

DAIS ANALYTIC CORP
Form PRER14A
December 31, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Amendment #1)

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

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

DAIS ANALYTIC CORPORATION

(Name of Registrant as Specified in its Charter)

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: Not applicable

(2) Aggregate number of securities to which transaction applies: Not applicable

(3) Per unit 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): Not applicable

(4) Proposed maximum aggregate value of transaction: Not applicable

(5) Total fee paid: Not applicable

“ 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 fee 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:

PRELIMINARY PROXY STATEMENT, SUBJECT TO COMPLETION, DATED DECEMBER 30, 2014

DAIS ANALYTIC CORPORATION

11552 Prosperous Drive

Odessa, Florida 33556

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

[*], 2014

Dear Stockholder:

It is my pleasure to invite you to attend an Annual Meeting of the stockholders of Dais Analytic Corporation (the “Annual Meeting”). The meeting will be held on [February 12], 2015, at 9:00 a.m. local time at [*]. At the meeting, you will be asked to:

1. Elect five directors to hold office until the 2015 Annual Meeting of the Stockholders or until their successors are elected and qualified.
2. Approve an amendment to the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split of our common stock by a ratio of not less than 1-for-5 and not more than 1-for-20 (the “**Reverse Stock Split**”) at any time prior to March 31, 2016, with the Board of Directors (the “**Board**”) having the discretion as to whether or not the Reverse Stock Split is to be effected, and with the exact ratio of any Reverse Stock Split to be set at a whole number within the above range as determined by the Board in its discretion.
- 3.

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Approve an amendment to our Certificate of Incorporation to increase the number of shares the corporation is authorized to issue to 250,000,000 shares, of which 240,000,000 shares of common stock, par value \$0.01 per share, and 10,000,000 shares of preferred stock, par value \$0.01 per share, shall be authorized.

4. Approve the Dais Analytic Corporation 2015 Stock Incentive Plan.
5. Vote on an advisory, nonbinding resolution to approve the compensation of the Company's named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission.
6. Vote on an advisory, nonbinding resolution to approve the frequency of advisory votes on named executive officer compensation.
7. Transact such other business as may properly come before the Annual Meeting.

Only stockholders of record as of the close of business on [*], 2014 may vote at the Annual Meeting.

It is important that your shares be represented at the Annual Meeting, regardless of the number you may hold. *Whether or not you plan to attend, please vote by following the instructions in our proxy statement.* This will not prevent you from voting your shares in person if you are present.

A full set of proxy materials has been provided to you, including the Proxy Statement, a copy of our Form 10-K for the year ended December 31, 2013 and Form 10-Q for the nine months ended September 30, 2014 and a Form of Proxy.

I look forward to seeing you on [February 12], 2015.

Sincerely,

/s/ Timothy N. Tangredi
Timothy N. Tangredi
Chief Executive Officer

This Proxy Statement, including the Form of Proxy, was first mailed to stockholders on or about , 2014.

PRELIMINARY COPY

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PRELIMINARY PROXY STATEMENT, SUBJECT TO COMPLETION, DATED DECEMBER 30, 2014

DAIS ANALYTIC CORPORATION

11552 Prosperous Drive

Odessa, Florida 33556

PROXY STATEMENT

Proxy Statement for Annual Meeting of Stockholders to be held on , 2015

You are receiving this proxy statement because you own shares of common stock of Dais Analytic Corporation (sometimes referred to as “we”, “us”, or the “Company”), that entitle you to vote at the Annual Meeting of Stockholders, which we refer to as the Annual Meeting. Our Board of Directors, which we sometimes refer to as the Board, is soliciting proxies from stockholders who wish to vote at the meeting. By use of a proxy, you can vote even if you do not attend the meeting. This proxy statement describes the matters on which you are being asked to vote and provides information on those matters so that you can make an informed decision.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND RELATED MATTERS

The following are some questions that you, as a stockholder of the Company, may have regarding the Annual Meeting and the Proposals and brief answers to such questions. We urge you to carefully read this entire proxy statement, the annexes to this proxy statement and the documents enclosed with, referred to or incorporated by reference in this proxy statement because the information in this section does not provide all the information that may be important to you as a stockholder of the Company with respect to the Proposals. See “Available Information” beginning on page [*].

THE ANNUAL MEETING

Q: *When and where will the Annual Meeting take place?*

A: The Annual Meeting will be held on , 2015 at 8:30 a.m., local time, at [*].

Q: *Who may vote at the Annual Meeting?*

A: Only holders of record of shares of our common stock at the close of business on [December19], 2014 (the “Record Date”), are entitled to notice of and to vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting. On the Record Date, we had [101,109,034] shares of our common stock outstanding and entitled to be voted at the Annual Meeting.

Q: *How many votes do I have?*

A: You may cast one vote for each share of our common stock held by you as of the Record Date on all matters presented at the Annual Meeting. Holders of the Company’s common stock do not possess cumulative voting rights.

Q: *How do I vote?*

A: You can vote in two ways:

- “ by attending the Annual Meeting at 10:00 a.m. (Eastern Standard Time) on [*] at the offices of the Company located at 11552 Prosperous Drive, Odessa, Florida 33556, and at any adjournment or postponements thereof and voting thereat; or
- “ by completing, signing, dating and returning the enclosed Proxy Card.

If you are a beneficial owner of shares, you must follow the voting procedures of your nominee included with your proxy materials. If your shares are held by a nominee and you intend to vote at the Annual Meeting, please bring with you evidence of your ownership as of the Record Date (such as a letter from your nominee confirming your ownership or a bank or brokerage firm account statement).

Q: *What is the difference between a stockholder of record and a beneficial owner?*

A: If your shares are registered directly in your name with the Company's transfer agent, Clear Trust LLC, 17961 Hunting Bow Circle, Suite 102, Lutz, Florida, 33558, you are considered the "stockholder of record" with respect to those shares.

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If your shares are held by a brokerage firm, bank, trustee or other agent, which we refer to as a nominee, you are considered the “beneficial owner” of shares held in street name. As the beneficial owner, you have the right to direct your nominee on how to vote your shares by following its instructions for voting.

Q: *What constitutes a quorum, and why is a quorum required?*

A: We are required to have a quorum of stockholders present to conduct business at the Annual Meeting. The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the shares entitled to vote on the record date will constitute a quorum, permitting us to conduct the business of the Annual Meeting. Proxies received but marked as “ABSTAIN” or “WITHHOLD”, if any, and broker non-votes (described below), if applicable, will be included in the calculation of the number of shares considered to be present at the Annual Meeting for quorum purposes. If a quorum is not present, we will be forced to reconvene the Annual Meeting at a later date.

Q: *What am I being asked to vote on?*

A: At the Annual Meeting you will be asked to vote on the following four proposals. Our Board recommendation for each of these proposals is set forth below.

	Board
Proposal	Recommendation
Elect five directors to hold office until the 2015 Annual Meeting of the Stockholders or until their successors are elected and qualified.	FOR
Approve an amendment to the Company’s Amended Certificate of Incorporation to effect a reverse stock split of our common stock by a ratio of not less than 1-for-5 and not more than 1-for-20 (the “ Reverse Stock Split ”) at any time prior to March 31, 2016, with the Board of Directors (the “ Board ”) having the discretion as to whether or not the Reverse Stock Split is to be effected, and with the exact ratio of any Reverse Stock Split to be set at a whole number within the above range as determined by the Board in its discretion	FOR
Approve an amendment to our Amended Certificate of Incorporation to increase the number of shares the corporation is authorized to issue to 250,000,000 shares, of which 240,000,000 shares of common stock, par value \$0.01 per share, and 10,000,000 shares of preferred stock, par value \$0.001 per share, shall be authorized;	FOR
Approve the Dais Analytic Corporation 2015 Stock Incentive Plan	FOR
	FOR

Vote on an advisory, nonbinding resolution to approve the compensation of the Company's named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission;

Vote on an advisory, nonbinding resolution to approve the frequency of advisory votes on named executive officer compensation

FOR

Q: What is the Reverse Stock Split Proposal?

A: We are asking you to approve a proposal to change the Company's Amended Certificate of Incorporation to effect a reverse stock split of our common stock by a ratio of not less than 1-for-5 and not more than 1-for-20 (the "**Reverse Stock Split**") at any time prior to March 31, 2016, with the Board of Directors (the "**Board**") having the discretion as to whether or not the Reverse Stock Split is to be effected, and with the exact ratio of any Reverse Stock Split to be set at a whole number within the above range as determined by the Board in its discretion.

Q: What is the Amendment to Increase the Authorized Shares?

A: We are asking you to Approve an amendment to our Amended Certificate of Incorporation to increase the number of shares the corporation is authorized to issue from 210,000,000, of which 200,000,000 million are shares of common stock, par value \$0.01 per share, and 10,000,000 are shares of preferred stock, par value \$0.001 per share, to 250,000,000 shares, of which 240,000,000 are shares of common stock, par value \$0.01 per share, and 10,000,000 are shares of preferred stock, par value \$0.001 per share.

Q: What happens if additional matters are presented at the Annual Meeting?

A: Other than the items of business described in this proxy statement, we are not aware of any other business to be acted upon at the Annual Meeting. If you grant a proxy, the proxy holder, Mr. Timothy N. Tangredi, will not vote your shares on any additional matters presented for a vote at the Annual Meeting.

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Q: How many votes are needed to approve each proposal?

Proposal

Description of Votes Needed

Proposal 1:

The six nominees for election as directors will be elected by a “plurality” of the votes cast at the meeting. This means that the five nominees who receive the highest number of “FOR” Votes will be elected as the directors to serve until the next annual meeting of stockholders or until their successors are elected and qualified, even if those nominees do not receive a majority of the votes cast. Withhold votes will not be counted as votes cast either for or against the election of a director and will have no effect on the results of the election of directors, although they will be considered present for the purpose of determining the presence of a quorum.

Election of five directors nominees

Proposals 2-6:

Approval of (i) granting of discretionary authority to our Board of Directors to effect a reverse stock split or to determine not to proceed with a reverse stock split, (ii) the increase in the number of authorized shares of the Company’s common stock, (iii) the 2015 Stock Incentive Plan, (iv) named executive officer compensation and (v) the frequency of advisory votes on named executive officer compensation will require the affirmative vote of a majority of the outstanding shares of our common stock. For each of these proposals, an abstention will have the effect of a vote against such proposal and absent instructions from you, brokers may have authority to vote your shares in favor of these proposals.

Reverse Stock Split, Increase in the Authorized Stock and 2015 Stock Incentive Plan Compensation of the Company's Named Executive Officers; Frequency of Advisory Votes on Named Executive Officer Compensation

Q: What if I sign and return my proxy without making any selections?

A: If you sign and return your proxy without making any selections, your shares will be voted “FOR” the proposals.

Q: What if I am a beneficial stockholder and I do not give the nominee voting instructions?

A: If you are a beneficial stockholder and your shares are held in the name of a broker, the broker has the authority to vote shares for which you do not provide voting instructions only with respect to certain “routine” matters. A broker non-vote occurs when a nominee who holds shares for another does not vote on a particular matter because the nominee does not have discretionary voting authority for that matter and has not received instructions from the beneficial owner of the shares. Broker non-votes are included in the calculation of the number of votes considered to be present at the Annual Meeting for purposes of determining the presence of a quorum. The Proposals described in this proxy statement do not relate to “routine” matters. As a result, a broker will not be able to vote your shares with

respect to the proposals absent your voting instructions. Because there are no routine matters to be voted upon, we do not currently contemplate any broker non-votes being included for purposes of determining a quorum.

Q: *Can I change my vote after I have delivered my proxy?*

A: Yes. If you are a stockholder of record, you may revoke your proxy at any time before its exercise by:

Written notice to Peter A. DiChiara at Dais Analytic Corporation, 11552 Prosperous Drive, Odessa, FL 33556; or

Executing and delivering to Mr. DiChiara a proxy with a later date (which may be done by phone, fax, mail or attending the Annual Meeting and voting in person).

If you are a beneficial stockholder, you must contact your nominee to change your vote or obtain a proxy to vote your shares if you wish to cast your vote in person at the Annual Meeting.

Q: *What does it mean if I receive more than one proxy card?*

A: If you receive more than one proxy card, it means that you hold shares of the Company in more than one account. To ensure that all your shares are voted, sign and return each proxy card.

Q: *Who can attend the Annual Meeting?*

A: Only stockholders and our invited guests are invited to attend the Annual Meeting. To gain admittance, you must bring a form of personal identification to the Annual Meeting, where your name will be verified against our stockholder list. If a broker or nominee holds your shares and you plan to attend the Annual Meeting, you should bring a recent brokerage statement showing your ownership of the shares as of the Record Date or a letter from the broker or nominee confirming such ownership, and a form of personal identification.

