presidente
Juscelino
Kubitschek, 1327

5th Floor, room
01

São Paulo, State
of São Paulo,
Brazil C.E.P.
04543-011

+55 11 97188
8186
(Name, Address
and Telephone
Number of Person
Authorized to
Receive Notices
and
Communications)

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Cravath, Swaine & Moore LLP

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(212) 474-1000

March 20, 2015

(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), (f) or (g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 192005106

NAME OF REPORTING PERSON – I.R.S.
IDENTIFICATION NO. OF ABOVE
PERSON

1

RAÍZEN ENERGIA S.A.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) ☐

(b) ☐
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

Not Applicable
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) o

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

BRAZIL

NUMBER OF SOLE VOTING POWER

SHARES **7**

BENEFICIALLY **0**

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0**
 SOLE DISPOSITIVE POWER
PERSON
9
WITH
 0
 10 SHARED DISPOSITIVE POWER

11
 0
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

12
 0
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

13
 ..
 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)

14
 0
 TYPE OF REPORTING PERSON

CO

CUSIP No. 192005106

NAME OF REPORTING PERSON – I.R.S.
IDENTIFICATION NO. OF ABOVE
PERSON

1

SHELL BRAZIL HOLDING B.V.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) ☐

(b) ☐
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

Not Applicable
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) o

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

THE NETHERLANDS

NUMBER OF ☐ SOLE VOTING POWER

SHARES ☐ 7

BENEFICIALLY ☐ 0
SHARED VOTING POWER

OWNED BY ☐ 8

EACH ☐ 0

REPORTING ☐ 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

11

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12

0
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

14

0
TYPE OF REPORTING PERSON

CO

CUSIP No. 192005106

NAME OF REPORTING PERSON – I.R.S.
IDENTIFICATION NO. OF ABOVE
PERSON

1

ROYAL DUTCH SHELL PLC
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) ☐

(b) ☐
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

Not Applicable
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) ☐

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

ENGLAND

NUMBER OF ☐ SOLE VOTING POWER

SHARES ☐ 7

BENEFICIALLY ☐ 0
SHARED VOTING POWER

OWNED BY ☐ 8

EACH ☐ 0

REPORTING ☐ 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

11

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12

0
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

14

0
TYPE OF REPORTING PERSON

CO

CUSIP No. 192005106

NAME OF REPORTING PERSON – I.R.S.
IDENTIFICATION NO. OF ABOVE
PERSON

1

**COSAN S.A. INDUSTRIA E
COMÉRCIO**

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) ☐

(b) ☐
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

Not Applicable

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) o

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

BRAZIL

NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY 0
SHARED VOTING POWER

OWNED BY 8

EACH 0

REPORTING SOLE DISPOSITIVE POWER
PERSON 9
WITH 0
 10 SHARED DISPOSITIVE POWER

 0
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
11 REPORTING PERSON

 0
 CHECK BOX IF THE AGGREGATE
12 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

 ..
 PERCENT OF CLASS REPRESENTED
13 BY AMOUNT IN ROW (11)

 0
 TYPE OF REPORTING PERSON

14
 CO

CUSIP No. 192005106

NAME OF REPORTING PERSON – I.R.S.
IDENTIFICATION NO. OF ABOVE
PERSON

1

**COSAN INVESTIMENTOS E
PARTICIPAÇÕES S.A.**

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

Not Applicable

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) o

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

BRAZIL

NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY 0

SHARED VOTING POWER

OWNED BY

8

EACH

0

REPORTING SOLE DISPOSITIVE POWER
PERSON 9
WITH 0
 10 SHARED DISPOSITIVE POWER

 0
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

11

 0
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

12

 ..
 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)

13

 0
 TYPE OF REPORTING PERSON

14

CO

CUSIP No. 192005106

NAME OF REPORTING PERSON –
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

1

COSAN LIMITED
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) ☐

(b) ☐
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

Not Applicable
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) o

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

BERMUDA

NUMBER OF ☐ SOLE VOTING POWER

SHARES ☐ 7

BENEFICIALLY ☐ 0
SHARED VOTING POWER

OWNED BY ☐ 8

EACH ☐ 0

REPORTING ☐ 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

11

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12

0
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

14

0
TYPE OF REPORTING PERSON

CO

Item 1. Security and Issuer.

This Amendment No. 2 (the “Amendment”) amends the Schedule 13D filed on June 7, 2011, by Raízen Energia Participações S.A. (“REPSA”) and Ispagnac Participações Ltda. (“Ispagnac”), both predecessors by operation of law of Raízen Energia S.A., a corporation formed under the laws of Brazil (“Raízen”), Royal Dutch Shell plc (“RDS” and, together with Ispagnac and Shell Brazil Holding BV, the “Shell Group”), Cosan S.A. Industria e Comércio (“Cosan S.A.”) and Cosan Limited (“Cosan”, and, together with Cosan S.A. and Cosan Investimentos e Participações S.A., the “Cosan Group”, and together with Raízen, and the Shell Group, the “Reporting Persons”).

The Schedule 13D had been filed in connection with the acquisition by the parties listed in the Schedule 13D of 5,573,319 shares (the “Shares”) of common stock (\$0.0001 par value) of Codexis, Inc., a Delaware Corporation (the “Company”). The principal executive offices of the Company are located at 200 Penobscot Drive, Redwood City, California 94063.

Item 2. Identity and Background.

(a)-(c) Raízen ranks among the five largest companies in Brazil by revenue and among the three largest distributors of fuels in that country. It is Brazil’s leading manufacturer of sugarcane ethanol and the largest individual Brazilian exporter of sugar. Its address is Avenida Presidente Juscelino Kubitschek, 1327 5th Floor, Room 01, City of São Paulo, State of São Paulo, Brazil, C.E.P. (Zip Code) 04543-011. Raízen was formed as part of a joint venture between members and affiliates of the Shell Group and the Cosan Group.

