

CODEXIS INC
Form 3
June 03, 2011

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Raizen Energia Participacoes S.A.</p> <p>(Last) (First) (Middle)</p> <p>AVENIDA PRESIDENTE JUSCELINO KUBITSCHECK,Â 1327 6 O ANDAR</p> <p>(Street)</p> <p>SAO PAULO,Â D5Â 04543-011</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/01/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CODEXIS INC [CDXS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person</p>
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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)
Common Stock	5,573,319 ⁽¹⁾	D	Â

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	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Raizen Energia Participacoes S.A. AVENIDA PRESIDENTE JUSCELINO KUBITSCHECK 1327 6 O ANDAR SAO PAULO, D5 04543-011	^	^ X	^	^
Ispagnac Participacoes Ltda. AVENIDA DAS AMERICAS 4200 BLOCO 6, 1 O ANDAR, (PART) BARRA DA TIJUCA RIO DE JANEIRO, RJ CEP, D5 22640-102	^	^ X	^	^
Royal Dutch Shell plc 30, CAREL VAN BYLANDTLAAN THE HAGUE, P7 2596 HR	^	^ X	^	^
Cosan S.A. Industria e Comercio AVENIDA PRESIDENTE JUSCELINO KUBITSCHECK, 1327, 4 O ANDAR SAO PAULO, SP CEP, D5 04543-011	^	^ X	^	^
Cosan Ltd. AVENIDA PRESIDENTE JUSCELINO KUBITSCHECK, 1726 6TH FLOOR SAO PAULO, SP, D5 04543-000	^	^ X	^	^

Signatures

/s/ Pedro Isamu Mizutani for
Raizen Energia Participacoes S.A
as its COO 06/01/2011
 **Signature of Reporting Person Date

/s/ Matias Lopes for Ispagnac
Participacoes Ltda as an Officer 06/01/2011
 **Signature of Reporting Person Date

/s/ Mark Edwards for Royal
Dutch Shell plc as its Deputy
Company Secretary 06/01/2011
 **Signature of Reporting Person Date

/s/ Marcos Marinho Lutz for
Cosan S.A. Industria e Comercio 06/01/2011

as its CEO

__Signature of Reporting Person

Date

/s/ Rubens Ometo Silveira Mello
for Cosan Limited as its CEO

06/01/2011

__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) Acquisition of Codexis Common Stock by Raizen Energia Participacoes S.A. ("Raizen"), a joint venture company in which Royal Dutch Shell plc ("RDS") and Cosan Limited are indirectly, through their respective subsidiaries Ispagnac Participacoes Ltda. ("Ispagnac") and Cosan S.A. Industria e Comercio, joint venture partners, from Ispagnac was part of RDS's and its affiliates' contribution to such joint venture, and was made in exchange for Raizen capital stock.

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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