Q: *If I plan to attend the Annual Meeting, should I still vote by proxy?*

A: Yes. Casting your vote in advance does not affect your right to attend the Annual Meeting.

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Q: *Where can I find voting results of the Annual Meeting?*

A: We will announce the results for the proposals voted upon at the Annual Meeting and publish final detailed voting results in a Form 8-K filed within four business days after the Annual Meeting.

Q: *Who should I call with other questions?*

A: If you have additional questions about this proxy statement or the Annual Meeting or would like additional copies of this proxy statement or the enclosures herein, please contact: Dais Analytic Corporation, 11552 Prosperous Drive, Odessa, FL 33556, Attention: Peter A. DiChiara, Telephone: (727) 375-8484.

PROPOSAL 1 – ELECTION OF DIRECTORS

Under our Bylaws, directors are elected at annual meetings or until their successors are elected and qualified. Our current directors are Timothy N. Tangredi, Robert W. Schwartz, Ira William McCollum, Jr., Thomas E. Turner and Sharon Han. The Board of Directors recommends that Timothy N. Tangredi, Robert W. Schwartz, Ira William McCollum, Jr., Thomas E. Turner and Sharon Han be nominated for re-election to serve until the next Annual Meeting of Stockholders or until their successors are elected and qualified, and each has consented to serve.

We believe that each of these individuals possesses the experience, skills and qualities to fully perform his or her duties as a director and contribute to our success. As more specifically described in the biographies set forth below, our directors and director nominees possess relevant knowledge and experience, industry-specific and otherwise, in the family entertainment, Internet networking, legal, and business fields, which we believe enhances the Board's ability to oversee, evaluate and direct our overall corporate strategy. In addition, our directors were nominated because each is of high ethical character, accomplished in his or her field with solid credentials and recognition, has the ability to exercise sound business judgment, and is able to dedicate sufficient time to fulfilling his or her obligations as a director. Each director's and director nominee's principal occupation and other pertinent information about particular experience, qualifications, attributes and skills that led the Board to conclude that such person should serve as a director, is described below.

Timothy N. Tangredi has been our Chief Executive Officer since 1996. Mr. Tangredi joined the Company in 1996, and was appointed a member of our board of directors in 1997. In 1999 and 2000, respectively, Mr. Tangredi initiated and executed the strategic purchases of the assets of Analytic Power and American Fuel Cell Corporation. From 1979 to 1990, Mr. Tangredi worked for AT&T, as a member of the Leadership Continuity Program working in technical marketing, network operations, and project management. Mr. Tangredi earned his BS from Siena College and MBA

from Rensselaer Polytechnic Institute. He is a founder and member of the board of directors of Aegis BioSciences, LLC (“Aegis”). Aegis, created in 1995, is a licensee of the Company’s nano-structured intellectual property and materials in the biomedical and healthcare fields. Mr. Tangredi knowledge of, and experience with, our products and his service as Chief Executive Officer is valuable to the Board of Directors.

Non-Employee Directors

Robert W. Schwartz was appointed to our board of directors in 2001. Mr. Schwartz founded the Schwartz-Heslin Group (“SHG”) in 1985 and serves as one of its Managing Directors. Mr. Schwartz specializes in corporate planning, finance and development. Prior to starting SHG, he was a founder, President and Chief Executive Officer of a venture-funded high tech telecommunications company (Windsor, Inc.). In addition, he was the President and Chief Operating Officer of an AMEX listed company (Coradian Corporation). He was also the Chief Financial Officer of a major manufacturer of outdoor power equipment (Troy Built Products, Troy, NY). His earlier experience was with KPMG as a management consultant and with IBM. Mr. Schwartz received a Bachelor of Science from Cornell University in 1967 and attended graduate courses at the University of New York Albany. He currently serves on the boards of five corporations, including ours. Mr. Schwartz’s experience in financial planning and reporting provides assistance to us in these areas and he is considered to be a financial expert to the company.

Ira William McCollum, Jr. joined our board on March 25, 2013. In 2011, Mr. McCollum joined as a partner in Denton's Public Policy and Regulation practice. He joined the firm following his term as the 36th attorney general of the state of Florida. Mr. McCollum served as attorney general from 2007 to 2011. Prior to becoming the Florida Attorney General in 2007, McCollum was a partner with Baker & Hostetler's Government Policy practice from 2001-2007. Between 1981-2001, McCollum was a Member of the US House of Representatives representing Florida's 8th District where he served on the Judiciary, Banking and Financial Services, and Intelligence Committees. He also held a number of leadership positions, including Chairman of the Judiciary Subcommittee on Crime, Vice Chairman for six years of the Banking and Financial Services Committee, ranking Member of the subcommittee overseeing the Federal Reserve, and Vice Chairman of the House of Republican Conference for three terms (one of eight House GOP leadership positions). Mr. McCollum’s expertise in federal and state government and regulations is an asset to the board.

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Thomas E. Turner joined our board on December 20, 2013. Mr. Turner is currently the Chairman of Cabo Vida Group, a company that is developing a condominium community and constructing custom homes in Costa Rica. He also serves as a consultant to Golden Gate Capital. Mr. Turner also serves as a director of Qylur Security Systems and Host.net BroadbandOne, both private companies, and has served as a director for Pacinian, a private company. Mr. Turner also served as an executive of ADS Imaging from 2009 to 2011. During his career he has been President and/or CEO of Wang Canada Limited, Datamax Corporation, and Itronix. He has had senior management positions at The City of New York, Graphic Systems, Wang Laboratories, Symbol Technologies, WhereNet, and General Dynamics. Mr. Turner's expertise in advising and operating small technology businesses will be an asset to the Board.

Sharon Han joined our board on October 3, 2014. Ms. Han is the General Manager and Chairwoman of Soex (Beijing) Enterprises Co. Ltd., the parent company of Soex (Hong Kong) Industry & Investment Co., Ltd. owns 37,500,000 shares of the Company's common stock. Soex (Beijing) Enterprises Co. Ltd. is an engineering company focused on the design and manufacture of machinery, with sales to Europe, South America and Mid-East. She is also the General Manager of JC Times (Beijing) Plastic Machine Co., Ltd., the world's largest manufacturer and exporter of extrusion die, with export sales counting for more than 30% of its annual output. She is also a founder and director of Zhongshan Panelwell Material Co., Ltd., a manufacturer of polycarbonate shaped hollow and solid sheet metal used in major airports, high speed train stations and sports stadiums in China. It also exports products to Asia, the Middle East and South America. Ms. Han's expertise in manufacturing and selling industrial products in China and other parts of the world will be valuable to the Company and the board of directors as it commercializes its products and expands its operations overseas.

Board Recommendation

The Board of Directors recommends a vote "FOR" each of the director nominees.

CORPORATE GOVERNANCE

Director Independence

We have determined that our board of directors currently has two members who qualifies as "independent" as the term is used in Item 407 of Regulation S-K as promulgated by the SEC and as that term is defined under NASDAQ Rule 4200(a)(15). As of the date of this report, our independent directors are Robert W. Schwartz and Thomas E. Turner. On the basis of information solicited from Mr. Schwartz and Mr. Turner, they have no material relationship with us and are independent within the meaning of such rules. In making this determination, we evaluated possible conflicts of interest between the directors, the company and management. In its review of director independence, the board considered all commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships any director may have with the company or management.

Board Meetings and Committees; Annual Meeting Attendance

Although we intend to establish an audit committee and compensation committee, our board of directors has not adopted any committees to the board of directors. Our board of directors held eight formal meetings during the most recently completed fiscal year. Other proceedings of the board of directors were conducted by resolutions consented to in writing by all the directors and filed with the minutes of the proceedings of the directors. Such resolutions consented to in writing by the directors entitled to vote on that resolution at a meeting of the directors are, according to the corporate laws of the State of New York and our bylaws, as valid and effective as if they had been passed at a meeting of the directors duly called and held.

At each annual meeting of shareholders, directors will be elected by the holders of common stock to succeed those directors whose terms are expiring. Directors will be elected annually and will serve until successors are duly elected and qualified or until a director's earlier death, resignation or removal. Our bylaws provide that the authorized number of directors may be changed by action of the majority of the board of directors or by a vote of the shareholders of our Company. Vacancies in our board of directors may be filled by a majority vote of the board of directors with such newly appointed director to serve until the next annual meeting of shareholders, unless sooner removed or replaced. We currently do not have a policy regarding the attendance of board members at the annual meeting of shareholders.

Code of Ethics

We have adopted a code of ethics that applies to our officers, directors and employees in accordance with applicable federal securities laws. We have filed a copy of our code of ethics as an exhibit to our Annual Report on Form 10-K as filed on March 31, 2009. This document may be reviewed by accessing our public filings at the SEC's web site at www.sec.gov. In addition, a copy of the code of ethics will be provided without charge upon request to us. We intend to disclose any amendments to or waivers of certain provisions of our code of ethics in a Current Report on Form 8-K.

Proceedings

During the last ten years, none of our officers, directors, promoters or control persons have been involved in any legal proceedings as described in Item 401(f) of Regulation S-K.

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Arrangements

No director or director nominee has an arrangement or understanding between the director or director nominee and any other person (other than an understanding with directors or officers of the Company acting solely in their capacity as such) pursuant to which such individual was selected as a director or nominee. In addition, there are no family relationships between any of our directors, director nominees or executive officers.

Director Compensation

The following table sets forth the compensation awarded to, earned by or paid to the directors during the fiscal year ended December 31, 2013.

Name	Option Awards (#)	Option Awards (\$)	Total (\$)
Robert Schwartz	200,000	30,060	30,060
Ira William McCollum Jr.	300,000	45,090	45,090
Thomas E. Turner	300,000	20,383	20,383

Our non-employee directors are currently compensated with the issuance of stock options, which generally become exercisable upon the date of grant, and which generally expire on the earlier of ten years from the date of grant or up to three years after the date that the optionee ceases to serve as a director. Non-employee directors are also reimbursed for out-of-pocket expenses associated with attending to our business. Robert Schwartz was granted his annual option distribution, exercisable at \$0.15, on May 22, 2013. Ira William McCollum was granted his initial option distribution, exercisable at \$0.15, on May 22, 2013. Thomas E. Turner was granted his initial option distribution, exercisable at \$0.07, on December 16, 2013.

Certain Relationships and Related Transactions, and Director Independence

We rent a building that is owned by an entity that is owned by two of our stockholders, one of which is the Chief Executive Officer. Rent expense for this building is \$4,066 per month, including sales tax. We recognized rent expense of approximately \$49,000 in each of the years ended December 31, 2013 and 2012. At December 31, 2013 and 2012, \$124,917 and \$82,195, respectively, were included in accounts payable for amounts owed to these stockholders for rent. This entity also lent us \$35,000 beginning on November 25, 2013 at an interest rate of 6%. This

loan was repaid on March 17, 2014.

The Company also has accrued compensation due to the Chief Executive Officer and two other employees for deferred salaries earned and unpaid as of December 31, 2013 and 2012 of \$1,672,893 and 1,494,739, respectively. The Company determined that a portion of the accrued payroll, \$1,672,893 and \$1,484,739 as of December 31, 2013 and 2012, respectively, is a long term liability, as the Company does not believe it will be repaid within the next year.

Timothy N. Tangredi, our Chief Executive Officer and Chairman, is a founder and a member of the board of directors of Aegis BioSciences, LLC (“Aegis”). Mr. Tangredi currently owns 52% of Aegis’ outstanding equity and spends approximately one to two days per month on Aegis business for which he is compensated by Aegis. Aegis has two exclusive, world-wide licenses from us under which it has the right to use and sell products containing our polymer technologies in biomedical and health care applications. As a result of a \$150,000 payment made by Aegis, the first license is considered fully paid and as such no additional license revenue will be forthcoming. Pursuant to the second license Aegis made an initial one-time payment of \$50,000 and is to make royalty payments of 1.5% of the net sales price it receives with respect to any personal hygiene product, surgical drape or clothing products (the latter when employed in medical and animal related fields) and license revenue it receives should Aegis grant a sublicense to a third party. To date Aegis has sold no such products nor has it received any licensing fees requiring a royalty payment be made to us.

In March 2013, the Company received \$29,973 from GVI towards the purchase of common stock at \$0.10 per share. The Company issued 492,280 shares of common stock for the \$29,973 payment received in March and the \$19,255 common stock payable. The Company also issued GVI 1 warrants to purchase 123,070 shares of the Company’s common stock at \$0.30 per share. The warrants are exercisable for 60 months from the date of issuance.

