

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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Raizen Energia Participacoes S.A.			(Month/Day/Year)	CODEXIS INC [CDXS]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
AVENIDA PRESIDENTE JUSCELINO KUBITSCHECK,Â 1327 6 O ANDAR				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
				<input type="checkbox"/> Officer <input type="checkbox"/> Other	
				(give title below)	(specify below)
SAO PAULO,Â D5Â 04543-011					6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)			<input type="checkbox"/> Form filed by One Reporting Person
					<input checked="" type="checkbox"/> 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)
Common Stock	5,573,319 <sup>(1)</sup>	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 KUBITSCHEK 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 KUBITSCHEK, 1327, 4 O ANDAR SAO PAULO, SP CEP, D5 04543-011	^	^ X	^	^
Cosan Ltd. AVENIDA PRESIDENTE JUSCELINO KUBITSCHEK, 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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