Ispagnac, was an indirect wholly owned subsidiary of RDS and was a company organized and existing under the laws of Brazil. Its principal business address was Avenida das Américas, 4200 Bloco 6, 1st floor (part), Barra da Tijuca Rio de Janeiro, RJ, CEP (Zip Code) 22640-102, Brazil. Ispagnac was merged into REPSA in November 30, 2012. On the same day, REPSA was merged into Raízen.

Shell Brazil Holding B.V., an indirect wholly owned subsidiary of RDS, is a company organized under the laws of Netherlands and its principal business address is 30, Carel Van Bylandtlaan, 2596 HR, The Hague, The Netherlands (“SBHBV”)

RDS is a public limited company registered in England and Wales and headquartered in The Hague, the Netherlands and its principal business address is 30, Carel Van Bylandtlaan, 2596 HR The Hague, the Netherlands, P7.

Cosan S.A., a direct subsidiary of Cosan, is a company organized and existing under the laws of Brazil and its principal business address is Avenida Presidente Juscelino Kubitschek, 1327, 4th floor, room 01, Sao Paulo, SP CEP (Zip Code) 04543-000, Brazil.

Cosan Investimentos e Participações S.A., an indirect subsidiary of Cosan Limited, is a company organized and existing under the laws of Brazil and its principal business address is Avenida Presidente Juscelino Kubitschek, 1327, 4th floor, room 25, Sao Paulo, SP, CEP (Zip Code) 04543-000, Brazil ("CIP").

Cosan is a company organized and existing under the laws of Bermuda and its principal business address is Avenida Presidente Juscelino Kubitschek, 1327, 4th Floor, Sao Paulo, SP, (Zip Code) 04543-011, Brazil.

This Amendment is being filed by Raízen to report that on March 20, 2015, Raízen sold the Shares to Vivo Ventures Fund VII, L.P. and Vivo Ventures VII Affiliates Fund, L.P. As a result of this sale, the Reporting Persons no longer own the Shares.

(d) During the last five years, none of the Reporting Persons have been convicted in any criminal proceeding.

(e) During the last five years, none of the Reporting Persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Raízen, CIP and Cosan S.A. were formed under the laws of Brazil., SBHBV is a company organized under the laws of Netherlands, and RDS is a public limited company registered in England and Wales. Cosan is a company organized and existing under the laws of Bermuda.

Item 3. Source and Amount of Funds and Other Consideration

Not applicable.

Item 4. Purpose of Transaction.

Not applicable.

Item 5. Interest in Securities of the Issuer.

(a) - (b) The Reporting Persons ceased to be the beneficial owners of more than five percent (5%) of the Shares of the Company on March 20, 2015.

(c) The Reporting Persons have not effected any transaction in the Company's common stock during the past 60 days other than the transactions described in this Schedule 13D.

(d) Not applicable.

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent (5%) of the Shares of the Company on March 20, 2015.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Pursuant to a Stock Purchase Agreement by and among Raízen, Vivo Ventures Fund VII, L.P. and Vivo Ventures VII Affiliates Fund, L.P., Raízen sold all of the Shares previously owned by it to Vivo Ventures Fund VII, L.P. and Vivo Ventures VII Affiliates Fund, L.P.

On June 1, 2011, the Reporting Persons entered into a joint filing agreement in which the Reporting Persons and Ispagnac agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the Common Stock of the Issuer to the extent required by applicable law. The joint filing agreement is incorporated herein by reference to Exhibit 99.1 to the Schedule 13D filed on June 7, 2011.

Item 7. Materials to be Filed as Exhibits.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 14, 2015

RAÍZEN ENERGIA S.A.

RAÍZEN ENERGIA S.A.

By: /s/ Antonio Ferreira Martins

By: /s/ Guilherme José de Vasconcelos Cerqueira

Name: Antonio Ferreira Martins

Name: Guilherme José de Vasconcelos Cerqueira

Title: Chief Legal Officer

Title: Chief Finance Officer

SHELL BRAZIL HOLDING BV

SHELL BRAZIL HOLDING BV

By: /s/ Hugh Cardozo

By: /s/ Tjerk Huijsinga

Name: Hugh Cardozo

Name: Tjerk Huijsinga

Title: Director

Title: Director

ROYAL DUTCH SHELL PLC

By: /s/ Michiel Brandjes

Name: Michiel Brandjes

Title: Company Secretary

COSAN INVESTIMENTOS E PARTICIPAÇÕES S.A. COSAN INVESTIMENTOS E PARTICIPAÇÕES S.A.

By: /s/ Ricardo Dell Aquila Mussa

Name: Ricardo Dell Aquila Mussa

Title: Executive Officer

By: /s/ Marcelo de Souza Scarcela Portela

Name: Marcelo de Souza Scarcela Portela

Title: Executive Officer

COSAN S.A. INDUSTRIA E COMERCIO

COSAN S.A. INDUSTRIA E COMERCIO

By: /s/ Ricardo Dell Aquila Mussa

Name: Ricardo Dell Aquila Mussa

Title: Vice-President

By: /s/ Marcelo de Souza Scarcela Portela

Name: Marcelo de Souza Scarcela Portela

Title: Chief Legal Officer

COSAN LIMITED

COSAN LIMITED

By: /s/ Marcos Marinho Lutz

Name: Marcos Marinho Lutz

Title: Chief Comercial Officer

By: /s/ Marcelo Eduardo Martins

Name: Marcelo Eduardo Martins

Title: Chief Finance Officer