In May 2013, the Company received \$149,915 from GVI towards the purchase of common stock at \$0.10 per share. The Company issued 1,499,150 shares of common stock with warrants to purchase 374,788 shares of the Company’s common stock at \$0.50 per share. The warrants are exercisable for 60 months from the date of issuance. All warrants issued to GVI are subject to standard anti-dilution adjustments for stock splits and other subdivisions.

In the third quarter of 2013, the Company issued, pursuant to a Stock Purchase Agreement with a limited liability company controlled by a person who subsequently was appointed a director of the Company, 2,850,000 restricted shares of the Company’s common stock at a purchase price of \$0.10 per share for a total of \$285,000. With the issuance of the common stock, the Company issued warrants to purchase 712,500 shares of the Company’s common stock at \$0.50 per share. The warrants are exercisable for 60 months from the date of issuance. The warrants are subject to standard anti-dilution adjustments for stock splits and other subdivisions.

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EXECUTIVE COMPENSATION

The following table presents summary information for the fiscal years ended December 31, 2013 and 2012 concerning compensation earned for services rendered in all capacities by our Chief Executive Officer and our Chief Financial Officer.

Name and principal position (3) (a)	Year (b)	Salary (\$) (c)	Bonus (\$) (d)	Option Awards (\$)(2) (f)	Total (\$) (j)
Timothy N. Tangredi					
Chief Executive Officer, President, and Chairman of the Board of Directors(1)	2013	\$ 200,000		—\$ 534,523	\$ 734,523
	2012	\$ 200,000		—\$ 19,325	\$ 219,325
David E. Longacre					
Vice President of Sales And Marketing	2013		10,000		\$ 10,000
	2012	\$ 125,000		—\$ 10,082	\$ 135,082
Judith C. Norstrud					
Chief Financial Officer, Secretary, and Treasurer	2013	\$ 66,000		—	—\$ 66,000
	2012	\$ 72,000		—\$ 28,987	\$ 100,987
Peter DiChiara					
Chief Financial Officer, Secretary, and Treasurer	2013	\$ 4,000		—\$	—\$

- (1) Mr. Tangredi received a salary of \$200,000 per year, effective September 14, 2011, and may receive a bonus in an amount not to exceed 100% of his salary, which bonus shall be measured by meeting certain performance goals as determined in the sole discretion of our board of directors. In 2013 and 2012, Mr. Tangredi was paid \$106,200 and \$170,000, respectively and has accrued unpaid salary of \$93,800 for 2013 and \$30,000 for 2012. Additional accruals have been made for the years prior to 2010. As of December 31, 2013, we owed Mr. Tangredi accrued compensation in the aggregate amount of \$1,179,184.
- (2) The amounts included in these columns are the aggregate dollar amounts of the grant date fair value of option awards granted in the indicated year as adjusted to disregard the effects of any estimate of forfeitures related to service-based vesting, in accordance with Accounting Standards Codification 718, *Compensation-Stock Compensation*, for the fiscal years ended December 31, 2013 and December 31, 2012. For information on the valuation assumptions used in calculating these dollar amounts, see Note 1 to our audited financial statements included in this Report for the fiscal years ended December 31, 2013 and December 31, 2012. These amounts reflect our accounting expense for these awards and do not correspond to the actual value that may be recognized by the individuals upon option exercise.

(3) Judith C. Norstrud resigned as of November 30, 2013 resulting in the appointment of Peter DiChiara on December 1, 2013.

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Outstanding Equity Awards at Fiscal Year-End

The following table summarizes outstanding unexercised options, unvested stocks and equity incentive plan awards held by each of our named executive officers as of December 31, 2013.

OUTSTANDING OPTION AWARDS AT FISCAL YEAR-END

Name	Number of securities underlying unexercised options (#) Exercisable	Option exercise price (\$)	Option expiration date
Timothy N. Tangredi (1)	825,000	\$ 0.26	9/24/2014
	150,000	\$ 0.10	5/10/2015
	120,000	\$ 0.10	10/1/2015
	40,000	\$ 0.30	5/2/2016
	110,000	\$ 0.55	11/1/2016
	140,000	\$ 0.55	2/20/2017
	300,000	\$ 0.21	8/18/2017
	350,000	\$ 0.21	1/30/2018
	75,000	\$ 0.30	8/4/2018
	100,000	\$ 0.42	11/12/2019
	3,540,058	\$ 0.42	11/12/2019
	400,000	\$ 0.30	6/25/2020
	125,000	\$ 0.30	1/18/2021
	100,000	\$ 0.40	4/5/2021
	45,000	\$ 0.35	10/7/2021
	200,000	\$ 0.115	11/30/22
	3,000,000	\$ 0.18	05/30/23

-
- (1) The April 2008 warrant grant to Mr. Tangredi for 3,000,000 shares was made by the Board of Directors in recognition for Mr. Tangredi's achievement of the following goals: negotiating conversion of the convertible notes issued in the Additional Financing, securing a release with respect to the consulting agreement with Gray Capital Partners, Inc., securing and closing upon the Financing. All stock options issued to Mr. Tangredi prior to December 31, 2009 were issued under the 2000 Plan. The remaining options were issued under the 2009 Plan.

Employment Agreements

Timothy N. Tangredi. We are party to an employment agreement with Mr. Tangredi, our President, Chief Executive Officer, and director. The employment agreement, as amended and restated on September 14, 2011, sets forth Mr. Tangredi's compensation level and eligibility for salary increases, bonuses, benefits, and option grants. Mr. Tangredi's employment agreement provides for an initial term of three years commencing on September 14, 2011 with the term extending on the second anniversary thereof for an additional two-year period and on each subsequent anniversary of the commencement date for an additional year period. Mr. Tangredi's initial base salary is \$200,000. Mr. Tangredi's base salary shall be increased annually, if applicable, by a sum equal to his current base salary multiplied by one third of the percentage increase in our yearly revenue compared to our prior fiscal year revenue; provided however any annual increase in Mr. Tangredi's base salary shall not exceed a maximum of 50% for any given year. Any further increase in Mr. Tangredi's base salary shall be at the sole discretion of our board of directors or compensation committee (if applicable). Additionally, at the discretion of our board of directors and its compensation committee, Mr. Tangredi may be eligible for an annual bonus, if any, of up to 100% of his then-effective base salary, if he meets or exceeds certain annual performance goals established by the board of directors. In addition to this bonus, Mr. Tangredi may be eligible for a separate merit bonus if approved by the board of directors, for specific extraordinary events or achievements such as a sale of a division, major license or distribution arrangement or merger. Mr. Tangredi is entitled to medical, disability and life insurance, as well as four weeks of paid vacation annually, an automobile allowance, reimbursement of all reasonable business expenses, automobile insurance and maintenance, and executive conference or educational expenses. Under his employment agreement, in addition to any other compensation which he may receive, if we complete a secondary public offering Mr. Tangredi will be granted an option under our 2009 Plan to purchase up to 520,000 shares of our common stock with an exercise price equal to the fair market value per share on the date of grant. This option will become vested and exercisable in thirds, with one third vested upon grant, another third at the one-year anniversary of the grant, and another third upon the second anniversary of the grant. The option shall have a term of ten years, shall be exercisable for up to three years after termination of employment (unless termination is for cause, in which event it shall expire on the date of termination), shall have a "cashless" exercise feature, and shall be subject to such additional terms and conditions as are then applicable to options granted under such plan provided they do not conflict with the terms set forth in the agreement.

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If Mr. Tangredi's employment is terminated for any reason, we will be obligated to pay him his accrued but unpaid base salary, bonus and accrued vacation pay, and any unreimbursed expenses ("Accrued Sums").

In addition to any Accrued Sums owed, if Mr. Tangredi's employment is terminated by us in the event of his disability or without cause or by Mr. Tangredi for good reason, he shall be entitled to:

- (i) an amount equal to the sum of (A) the greater of 150% of the base salary then in effect or \$320,000 plus (B) the cash bonus and/or merit bonus, if any, awarded for the most recent year;
- (ii) health and life insurance, a car allowance and other benefits set forth in the agreement until two years following termination of employment, and thereafter to the extent required by COBRA or similar statute; and
- (iii) all stock options, to the extent they were not exercisable at the time of termination of employment, shall become exercisable in full.

In addition to any Accrued Sum owed, in the event of termination upon death, Mr. Tangredi shall be entitled to (i) and (iii) above.

In addition to any Accrued Sums owed, in the event that Mr. Tangredi elects to terminate employment within one year following a change in control, he shall receive a lump sum payment equal to the sum of (a) the greater of his then current base salary or \$210,000 plus (b) the cash bonus and merit bonus, if any, awarded in the most recent year. In addition, he will be entitled to (ii) and (iii) above.

The employment agreement also contains customary covenants restricting the use of our confidential information and solicitation of employees, which are similarly applicable to our other executive officers. In addition we are obligated to indemnify Mr. Tangredi for any claims made against him in connection with his employment with us, to advance indemnification expenses, and maintain his coverage under our directors' and officers' liability insurance policy.

Under the employment agreement, we and Mr. Tangredi have agreed that we will retain an independent compensation consultant, whose recommendations shall be obtained by January 31, 2012 which may modify the compensation program for Mr. Tangredi and other officers, subject to certain conditions including approval of the board of directors. Notwithstanding the recommendation and board consideration, Mr. Tangredi has the right to continue the current terms of the employment agreement. No amendment has been made as of the date of this filing.

Peter DiChiara On December 1, 2013, the Company appointed Mr. DiChiara as its Chief Financial Officer, at an annualized salary of \$48,000. The terms of Mr. DiChiara's employment do not provide for any payments in connection

with her resignation, retirement or other termination, or a change in control, or a change in his responsibilities following a change in control.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The aggregate audit fees billed for the years ended December 31, 2013 and 2012 was \$62,750 and \$60,450, respectively. Audit services include the audits of the financial statements included in the Company's annual reports on Form 10-K and reviews of interim financial statements included in the Company's quarterly reports on Form 10-Q.

Audit-Related Fees

None.

Tax Fees

None

All Other Fees

Aggregate other fees billed for the year ended December 31, 2013 and 2012 was \$0 and \$10,919, respectively for general consulting services related to the filing of our registration statements and other general questions.

Audit Committee Pre-Approval Policies and Procedures

We do not have an audit committee and, as a result, our Board of Directors evaluates the scope and cost of the engagement before the auditor renders audit or non-audit services. The Board of Directors has considered the services provided by CFR as disclosed above in the captions audit fees and all other fees and has concluded that such services

are compatible with the independence of CFR as our principal accountant.

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Audit Committee Report

As previously mentioned, we currently do not have an audit committee; however, our Board of Directors performs the principal functions of an audit committee. The following is the report of the Board of Directors with respect to the Company's audited financial statements for the year ended December 31, 2013. The Board has discussed with Cross, Fernandez & Riley LLP, its independent registered public accounting firm, the matters required to be discussed by the Statement on Public Company Accounting Oversight Board Auditing Standard No. 61. The Board has received the written disclosures and the letter from Cross, Fernandez & Riley LLP required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Board concerning independence. Based on the review and discussions described above, the Board approved the inclusion of the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

PROPOSAL 2 — AMENDMENT TO THE COMPANY'S AMENDED CERTIFICATE OF INCORPORATION TO EFFECT A REVERSE STOCK SPLIT

At its meeting held on December 23, 2014, the Board of Directors approved this amendment, subject to shareholder approval, and directed that this amendment be submitted to a vote of the Company's shareholders at this Annual Meeting of Shareholders. (1) declaring that submitting an amendment to the Company's Amended Certificate of Incorporation to effect the Reverse Stock Split of our issued and outstanding Common Stock, as described below, was advisable and (2) directing that a proposal to approve the Reverse Stock Split be submitted to the holders of our Common Stock for their approval.

If approved by our Stockholders, the Reverse Stock Split proposal would permit (but not require) our Board to effect a Reverse Stock Split of our issued and outstanding Common Stock at any time prior to March 31, 2016 by a ratio of not less than 1-for-5 and not more than 1-for-20, with the exact ratio to be set at a whole number within this range as determined by our Board in its sole discretion. We believe that enabling our Board to set the ratio within the stated range will provide us with the flexibility to implement the Reverse Stock Split in a manner designed to maximize the anticipated benefits for our stockholders. In determining a ratio, if any, following the receipt of Stockholder approval, our Board may consider, among other things, factors such as:

- the initial listing requirements of various stock exchanges;
- the historical trading price and trading volume of our Common Stock;
- the number of shares of our Common Stock outstanding;
- the then-prevailing trading price and trading volume of our Common Stock and the anticipated impact of the Reverse Stock Split on the trading market for our Common Stock;

- the anticipated impact of a particular ratio on our ability to reduce administrative and transactional costs; and
- prevailing general market and economic conditions.

Our Board reserves the right to elect to abandon the Reverse Stock Split, including any or all proposed reverse stock split ratios, if it determines, in its sole discretion, that the Reverse Stock Split is no longer in the best interests of the Company and its stockholders.

Depending on the ratio for the Reverse Stock Split determined by our Board, Stockholders with less than ten shares and no more than twenty shares of existing Common Stock, may be combined into one share of Common Stock. Any fractional shares will be rounded up to the next whole number. The amendment to our Amended Certificate of Incorporation to effect the Reverse Stock Split, if any, will include only the Reverse Stock Split ratio determined by our board of directors to be in the best interests of our Stockholders and all of the other proposed amendments at different ratios will be abandoned.

Background and Reasons for the Reverse Stock Split; Potential Consequences of the Reverse Stock Split

Our Board is submitting the Reverse Stock Split to our Stockholders for approval with the primary intent of increasing the market price of our Common Stock to enhance our ability to meet the initial listing requirements of either The NASDAQ Capital Market or NYSE MKT LLC and to make our Common Stock more attractive to a broader range of institutional and other investors. The Company currently does not have any plans, arrangements or understandings, written or oral, to issue any of the authorized but unissued shares that would become available as a result of the Reverse Stock Split. In addition to increasing the market price of our Common Stock, the Reverse Stock Split would also reduce certain of our costs, as discussed below. Accordingly, for these and other reasons discussed below, we believe that effecting the Reverse Stock Split is in the Company's and our Stockholders' best interests.

We believe that the Reverse Stock Split will enhance our ability to obtain an initial listing on either The NASDAQ Capital Market or NYSE MKT LLC. The NASDAQ Capital Market requires, among other items, an initial bid price of least \$4.00 per share and following initial listing, maintenance of a continued price of at least \$1.00 per share. The NYSE MKT LLC requires, among other items, an initial bid price of least \$3.00 per share and following initial listing, maintenance of a continued price of at least \$1.00 per share. Reducing the number of outstanding shares of our Common Stock should, absent other factors, increase the per share market price of our Common Stock, although we cannot provide any assurance that our minimum bid price would remain following the Reverse Stock Split over the minimum bid price requirement of any such stock exchange.

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Additionally, we believe that the Reverse Stock Split will make our Common Stock more attractive to a broader range of institutional and other investors, as we have been advised that the current market price of our Common Stock may affect its acceptability to certain institutional investors, professional investors and other members of the investing public. Many brokerage houses and institutional investors have internal policies and practices that either prohibit them from investing in low-priced stocks or tend to discourage individual brokers from recommending low-priced stocks to their customers. In addition, some of those policies and practices may function to make the processing of trades in low-priced stocks economically unattractive to brokers. Moreover, because brokers' commissions on low-priced stocks generally represent a higher percentage of the stock price than commissions on higher-priced stocks, the current average price per share of common stock can result in individual stockholders paying transaction costs representing a higher percentage of their total share value than would be the case if the share price were substantially higher. We believe that the Reverse Stock Split will make our Common Stock a more attractive and cost effective investment for many investors, which will enhance the liquidity of the holders of our Common Stock.

Reducing the number of outstanding shares of our Common Stock through the Reverse Stock Split is intended, absent other factors, to increase the per share market price of our Common Stock. However, other factors, such as our financial results, market conditions and the market perception of our business may adversely affect the market price of our Common Stock. As a result, there can be no assurance that the Reverse Stock Split, if completed, will result in the intended benefits described above, that the market price of our Common Stock will increase following the Reverse Stock Split or that the market price of our Common Stock will not decrease in the future. Additionally, we cannot assure you that the market price per share of our Common Stock after a Reverse Stock Split will increase in proportion to the reduction in the number of shares of our Common Stock outstanding before the Reverse Stock Split. Accordingly, the total market capitalization of our Common Stock after the Reverse Stock Split may be lower than the total market capitalization before the Reverse Stock Split.

Procedure for Implementing the Reverse Stock Split

The Reverse Stock Split, if approved by our stockholders, would become effective upon the filing (the “**Effective Time**”) of a certificate of amendment to our Amended Certificate of Incorporation with the Secretary of State of the State of New York. The exact timing of the filing of the certificate of amendment that will effect the Reverse Stock Split will be determined by our board of directors based on its evaluation as to when such action will be the most advantageous to the Company and our stockholders. In addition, our board of directors reserves the right, notwithstanding stockholder approval and without further action by the stockholders, to elect not to proceed with the Reverse Stock Split if, at any time prior to filing the amendment to the Company's Amended Certificate of Incorporation, our board of directors, in its sole discretion, determines that it is no longer in our best interest and the best interests of our stockholders to proceed with the Reverse Stock Split. If a certificate of amendment effecting the Reverse Stock Split has not been filed with the Secretary of State of the State of New York by the close of business on March 31, 2016, our board of directors will abandon the Reverse Stock Split.

Effect of the Reverse Stock Split on Holders of Outstanding Common Stock

Depending on the ratio for the Reverse Stock Split determined by our board of directors, a minimum of ten and a maximum of twenty shares of existing Common Stock will be combined into one new share of Common Stock. The table below shows, as of the Record Date, the number of outstanding shares of Common Stock that would result from the listed hypothetical Reverse Stock Split ratios (without giving effect to the treatment of fractional shares):

Reverse Stock Split Ratio	Approximate Number of Outstanding Shares of Common Stock Following the Reverse Stock Split
1-for-5	
1-for-10	
1-for-15	
1-for-20	

The actual number of shares issued after giving effect to the Reverse Stock Split, if implemented, will depend on the Reverse Stock Split ratio that is ultimately determined by our Board.

The Reverse Stock Split will affect all holders of our Common Stock uniformly and will not affect any Stockholder's percentage ownership interest in the Company, except that as described below in "Fractional Shares," record holders of Common Stock otherwise entitled to a fractional share as a result of the Reverse Stock Split will be rounded up to the next whole number. In addition, the Reverse Stock Split will not affect any Stockholder's proportionate voting power (subject to the treatment of fractional shares).

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The implementation of the Reverse Stock Split will result in an increased number of authorized shares of Common Stock available for issuance. The resulting increase in such availability in the authorized number of shares of Common Stock could have a number of effects on the Company's Stockholders depending upon the exact nature and circumstances of any actual issuances of authorized but unissued shares. The increase in available authorized shares for issuance could have an anti-takeover effect, in that additional shares could be issued (within the limits imposed by applicable law) in one or more transactions that could make a change in control or takeover of the Company more difficult. For example, additional shares could be issued by the Company so as to dilute the stock ownership or voting rights of persons seeking to obtain control of the Company, even if the persons seeking to obtain control of the Company offer an above-market premium that is favored by a majority of the independent shareholders. Similarly, the issuance of additional shares to certain persons allied with the Company's management could have the effect of making it more difficult to remove the Company's current management by diluting the stock ownership or voting rights of persons seeking to cause such removal. The Company does not have any other provisions in its

AmendGN="bottom"> 279 72
 Net cash provided by financing activities

64,981 41,068

Effect of exchange rate changes on cash and cash equivalents

(15) (57)

Net increase in cash and cash equivalents

67,489 741

Cash and cash equivalents at the beginning of the period

31,785 21,903

Cash and cash equivalents at the end of the period

\$99,274 \$22,644

Reclassification of preferred stock warrant from liability to additional paid-in capital

\$2,686 \$

Conversion of preferred stock to common stock and additional paid-in capital

\$179,672 \$

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Codexis, Inc.

Notes to Condensed Consolidated Financial Statements

(UNAUDITED)

1. Description of Business

Codexis, Inc. (we or Codexis) is a developer of proprietary biocatalysts, which are enzymes or microbes that initiate or accelerate chemical reactions. We are currently selling our biocatalysts to customers in the pharmaceutical industry and are engaged in a multi-year research and development collaboration with Equilon Enterprises LLC dba Shell Oil Products US (Shell) to develop biocatalysts for use in producing advanced biofuels. We are also using our technology platform to pursue biocatalyst-enabled solutions in other bioindustrial markets, including carbon management, water treatment and chemicals.

2. Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

The accompanying interim condensed consolidated balance sheet as of September 30, 2010, and the interim condensed consolidated statements of operations for the three and nine months ended September 30, 2009 and 2010, and cash flows for the nine months ended September 30, 2009 and 2010 are unaudited. These interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and the applicable rules and regulations of the Securities and Exchange Commission (SEC) for interim financial information. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. These interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in our prospectus filed with the SEC on April 22, 2010 pursuant to Rule 424(b) under the Securities Act of 1933, as amended(the Prospectus). The December 31, 2009 condensed consolidated balance sheet included herein was derived from the audited financial statements as of that date, but does not include all disclosures including notes required by GAAP for complete financial statements.

The unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and, in the opinion of management, reflect all adjustments of a normal recurring nature considered necessary to present fairly our financial position as of September 30, 2010 and results of our operations for the three and nine months ended September 30, 2009 and 2010, and cash flows for the nine months ended September 30, 2009 and 2010. The interim results for the nine months ended September 30, 2010 are not necessarily indicative of the results that may be expected for the year ending December 31, 2010.

The unaudited interim condensed consolidated financial statements include the accounts of Codexis and our wholly-owned subsidiaries. We have subsidiaries in United States, Germany, Hungary, India, Mauritius, The Netherlands and Singapore. All significant intercompany balances and transactions have been eliminated in consolidation.

Initial Public Offering (IPO)

On April 27, 2010, we completed our initial public offering of common stock (IPO) selling 6,000,000 shares at an offering price of \$13.00 per share, resulting in net proceeds of approximately \$67.5 million, after deducting underwriting discounts, commissions and other related transaction costs

Upon the closing of the IPO, our outstanding shares of redeemable convertible preferred stock were automatically converted into 25,307,446 shares of common stock and the related redeemable convertible preferred stock was reclassified to common stock and additional paid-in capital, our outstanding preferred stock warrants were automatically converted into common warrants to purchase a total of 288,438 shares of common stock and the related redeemable convertible preferred stock warrant liability was reclassified to additional paid-in capital.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and such differences may be material to the condensed consolidated financial statements.

Foreign Currency Translation

The assets and liabilities of foreign subsidiaries, where the local currency is the functional currency, are translated from their respective functional currencies into U.S. dollars at the exchange rates in effect at the balance sheet date, with resulting foreign currency translation adjustments recorded in accumulated other comprehensive income (loss) in the condensed consolidated balance sheets. Revenue and expense amounts are translated at average rates during the period. For the nine months ended September 30, 2009 and 2010, we recorded a translation adjustment gain of \$58,000 and a translation adjustment loss of \$25,000, respectively. For the three months ended September 30, 2009 and September 30, 2010, we recorded a translation adjustment gain of \$114,000 and \$41,000,

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Codexis, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(UNAUDITED)

respectively. Where the U.S. dollar is the functional currency, nonmonetary assets and liabilities originally acquired or assumed in other currencies are recorded in U.S. dollars at the exchange rates in effect at the date they were acquired or assumed. Monetary assets and liabilities denominated in other currencies are translated into U.S. dollars at the exchange rates in effect at the balance sheet date.

Fair Value of Financial Instruments

The carrying amounts of certain of our financial instruments, including cash and cash equivalents, marketable securities, restricted cash, accounts receivable and accounts payable, approximate fair value due to their short maturities. Based on borrowing rates currently available to us for loans with similar terms, the carrying values of our financing obligations approximate their fair values. The fair value of the redeemable convertible preferred stock warrants as of December 31, 2009 and at the date of conversion from a preferred stock warrant to a common stock warrant was measured by using the Black-Scholes option pricing model.

Cash, Cash Equivalents and Marketable Securities

We consider all highly liquid investments with maturity dates of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents consist of cash on deposit with banks, U.S. Treasury obligations, government-sponsored enterprise securities, and money market accounts. The majority of cash and cash equivalents are maintained with major financial institutions in North America. Deposits with these financial institutions may exceed the amount of insurance provided on such deposits. Marketable securities included in current assets are primarily comprised of government-sponsored enterprise securities and U.S. Treasury obligations. Our investment in common shares of CO₂ Solution Inc. (CO₂Solution) is included in other non-current assets. Our investments in debt and equity securities are classified as available-for-sale and are carried at estimated fair value. There were no significant realized gains or losses from sales of marketable securities during the three and nine months ended September 30, 2009 and 2010. At September 30, 2010, we had no investments in marketable securities.

Goodwill

Goodwill represents the excess of the purchase price over the fair value of assets acquired and liabilities assumed. Goodwill is presumed to have an indefinite life and is not subject to annual amortization. We review goodwill for impairment at the company level, which is the sole reporting unit, on at least an annual basis and at any interim date whenever events or changes in circumstances indicate that the carrying value may not be recoverable. We performed the annual impairment test for these assets as of October 1, 2010. This test did not indicate an impairment.

Intangible Assets and Impairment of Long-Lived Assets

Intangible assets are recorded at their fair values at the date of the acquisition. Intangible assets having finite useful lives are amortized using the straight-line method over their estimated useful lives, which range from one to seven years.

Revenue Recognition

Our primary sources of revenues consist of collaborative research and development agreements, product revenues and government grants. Collaborative research and development agreements typically provide us with multiple revenue streams, including up-front fees for licensing, exclusivity and technology access, fees for full-time employee equivalent (FTE) services and the potential to earn milestone payments upon achievement of contractual criteria and royalty fees based on future product sales or cost savings by our customers. Our collaborative research and development revenues consist of revenues from related parties and revenues from other collaborative research and development agreements.

For each source of collaborative research and development revenues, product revenues and grant revenues, we apply the revenue recognition criteria as follows:

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Up-front fees received in connection with collaborative research and development agreements, including license fees, technology access fees, and exclusivity fees, are deferred upon receipt, are not considered a separate unit of accounting and are recognized as revenues over the relevant performance periods.

Revenues related to FTE services are recognized as research services are performed over the related performance periods for each contract. We are required to perform research and development activities as specified in each respective agreement. The payments received are not refundable and are based on a contractual reimbursement rate per FTE working on the project. When up-front payments are combined with FTE services in a single unit of accounting, we recognize the up-front payments using the proportionate performance method of revenue recognition based upon the actual amount of research and development labor hours incurred relative to the amount of the total expected labor hours to be incurred by us, up to the amount of cash received. In cases where the planned levels of research services fluctuate substantially over the research term, we are required to make estimates of the total hours required to perform our obligations. Research and development expenses related to FTE services under the collaborative research and development agreements approximate the research funding over the term of the respective agreements.

Revenues related to milestones that are determined to be at risk at the inception of the arrangement and substantive are recognized upon achievement of the milestone event and when collectability is reasonably assured. Fees associated with milestones for which performance was not at risk at the inception of the arrangement or that are determined not to be substantive are accounted for in the same manner as the up-front fees, provided collectability is reasonably assured.

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Codexis, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(UNAUDITED)

We recognize revenues from royalties based on licensees' sales of products using our technologies. Royalties are recognized as earned in accordance with the contract terms when royalties from licensees can be reasonably estimated and collectability is reasonably assured.

Product revenues are recognized once passage of title and risk of loss has occurred and contractually specified acceptance criteria have been met, provided all other revenue recognition criteria have also been met. Product revenues consist of sales of biocatalysts, intermediates, active pharmaceutical ingredients and Codex Biocatalyst Panels. Cost of product revenues includes both internal and third-party fixed and variable costs including amortization of purchased technology, materials and supplies, labor, facilities and other overhead costs associated with our product revenues.

We license mutually agreed upon third-party technology for use in our research and development collaboration with Shell. We record the license payments to research and development expense and offset related reimbursements received from Shell. These payments made by Shell to us are direct reimbursements of our costs. We account for these direct reimbursable costs as a net amount, whereby no expense or revenue is recorded for the costs reimbursed by Shell. For any payments not reimbursed by Shell, we will recognize these as expenses in the statement of operations. We elected to present the reimbursement from Shell as a component of our research and development expense since presenting the receipt of payment from Shell as revenues does not reflect the substance of the arrangement.

We receive payments from government entities in the form of government grants. Government grants are agreements that generally provide us with cost reimbursement for certain types of expenditures in return for research and development activities over a contractually defined period. Revenues from government grants are recognized in the period during which the related costs are incurred, provided that the conditions under which the government grants were provided have been met and we have only perfunctory obligations outstanding.

Shipping and handling costs charged to customers are recorded as revenues. Shipping costs are included in our cost of product revenues. Such charges were not significant in any of the periods presented.

Income Taxes

We use the liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets are recognized for deductible temporary differences, along with net operating loss (NOL) carryforwards, if it is more likely than not that the tax benefits will be realized. To the extent a deferred tax asset cannot be recognized under the preceding criteria, a valuation allowance is established. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. We recognize the financial statement effects of an uncertain tax position when it is more likely than not, based on the technical merits, that the position will be sustained upon examination.

Stock-Based Compensation

We account for stock-based transactions based on the fair value of the stock awards granted. We use the straight-line method to allocate stock-based compensation expense to the appropriate reporting periods. We account for stock options issued to non-employees based on their estimated fair value determined using the Black-Scholes option-pricing model. The fair value of the options granted to non-employees is

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remeasured as they vest, and the resulting change in value, if any, is recognized as an increase or decrease in stock compensation expense during the period the related services are rendered.

Comprehensive Loss

Comprehensive loss consists of net loss, foreign currency translation adjustments and unrealized gain (loss) on marketable securities. The following table presents comprehensive loss (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Net loss	\$ (2,732)	\$ (6,158)	\$ (8,047)	\$ (15,109)
Currency translation adjustments	41	114	(25)	58
Unrealized gain (loss) on marketable securities	(225)	9	229	14
 Comprehensive loss	 \$ (2,916)	 \$ (6,035)	 \$ (7,843)	 \$ (15,037)

Table of Contents**Codexis, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(UNAUDITED)***Net Loss per Share of Common Stock*

Basic and diluted net loss per share of common stock is computed by dividing the net loss by the weighted average number of shares of common stock outstanding during the period, less the weighted-average unvested common stock subject to repurchase. Basic and diluted net loss per share of common stock was the same for each period presented, because inclusion of all potential common shares outstanding was anti-dilutive. The following table presents the calculation of basic and diluted net loss per share of common stock (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
<i>Numerator:</i>				
Net loss	\$ (2,732)	\$ (6,158)	\$ (8,047)	\$ (15,109)
<i>Denominator:</i>				
Weighted-average shares of common stock outstanding	34,202	2,634	21,276	2,624
Weighted-average shares of common stock subject to repurchase	(2)	(10)	(4)	(15)
Weighted-average shares of common stock used in computing net loss per share of common stock, basic and diluted	34,200	2,624	21,272	2,609
Net loss per share of common stock, basic and diluted	\$ (0.08)	\$ (2.35)	\$ (0.38)	\$ (5.79)

The following table presents the securities not included in the net loss per share calculations for the periods ended September 30, 2009 and 2010 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Redeemable convertible preferred stock		25,146		25,146
Common stock subject to repurchase	2	8	2	8
Options to purchase common stock	8,516	7,308	8,516	7,308
Warrants to purchase redeemable convertible preferred stock		288		288
Warrants to purchase common stock	297	39	297	39
Total	8,815	32,789	8,815	32,789

Recent Accounting Pronouncements

In October 2009, the FASB issued Accounting Standards Update (ASU) 2009-13, which amends ASC Topic 605, *Revenue Recognition*, to require companies to allocate revenues in multiple-element arrangements based on an element's estimated selling price if vendor-specific or other third-party evidence of value is not available. ASU 2009-13 is effective beginning January 1, 2011. Earlier application is permitted. The adoption of ASU 2009-13 will have no impact on our financial statements.

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In April 2010, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2010-17, *Revenue Recognition Milestone Method* (ASU 2010-017). ASU 2010-017 provides guidance in applying the milestone method of revenue recognition to research or development arrangements. Under this guidance, management may recognize revenue contingent upon the achievement of a milestone in its entirety, in the period in which the milestone is achieved, only if the milestone meets all the criteria within the guidance to be considered substantive. This ASU is effective on a prospective basis for research and development milestones achieved in fiscal years, beginning on or after June 15, 2010. The Company does not expect adoption of this standard to have a material impact on its financial position or results of operations.

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Codexis, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(UNAUDITED)

3. Collaborative Research and Development Agreements

Shell

In November 2006, we entered into a collaborative research agreement and a license agreement with Shell to develop biocatalysts and associated processes that use such biocatalysts.

In November 2007, we entered into a new and expanded five-year collaborative research agreement and a license agreement with Shell. In connection with the new and expanded collaborative research agreement and license agreement, Shell paid us a \$20.0 million up-front exclusivity fee, purchased Series E redeemable convertible preferred stock for gross proceeds of \$30.5 million, and agreed to pay us (1) research funding at specified rates per FTE working on the project during the research term, (2) milestone payments upon the achievement of milestones and (3) royalties on future product sales.

In March 2009, we amended our collaborative research agreement and license agreement with Shell. In connection with these amendments, Shell purchased Series F redeemable convertible preferred stock for gross proceeds of \$30.0 million and agreed to pay us (1) additional research funding at specified rates per FTE working on the project during the research term and (2) additional milestone payments upon the achievement of milestones.

In accordance with our revenue recognition policy, the \$20.0 million up-front exclusivity fee and the research funding fees to be received for FTE services are recognized in proportion to the actual research efforts incurred relative to the amount of total expected effort to be incurred by us over the five-year research period commencing November 2007. Milestones to be earned under this agreement have been determined to be at risk at the inception of the arrangement and substantive and are expected to be recognized upon achievement of the milestone and when collectability is reasonably assured. We recorded milestone revenues of \$1.5 million and \$2.9 million during the three and nine months ended September 30, 2010, respectively. No milestone revenues were recognized in the three and nine months ended September 30, 2009.

Under the agreements with Shell, we have the right to license technology from third parties that will assist us in meeting objectives under the collaboration. If a third-party technology is identified and mutually agreed upon by both parties, Shell is obligated to reimburse us for the licensing costs of the technology. Payments made by us to the third-party providers were recorded as research and development expenses related to our collaborative research agreement with Shell. None of the acquired licenses are expected to be used in products that will be sold within the next year and the phase of the project has not reached technological feasibility. We invoiced Shell for reimbursement of licensing costs of \$7.4 million and \$1.3 million for the nine months ended September 30, 2009 and 2010, respectively. We invoiced Shell for reimbursement of licensing costs of \$168,000 and \$1.1 million for the three months ended September 30, 2009 and 2010, respectively. We record these reimbursements against the costs incurred.

Manufacturing Collaboration

Arch

In October 2005, we entered into a technology transfer and supply agreement with Arch Pharmed Labs, Ltd. (Arch), a company based in India and engaged in the manufacturing and sale of active pharmaceutical ingredients, or APIs, and intermediaries to pharmaceutical companies worldwide. We granted to Arch a non-exclusive, royalty free license, with no right to grant sublicense rights, to certain of our patent rights and technology, to solely manufacture an intermediate called ATS-8 for us and on our behalf.

In August 2006, we broadened our relationship with Arch by entering into an enzyme and supply agreement, a supply agreement and a master services agreement, which we call the 2006 Agreements. The 2006 Agreements, among other things, provided biocatalyst supply specifications

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from us to Arch, intermediate supply from Arch to us, and services to be performed by Arch over the four-year term of the agreements. Under the 2006 Agreements, we agreed to pay Arch up to \$1.6 million for certain chemical process and manufacturing method development services as Arch delivers them over the course of the master services agreement. As of September 30, 2010, we had no remaining obligation due to Arch under the 2006 Agreements. As of December 31, 2009, we had a remaining obligation of \$350,000 due to Arch.

In August 2008, we further expanded our relationship with Arch by entering into several enzyme and supply agreements, and product territory agreements (2008 Agreements). The 2008 Agreements, among other things, provided biocatalyst supply from us to Arch, intermediate supply from Arch to us, and services to be performed by Arch over the term of the agreements for an expanded product portfolio.

In February 2010, we consolidated certain of the contractual terms in our agreements with Arch by simultaneously terminating all of our existing agreements with Arch, other than the Master Services Agreement with Arch entered into as of August 1, 2006, and entering into new agreements with Arch. The new agreements, among other things, provide for biocatalyst supply from us to Arch and intermediate supply from Arch to us. We sell the biocatalysts to Arch at cost, and Arch manufactures the intermediates on our behalf.

Table of Contents**Codexis, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(UNAUDITED)**

Arch sells the intermediates to us at a formula-based price, which results in a fixed percentage profit share. We then directly market and sell the intermediates to a specified group of customers in the generic pharmaceutical industry. Under the new agreements, Arch may also sell intermediates directly to other customers, and a license royalty is owed by Arch to us based on the volume of product they sell to us and their other customers. Sales of intermediates to Arch under the prior agreements were recognized net of the manufacturing costs charged by Arch. Total product and collaborative research and development revenues recorded from Arch were \$111,000 and \$302,000 during the three and nine months ended September 30, 2009 and \$11,000 in the nine months ended September 30, 2010. Royalty revenues recorded from Arch were \$124,000 and \$286,000 for the three and nine months ended September 30, 2010. We also occasionally engage Arch to manufacture product for us outside of this arrangement. Such transactions occur on normal business terms negotiated with each transaction.

4. Joint Development Agreement with CO₂ Solution

On December 15, 2009, we entered into an exclusive joint development agreement with CO₂ Solution, a company based in Quebec City, Quebec, Canada, whose shares are publicly traded in Canada on TSX Venture Exchange. The joint development agreement expires in January 2011. Under the agreement, we obtained a research license to CO₂ Solution's intellectual property and agreed to conduct research and development activities jointly with CO₂ Solution with the goal of advancing the development of carbon capture technology. We also purchased 10,000,000 common shares (approximately 16.6% of total common shares outstanding) of CO₂ Solution in a private placement subject to a four-month statutory resale restriction. This restriction expired on April 15, 2010. In February of 2010, our Chief Executive Officer was appointed to the board of directors of CO₂ Solution.

We concluded that through September 30, 2010, we did not have the ability to exercise significant influence over CO₂ Solution's operating and financial policies. We consider our investment in CO₂ Solution common shares as an investment in a marketable security that is available for sale, and carry it at fair value in other non-current assets, with changes in fair value recognized in accumulated other comprehensive income (loss). We have estimated the fair value of common shares using the fair value as of September 30, 2010, as determined by trading on TSX Venture Exchange. Accordingly, we have classified our investment in CO₂ Solution as a level 1 investment as discussed in Note 6.

At December 31, 2009, the estimated fair value of our investment in CO₂ Solution restricted common stock was \$1.2 million and the unrealized loss was \$145,000. At September 30, 2010, the estimated fair value of our investment in CO₂ Solution common stock was \$1.5 million. We recorded an unrealized loss for the three months ended September 30, 2010 of \$0.3 million and an unrealized gain of \$0.3 million for the nine months ended September 30, 2010, in accumulated other comprehensive income (loss) on the condensed consolidated balance sheet.

5. Balance Sheets and Statements of Operations Details***Cash Equivalents and Marketable Securities***

At September 30, 2010, cash equivalents and marketable securities consisted of the following (in thousands):

	Cost or Amortized Cost	September 30, 2010		Estimated Fair Value	Average Contractual Maturities (in days)
		Gross Unrealized Gains	Gross Unrealized Losses		
Money market funds	\$ 93,681	\$	\$	\$ 93,681	n/a
Common shares of CO ₂ Solution	1,457			1,457	n/a
Total	\$ 95,138	\$	\$	\$ 95,138	

Table of Contents**Codexis, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(UNAUDITED)**

At December 31, 2009, cash equivalents and marketable securities consisted of the following (in thousands):

	Cost or Amortized Cost	December 31, 2009		Estimated Fair Value	Average Contractual Maturities (in days)
		Gross Unrealized Gains	Gross Unrealized Losses		
Money market funds	\$ 23,722	\$	\$	\$ 23,722	n/a
U.S. Treasury obligations	1,754	1		1,755	61
Government-sponsored enterprise securities	23,507	20	(2)	23,525	77
Common shares of CO ₂ Solution	1,316		(145)	1,171	n/a
Total	\$ 50,299	\$ 21	\$ (147)	\$ 50,173	

Inventories

Inventories, net consisted of the following (in thousands):

	September 30, 2010	December 31, 2009
Raw materials	\$ 1,684	\$ 1,210
Work in process		198
Finished goods	1,561	1,507
Total inventories	\$ 3,245	\$ 2,915

Property and Equipment, net

Property and equipment consisted of the following (in thousands):

	September 30, 2010	December 31, 2009
Laboratory equipment	\$ 28,237	\$ 24,381
Leasehold improvements	10,854	9,221
Computer equipment and software	2,989	2,079
Office equipment and furniture	805	732
Construction in progress (1)	607	2,449

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	43,492	38,862
Less: accumulated depreciation and amortization	(22,474)	(17,281)
Property and equipment, net	\$ 21,018	\$ 21,581

- (1) Construction in progress also includes equipment received but not yet placed into service pending installation.

Table of Contents**Codexis, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(UNAUDITED)****Intangible Assets**

Intangible assets consisted of the following (in thousands):

	September 30, 2010			December 31, 2009		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	\$ 3,098	\$ (2,919)	\$ 179	\$ 3,098	\$ (2,753)	\$ 345
Developed and core technology	1,534	(1,151)	383	1,534	(968)	566
Tradenname	99	(99)		99	(99)	
Noncompete agreements	90	(90)		90	(73)	17
Total	\$ 4,821	\$ (4,259)	\$ 562	\$ 4,821	\$ (3,893)	\$ 928

Amortization expense for intangible assets totaled \$366,000 and \$647,000 for the nine months ended September 30, 2010 and 2009, respectively. Amortization expense for intangible assets totaled \$88,000 and \$225,000 for the three months ended September 30, 2010 and 2009, respectively.

6. Fair Value

Assets and liabilities recorded at fair value in the condensed consolidated financial statements are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels which are directly related to the amount of subjectivity associated with the inputs to the valuation of these assets or liabilities are as follows:

Level 1 Inputs that are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 Inputs (other than quoted prices included in Level 1) that are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities and which reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

Table of Contents**Codexis, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(UNAUDITED)**

The following table presents our financial instruments that were measured at fair value on a recurring basis at September 30, 2010 by level within the fair value hierarchy (in thousands):

	Level 1	September 30, 2010		Total
		Level 2	Level 3	
Financial Assets				
Money market funds	\$ 93,681	\$	\$	\$ 93,681
Common shares of CO ₂ Solution	1,457			1,457
Total	\$ 95,138	\$	\$	\$ 95,138
Financial Liability				
Redeemable convertible preferred stock warrant liability	\$	\$	\$	\$

The following table presents our financial instruments that were measured at fair value on a recurring basis at December 31, 2009 by level within the fair value hierarchy (in thousands):

	Level 1	December 31, 2009		Total
		Level 2	Level 3	
Financial Assets				
Money market funds	\$ 23,722	\$	\$	\$ 23,722
U.S. Treasury obligations		1,755		1,755
Government-sponsored enterprise securities		23,525		23,525
Common shares of CO ₂ Solution			1,171	1,171
Total	\$ 23,722	\$ 25,280	\$ 1,171	\$ 50,173
Financial Liability				
Redeemable convertible preferred stock warrant liability	\$	\$	\$ 2,009	\$ 2,009

The valuation of the common shares of CO₂ Solution and the redeemable convertible preferred stock warrant liability are discussed in Notes 4 and 10, respectively.

Our investment in 10,000,000 common shares of CO₂ Solution in a private placement was subjected to a four-month statutory resale restriction. We estimated the fair value of restricted common shares using the fair value of unrestricted common shares as determined by trading on TSX Venture Exchange, discounted for lack of marketability of the shares. We estimate the value of the discount for lack of marketability using the Black-Scholes option pricing model. This restriction expired on April 15, 2010. Subsequently, we have estimated the fair value of common shares using the fair value as determined by trading on TSX Venture Exchange. Accordingly, we have reclassified our investment in CO₂ Solution from a level 3 to a level 1 investment.

Table of Contents**Codexis, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(UNAUDITED)**

The change in the fair value of the warrant liability is summarized below (in thousands):

	Estimated Fair Value
Fair value at December 31, 2009	\$ 2,009
Change in fair value recorded in interest expense and other, net	677
Reclass of redeemable convertible preferred stock warrant liability to additional paid-in capital on IPO	(2,686)
Fair value at April 22, 2010	\$

7. Related Party Transactions with Maxygen

Maxygen founded Codexis in 2002 and remains one of our stockholders. In October 2010, we acquired the gene shuffling intellectual property portfolio from Maxygen (see Note 14). Prior to this transaction, we were required to pay Maxygen a fee based on a percentage of all consideration we received from third parties related to the use of certain intellectual property owned or controlled by Maxygen in the specified field of biofuels. We expensed all payments owed to Maxygen as they became due as collaborative research and development expenses, which we report as research and development expenses in our condensed consolidated statements of operations. We expensed \$4.2 million and \$1.2 million during the nine months ended September 30, 2009 and 2010, respectively. We expensed \$0.3 million and \$0.5 million during the three months ended September 30, 2009 and 2010, respectively. Amounts payable to Maxygen were \$1.3 million and \$0.5 million at December 31, 2009 and September 30, 2010, respectively recorded as related party payable in our consolidated balance sheets.

8. Financing Obligations

Financing obligations, net of debt discounts and issuance costs, consisted of the following (in thousands):

	September 30, 2010	December 31, 2009
General Electric Capital Corporation and Oxford Finance Corporation (2007 agreement)	\$ 4,015	\$ 7,789
Oxford Finance Corporation (2005 agreement)	17	153
Total loans payable	4,032	7,942
Less: current portion	(4,032)	(5,368)
Financing obligations, net of current portion	\$	\$ 2,574

In September 2007, we entered into a loan and security agreement with General Electric Capital Corporation and Oxford Finance Corporation (GE Capital Loan) and drew down \$15.0 million, net of issuance costs. In connection with the execution of the loan and security agreement, we incurred costs of \$269,000 and, in addition, we issued the lenders a warrant to purchase 72,727 shares of Series D redeemable convertible preferred stock with an estimated fair value of \$297,000, which as of September 30, 2010 was recorded in the condensed consolidated balance

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sheet as a debt discount that was being amortized to interest expense over the life of the loans (see Note 10). The loan and security agreement provides for six monthly payments of interest only and 36 monthly installments of principal and interest, with an additional 4% payment due upon final maturity of each funding. Interest accrues at 9.4% per annum.

Table of Contents**Codexis, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(UNAUDITED)**

In October 2010, we repaid in full our outstanding GE Capital Loan, related accrued interest and prepayment penalties for \$3.7 million. After the repayment, we no longer have any outstanding debt obligations.

9. Commitments and Contingencies***Litigation***

We have been subject to various legal proceedings related to matters that have arisen during the ordinary course of business. Although there can be no assurance as to the ultimate disposition of these matters, we have determined, based upon the information available, that the expected outcome of these matters, individually or in the aggregate, will not have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Indemnifications

We are required to recognize a liability for the fair value of any obligations we assume upon the issuance of a guarantee. We have certain agreements with licensors, licensees and collaborators that contain indemnification provisions. In such provisions, we typically agree to indemnify the licensor, licensee and collaborator against certain types of third party claims. The maximum amount of the indemnifications is not limited. We accrue for known indemnification issues when a loss is probable and can be reasonably estimated. There were no accruals for expenses related to indemnification issues for any periods presented.

Other contingencies

In November 2009, one of our foreign subsidiaries sold intellectual property to us. Under the local laws, the sale of intellectual property to a nonresident legal entity is deemed an export and is not subject to value added tax. However, there is uncertainty regarding whether the items sold represented intellectual property or research and development services, which would subject the sale to value added tax. We believe that the uncertainty results in an exposure to pay value added tax that is more than remote but less than likely to occur and, accordingly, have not recorded an accrual for this exposure. Should the sale be deemed a sale of research and development services, we could be obligated to pay an estimated amount of \$0.6 million.

10. Warrants

In connection with debt offerings at various times between the years ended December 31, 2004 and 2007, we issued warrants to purchase a total of 574,152 shares of our Series D redeemable convertible preferred stock and warrants to purchase a total of 39,234 shares of our common stock. The warrants are exercisable at any time during their respective terms. Upon the completion of our IPO on April 27, 2010, (see Note 11), all redeemable convertible preferred stock warrants were automatically converted to common stock warrants. At September 30, 2010, the following warrants were issued and outstanding:

Issue Date	Class of Shares upon Exercise	Shares Subject to warrants	Exercise Price per Share	Expiration
October 25, 2005	Common	6,066	\$ 1.05	October 25, 2012
May 25, 2006	Common	215,711	\$ 5.96	May 25, 2013
July 17, 2007	Common	2,384	\$ 12.45	February 9, 2016
September 28, 2007	Common	72,727	\$ 8.25	September 28, 2017

Table of Contents**Codexis, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(UNAUDITED)****11. Stockholders Deficit**

In 2002, we adopted the 2002 Stock Plan (the 2002 Plan), under which our board of directors may issue incentive stock options, non-statutory stock options (options that do not qualify as incentive stock options) and restricted stock to our employees, officers, directors or consultants. In March, 2010, our board of directors approved the 2010 Equity Incentive Award Plan (the 2010 Plan), which became effective upon the completion of the IPO. A total of 1,100,000 shares of common stock were initially reserved for future issuance under the 2010 Plan and any shares of common stock reserved for future grant or issuance under our 2002 Plan but which remain unissued were added to the shares reserved under our 2010 Plan. As of September 30, 2010, we had reserved 10,505,094 shares of common stock for issuance under the 2002 Plan, which were added to the 1,100,000 shares reserved under our 2010 Plan. We do not expect any further grants under the 2002 plan.

During the nine months ended September 30, 2010, we issued 215,684 common shares for stock options exercised and 29,408 common shares for warrants exercised.

Stock-Based Compensation Expense

We estimate the fair value of stock-based awards granted to employees and directors using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model requires the use of highly subjective and complex assumptions to determine the fair value of stock-based awards, including the expected life of the option and expected volatility of the underlying stock over the expected life of the related grants. As we were a private entity until April 2010, company specific historical volatility data is not available. As a result, we estimate the expected volatility based on the historical volatility of a group of unrelated public companies within our industry. We will continue to consistently apply this process until a sufficient amount of historical information regarding the volatility of our own share price becomes available. Due to our limited history of grant activity, the expected life of options granted to employees is calculated using the simplified method permitted by the SEC as the average of the total contractual term of the option and its vesting period. The risk-free rate assumption was based on U.S. Treasury instruments whose terms were consistent with the terms of our stock options. The expected dividend assumption was based on our history and expectation of dividend payouts.

The following table presents stock-based compensation expense included in the condensed consolidated statements of operations (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Cost of sales	\$ 170	\$ 92	\$ 385	\$ 292
Research and development	814	480	2,170	1,283
Sales, general and administrative	1,531	714	3,911	1,604
	\$ 2,515	\$ 1,286	\$ 6,466	\$ 3,179

12. Restructuring Charges

In 2009, the board of directors approved and committed to plans to reduce our cost structure, which included a relocation of our operation in Germany to facilities in the United States and in Singapore, a rationalization of the our product offerings and closure of the facility in Germany, and employee terminations in Germany and the United States.

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In 2008, the board of directors approved and committed to plans to reduce our cost structure. The restructuring plan applied to employees and facilities worldwide.

Table of Contents**Codexis, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(UNAUDITED)**

Changes in restructuring related to the 2008 and 2009 restructuring plans in accrued liabilities in our condensed consolidated balance sheets as of September 30, 2010 were as follows (in thousands):

	Severance		Facilities and contract termination costs		Total	
	2009 Plan	2008 Plan	2009 Plan	2008 Plan	2009 Plan	2008 Plan
Balance at December 31, 2009	\$ 155	\$ 63	\$	\$ 391	\$ 155	\$ 454
Cash payments	(155)			(308)	(155)	(308)
Balance at September 30, 2010	\$	\$ 63	\$	\$ 83	\$	\$ 146

13. Segment Reporting

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. Our chief operating decision maker is our Chief Executive Officer and our board of directors. The Chief Executive Officer and our board of directors review financial information presented on a consolidated basis, accompanied by information about revenues by geographic region, for purposes of allocating resources and evaluating financial performance. We have one business activity and there are no segment managers who are held accountable for operations, operating results beyond revenue goals or gross margins, or plans for levels or components below the consolidated unit level. Accordingly, we have a single reporting segment.

Operations outside of the United States consist principally of research and development and sales activities. Geographic revenues are identified by the location of the customer and consist of the following (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Revenues				
Americas(1)	\$ 19,037	\$ 17,110	\$ 52,571	\$ 48,110
Europe	1,400	2,586	5,994	6,146
Asia	6,675	366	18,728	4,414
	\$ 27,112	\$ 20,062	\$ 77,293	\$ 58,670

(1) Primarily United States

Geographic presentation of identifiable long-lived assets below shows those assets that can be directly associated with a particular geographic area and consist of the following (in thousands):

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	September 30, 2010	December 31, 2009
Long-lived assets		
Americas(1)	\$ 16,873	\$ 19,439
Europe	3,857	3,911
Asia	3,671	4,332
	\$ 24,401	\$ 27,682

(1) Primarily United States

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Codexis, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(UNAUDITED)

14. Subsequent Events

In October 2010, we paid \$20.0 million to acquire the gene shuffling intellectual property portfolio from Maxygen. With this transaction, our obligation to pay Biofuels royalties to Maxygen was terminated.

In October 2010, we repaid in full all amounts outstanding under our GE Capital Loan, including related accrued interest and prepayment penalties for \$3.7 million. After the repayment, we no longer have any outstanding debt obligations.

Table of Contents
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the audited consolidated financial statements and notes thereto and management's discussion and analysis of financial condition and results of operations for the year ended December 31, 2009 included in our final prospectus dated April 22, 2010 and filed with the Securities and Exchange Commission, or SEC. This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These statements are often identified by the use of words such as may, will, expect, believe, anticipate, intend, could, should, estimate, or continue, and similar expressions or variations. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section titled Risk Factors, set forth in Part II, Item 1A of this Quarterly Report on Form 10-Q and elsewhere in this Report. The forward-looking statements in this Quarterly Report on Form 10-Q represent our views as of the date of this Quarterly Report on Form 10-Q. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this Quarterly Report on Form 10-Q.

Overview

Our proprietary technology platform enables the creation of optimized biocatalysts that make existing industrial processes faster, cleaner and more efficient than current methods and has the potential to make new industrial processes possible on a commercial scale. We have focused our biocatalyst development efforts on large and rapidly growing markets, including pharmaceuticals and advanced biofuels. We have commercialized our biocatalysts in the pharmaceutical industry and are developing biocatalysts for use in producing advanced biofuels under a multi-year research and development collaboration with Shell. We have enabled biocatalyst-based drug manufacturing processes at commercial scale and have delivered biocatalysts and drug products to some of the world's leading pharmaceutical companies. In our research and development collaboration with Shell, we are developing biocatalysts for use in producing advanced biofuels from renewable sources of non-food plant materials, known as cellulosic biomass. We are also using our technology platform to pursue biocatalyst-enabled solutions in other bioindustrial markets, including carbon management, water treatment and chemicals.

Biocatalysts are enzymes or microbes that initiate or accelerate chemical reactions. Manufacturers have historically used naturally occurring biocatalysts to produce many goods used in everyday life. However, inherent limitations in naturally occurring biocatalysts have restricted their commercial use. Our proprietary technology platform is able to overcome many of these limitations, allowing us to evolve and optimize biocatalysts to perform specific and desired chemical reactions at commercial scale.

To date, we have generated revenues primarily from collaborative research and development funding, pharmaceutical product sales and government grants. Our revenues have increased in each of the last three fiscal years, growing from \$25.3 million in 2007, to \$50.5 million in 2008 to \$82.9 million in 2009. Our revenues increased from \$58.7 million for the nine months ended September 30, 2009 to \$77.3 million for the nine months ended September 30, 2010.

Most of our revenues since inception have been derived from collaborative research and development arrangements, which accounted for 52%, 66% and 78% of our revenues in 2007, 2008 and 2009, respectively. Collaborative research and development arrangements accounted for 77% and 64% of our revenues for the nine months ended September 30, 2009 and 2010, respectively. Related party collaborative research and development received from Shell accounted for 33%, 60% and 76% of our revenues in 2007, 2008 and 2009, respectively. Related party collaborative research and development received from Shell accounted for the 75% and 61% of our revenues for the nine months ended September 30, 2009 and 2010, respectively. Our product sales have increased in each of the last three fiscal years, from \$11.4 million in 2007, to \$16.9 million in 2008 and to \$18.6 million in 2009. Our product sales increased from \$13.4 million for the nine months ended September 30, 2009 to \$24.3 million for the nine months ended September 30, 2010.

Notwithstanding our revenue growth, we have continued to experience significant losses as we have invested heavily in research and development and administrative infrastructure in connection with the growth in our business. In light of the growth in market acceptance of our products and services to date, we currently intend to increase our investment in research and development, such that we do not expect to achieve profitability prior to at least 2012. As of September 30, 2010, we had an accumulated deficit of \$167.7 million. We incurred net losses of \$39.0 million, \$45.1 million and \$20.3 million in the years ended December 31, 2007, 2008 and 2009, respectively and a net loss of \$8.0 million for the nine months ended September 30, 2010.

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Our revenue stream is diversified across various industries, which should mitigate our exposure to cyclical downturns or fluctuations in any one market. Revenues during the periods presented in 2009 and 2010 were derived from the pharmaceuticals, biofuels markets, and carbon capture, and consisted of collaborative research and development revenues, product sales and government grants, which are separately identified in our condensed consolidated statements of operations. Based on our existing arrangements, we believe that revenues from both our pharmaceutical and biofuels customers should be predictable over the near term. The revenues that we expect to recognize from our collaborative research agreement with Shell should provide a high degree of visibility into our aggregate revenues for the foreseeable future.

Revenues and Operating Expenses***Revenues***

Our revenues are comprised of collaborative research and development revenues, product revenues and government grants. Collaborative research and development revenues include license, technology access and exclusivity fees, FTE payments, milestones, royalties, and optimization and screening fees. We report our collaborative research and development revenues under two categories consisting of revenues from (i) related parties and (ii) all other collaborators. Related party collaborative research and development revenues consist of revenues from Shell. Product revenues consist of sales of biocatalysts, intermediates, APIs and Codex Biocatalyst Panels. Government grants consist of payments from government entities. The terms of these grants generally provide us with cost reimbursement for certain types of expenditures in return for research and development activities over a contractually defined period. Historically, we have received government grants from Germany, the United States and the Singapore Economic Development Board (EDB). During the nine months ended September 30, 2010, we received \$3.2 million, respectively, from the EDB as part of a development grant. Also, in June 2010, we signed a contract awarding with the U.S. Department of Energy pursuant to which the U.S. Department of Energy awarded us a grant of up to \$4.7 million under the ARPA-E Recovery Act. During the three months ended September 30, 2010, we submitted claims for \$0.4 million of this grant. We expect to apply for additional grants from the United States and other governments in the future.

Cost of Product Revenues

Cost of product revenues includes both internal and third-party fixed and variable costs including amortization of purchased technology, materials and supplies, labor, facilities and other overhead costs associated with our product revenues.

Research and Development Expenses

Research and development expenses consist of costs incurred for internal projects as well as partner funded collaborative research and development activities. These costs include license and royalty fees payable to Maxygen for consideration that we receive in connection with our biofuels collaboration, our direct and research-related overhead expenses, which include salaries and other personnel-related expenses (including stock-based compensation), facility costs, supplies, depreciation of facilities, and laboratory equipment, as well as research consultants and the cost of funding research at universities and other research institutions, and are expensed as incurred. In October 2010, we acquired the gene shuffling intellectual property portfolio from Maxygen. With this transaction, our obligation to pay Biofuels royalties to Maxygen was terminated. Costs to acquire technologies that are utilized in research and development and that have no alternative future use are expensed when incurred.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist of compensation expenses (including stock-based compensation), hiring and training costs, consulting and service provider expenses (including patent counsel related costs), marketing costs, occupancy-related costs, depreciation and amortization expenses and travel and relocation expenses.

Critical Accounting Policies and Estimates

The interim condensed consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States and include our accounts and the accounts of our wholly-owned subsidiaries. The preparation of our condensed consolidated financial statements requires our management to make estimates, assumptions, and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the applicable periods. Management bases its estimates, assumptions and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances. Different assumptions and judgments would change the estimates used

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in the preparation of our condensed consolidated financial statements, which, in turn, could change the results from those reported. Our management evaluates its estimates, assumptions and judgments on an ongoing basis. There have been no significant changes since we filed our Prospectus with the SEC on April 22, 2010

Table of Contents**Financial Operations Overview**

The following table shows the amounts from our condensed consolidated statements of operations for the periods presented (in thousands).

	Three Months Ended September 30,		% of Total Revenues		Nine Months Ended September 30,		% of Total Revenues	
	2010	2009	2010	2009	2010	2009	2010	2009
Revenues:								
Product	\$ 9,491	\$ 4,636	35%	23%	\$ 24,250	\$ 13,401	31%	23%
Related party collaborative R&D	16,178	15,000	60%	75%	46,873	43,963	61%	75%
Collaborative R&D	1,065	426	4%	2%	2,577	1,295	3%	2%
Government grants	379		1%	0%	3,593	11	5%	0%
Total Revenues	27,113	20,062	100%	100%	77,293	58,670	100%	100%
Costs and operating expenses:								
Cost of product revenues	8,563	4,618	32%	23%	19,856	11,886	26%	20%
Research and development	13,070	12,239	48%	61%	39,056	39,486	51%	67%
Selling, general and administrative	7,940	8,699	29%	43%	25,192	20,939	33%	36%
Total costs and operating expenses	29,573	25,556	109%	127%	84,104	72,311	109%	123%
Loss from operations	(2,460)	(5,494)	nm	nm	(6,811)	(13,641)	nm	nm
Interest income	61	64	0%	0%	135	141	0%	0%
Interest expense and other, net	(35)	(744)	nm	nm	(1,047)	(1,530)	nm	nm
Loss before provision for income taxes	(2,434)	(6,174)	nm	nm	(7,723)	(15,030)	nm	nm
Provision for income taxes	298	(16)	1%	0%	324	79	0%	0%
Net loss	\$ (2,732)	\$ (6,158)	nm	nm	\$ (8,047)	\$ (15,109)	nm	nm

NM = not meaningful

Three months ended September 30, 2010 compared to three months ended September 30, 2009.

Revenues

(In Thousands)	Three Months Ended September 30,		Change	
	2010	2009	\$	%
Product	\$ 9,491	\$ 4,636	\$ 4,855	105%
Related party collaborative R&D	16,178	15,000	1,178	8%
Collaborative R&D	1,065	426	639	150%
Government grants	379		379	nm
Total revenues	\$ 27,113	\$ 20,062	\$ 7,051	35%

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Revenues increased during the three months ended September 30, 2010 compared to the three months ended September 30, 2009 primarily due to increased product sales, collaborative research and development projects and government grants.

Product revenues increased during the three months ended September 30, 2010 compared to the three months ended September 30, 2009 due to a \$4.5 million sale of boceprvir to Merck and additional product sales to other pharmaceutical customers during 2010.

Related party collaborative research and development revenues increased during the three months ended September 30, 2010 compared to the three months ended September 30, 2009 due to a \$1.0 million increase in revenues from achievement of milestones under agreement with Shell and contractual increases in the billing rates for FTEs engaged in our expanded research and development collaboration with Shell.

Collaborative research and development revenues increased during the three months ended September 30, 2010 compared to the three months ended September 30, 2009 primarily due to pharmaceutical research services performed under the December, 2009 research agreement with Teva Pharmaceutical Industries, Ltd (2009 Teva Agreement).

Government grant revenues increased during the three months ended September 30, 2010 due to the recognition of a grant from the US Department of Energy for \$0.4 million.

Our top five customers accounted for 88% and 93% of our total revenues for the three months ended September, 30, 2010 and 2009, respectively. Shell accounted for 60% and 75% of our total revenues for the three months ended September, 30, 2010 and 2009, respectively. We expect a limited number of customers to continue to account for a significant portion of our revenues for the foreseeable future.

Table of Contents**Cost of Product Revenues**

(In Thousands)	Three Months Ended September 30,		Change	
	2010	2009	\$	%
Cost of revenues:				
Product	\$ 8,563	\$ 4,618	\$ 3,945	85%
Gross profit:				
Product	\$ 928	\$ 18	\$ 910	nm
Product gross margin %	10%	0%		

The increase in cost of product revenues during the three months ended September 30, 2010 compared to the three months ended September 30, 2009 was primarily attributable to an increase in product sales. Gross margins in the three months ended September 30, 2010 increased to 10% from 0% in the three months ended September 30, 2009, due to several sales with higher product margins during 2010 and a decrease in inventory write downs of approximately \$0.6 million during the three months ended September 30, 2010 primarily due to the closure of our facility in Julich Germany during the three months ended September 30, 2009.

Operating Expenses

(In Thousands)	Three Months Ended September 30,		Change	
	2010	2009	\$	%
Research and development	\$ 13,070	\$ 12,239	\$ 831	7%
Selling, general and administrative	7,940	8,699	(759)	-9%
Total operating expenses	\$ 21,010	\$ 20,938	\$ 72	0%

Research and Development. Research and development expenses increased during the three months ended September 30, 2010 compared to the three months ended September 30, 2009 primarily due to increases in depreciation and amortization expense of \$0.4 million due to leasehold improvements and capital equipment acquisitions for lab space expansion. Research and development expenses included stock-based compensation expense of \$1.0 million and \$0.6 million during the three months ended September 30, 2010 and 2009, respectively. The stock-based compensation expense increase is attributable to additional options granted which carried accelerated vesting provisions effective upon the IPO.

Selling, General and Administrative. Selling, general and administrative expenses decreased during the three months ended September 30, 2010 compared to the three months ended September 30, 2009 primarily due to \$0.9 million decrease in spending on consultants, contractors and outside advisory services and \$0.9 million decrease in outside legal services. Our compensation expense (including stock-based compensation) increased \$1.2 million. Selling, general and administrative expenses included stock-based compensation expense of \$1.5 million and \$0.7 million during the three months ended September 30, 2010 and 2009, respectively. The stock-based compensation expense increase is attributable to additional options granted which carried accelerated vesting provisions effective upon the IPO.

Table of Contents*Other Income (Expense), net*

(In Thousands)	Three Months Ended September 30,		Change	
	2010	2009	\$	%
Interest income	\$ 61	\$ 64	\$ (3)	-5%
Interest expense and other, net	(35)	(744)	709	-95%
Total other income (expense), net	\$ 26	\$ (680)	\$ 706	-104%

Interest Income. Interest income decreased due to lower average interest rates received on our cash, cash equivalents and marketable securities balances during the three months ended September 30, 2010 compared to the three months ended September 30, 2009.

Interest Expense and Other, Net. Interest expense and other, net, decreased \$0.4 million during the three months ended September 30, 2010 compared to the three months ended September 30, 2009 due to the conversion of our redeemable convertible preferred stock warrant liability through the IPO into warrants to purchase common stock. We also had a \$0.2 million reduction in unrealized foreign exchange losses related to our operations in Hungary and a \$0.1 million decrease in interest expense due to the reduced debt obligation on our loan with General Electric Capital Corporation and Oxford Finance Corporation, or the GE Capital Loan.

Provision for Income Taxes. The tax provision for the three months ended September 30, 2009 and 2010 primarily consisted of income taxes attributable to foreign operations.

Nine months ended September 30, 2010 compared to nine months ended September 30, 2009.

Revenues

(In Thousands)	Nine Months Ended September 30,		Change	
	2010	2009	\$	%
Product	\$ 24,250	\$ 13,401	\$ 10,849	81%
Related party collaborative R&D	46,873	43,963	2,910	7%
Collaborative R&D	2,577	1,295	1,282	99%
Government grants	3,593	11	3,582	nm
Total revenues	\$ 77,293	\$ 58,670	\$ 18,623	32%

Revenues increased during the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009 primarily due to increases from product sales, collaborative research and development projects and government grants.

Product revenues increased during the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009 due a \$4.5 million sale of boceprivr to Merck and additional product sales to other pharmaceutical customers during 2010.

Related party collaborative research and development revenues increased during the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009 due to additional milestone achievement which generated \$2.4 million in revenues, and an increase in the number of FTEs engaged in our research and development collaboration with Shell and the contractual increases in the billing rates for FTEs. The expansion of this collaboration resulted in an increase in the number of contractual FTEs from an average of 126 for the nine months ended September 30, 2009 to an average of 128 for the nine months ended September 30, 2010.

Collaborative research and development revenues increased during the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009 primarily due to pharmaceutical research services performed under the 2009 Teva Agreement.

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Government grant revenues increased during the nine months ended September 30, 2010 due to the recognition of a grant from the EDB for \$3.2 million and a grant from the U.S. Department of Energy of \$0.4 million.

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Our top five customers accounted for 85% and 90% of our total revenues for the nine months ended September 30, 2010 and 2009, respectively. Shell accounted for 61% and 75% of our total revenues for the nine months ended September 30, 2010 and 2009, respectively.

Cost of Product Revenues

(In Thousands)	Nine Months Ended September 30,		Change	
	2010	2009	\$	%
Cost of revenues:				
Product	\$ 19,856	\$ 11,886	\$ 7,970	67%
Gross profit:				
Product	\$ 4,394	\$ 1,515	\$ 2,879	190%
Product gross margin %	18%	11%		

The increase in cost of product revenues during the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009 was primarily attributable to an increase in product sales. Gross margins in the nine months ended September 30, 2010 increased to 18% from 11% in the nine months ended September 30, 2009, due to a change in sales mix towards higher margin product sales during 2010 and a decrease in inventory write downs of approximately \$0.6 million during the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009.

Operating Expenses

(In Thousands)	Nine Months Ended September 30,		Change	
	2010	2009	\$	%
Research and development	\$ 39,056	\$ 39,486	\$ (430)	-1%
Selling, general and administrative	25,192	20,939	4,253	20%
Total operating expenses	\$ 64,248	\$ 60,425	\$ 3,823	6%

Research and Development. Research and development expenses decreased slightly during the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009 primarily due to a \$3.0 million reduction in royalty fees paid to Maxygen. The nine months ended September 30, 2009 included \$3.2 million paid to Maxygen as a royalty related to Shell's increased equity investment in our company in 2009. This was partially offset by increases in depreciation and amortization expense of \$1.4 million due to leasehold improvements and capital equipment acquisitions for lab space expansion and a \$0.2 million increase in related lab supply costs. Research and development expenses included stock-based compensation expense of \$2.6 million and \$1.6 million for the nine months ended September 30, 2010 and 2009, respectively. The stock-based compensation expense increase is attributable to additional options granted which carried accelerated vesting provisions effective upon the IPO.

Selling, General and Administrative. Selling, general and administrative expenses increased during the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009 primarily due to a \$4.1 million increase in compensation expenses (including stock-based compensation) as we increased headcount due to our public company readiness efforts. Additionally, we had increased spending on outside accounting and auditing services by \$0.9 million due to efforts associated with being a public company. Selling, general and administrative expenses included stock-based compensation expense of \$3.9 million and \$1.6 million during the nine months ended September 30, 2010 and 2009, respectively. The stock-based compensation expense increase is attributable to additional options granted which carried accelerated vesting provisions effective upon the IPO.

Table of Contents*Other Income (Expense), net*

(In Thousands)	Nine Months Ended September 30,		Change	
	2010	2009	\$	%
Interest income	\$ 135	\$ 141	\$ (6)	-4%
Interest expense and other, net	(1,047)	(1,530)	483	-32%
Total other income (expense), net	\$ (912)	\$ (1,389)	\$ 477	-34%

Interest Income. Interest income decreased due to lower average interest rates received on our cash, cash equivalents and marketable securities balances during the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009.

Interest Expense and Other, Net. Interest expense and other, net, decreased during the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009 due to \$0.4 million of other income due to contractual arrangements with Arch and a decrease in interest expense of \$0.5 million due to the reduced debt obligation on the GE Capital Loan. These were offset by an increase of \$0.3 million in other expenses related to the recognition of an increase in the fair value of our redeemable convertible preferred stock warrant liability prior to our IPO and \$0.2 million in unrealized foreign exchange losses primarily related to our operations in Hungary.

Provision for Income Taxes. The tax provision for the nine months ended September 30, 2010 and 2009 primarily consisted of income taxes attributable to foreign operations.

Restructuring Charges

Restructuring Charges. In 2009, we reduced our cost structure by relocating our operations in Germany to facilities in the United States and in Singapore, rationalizing our product offerings, closing our facility in Germany and terminating certain employees in Germany and the United States. We expensed approximately \$0.4 million in employee severance and benefits, \$0.4 million in lease termination costs and \$0.5 million related to inventory write downs, for a total of \$1.4 million. The inventory write downs of \$0.5 million were included in cost of product revenues and the remaining \$0.9 million was included in selling, general and administrative expenses in the condensed consolidated statements of operations. As of December 31, 2009, \$1.2 million related to these expenses had been paid or charged off and the remaining \$0.2 million was recorded in other accrued liabilities on the condensed consolidated balance sheet. As of September 30, 2010, all remaining expenses associated with this restructuring were paid.

Liquidity and Capital Resources

(In Thousands)	September 30, 2010	December 31, 2009
Cash and cash equivalents	\$ 99,274	\$ 31,785
Marketable securities		23,778
Accounts receivable, net	15,378	7,246
Accounts payable, accrued compensation and accrued liabilities	23,028	28,207
Working capital (1)	83,382	16,397

(1) Working capital consists of total current assets less total current liabilities.

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(In Thousands)	Nine Months Ended September 30,	
	2010	2009
Net cash used in operating activities	\$ (16,052)	\$ (15,529)
Net cash provided by (used in) investing activities	18,575	(24,741)
Net cash provided by financing activities	64,981	41,068
Effect of foreign exchange rates on cash and cash equivalents	(15)	(57)
Net increase in cash and cash equivalents	\$ 67,489	\$ 741

Cash Flows from Operating Activities

Operating activities used \$16.1 million of net cash during the nine months ended September 30, 2010. We incurred a net loss of \$8.0 million in the nine months ended September 30, 2010, which included non-cash share-based compensation expense of \$6.5 million and depreciation and amortization of \$5.7 million. Changes in operating asset and liability accounts used \$21.4 million of net cash during the nine months ended September 30, 2010.

Operating activities used \$15.5 million of net cash during the nine months ended September 30, 2009. We incurred a net loss of \$15.1 million in the nine months ended September 30, 2009, which included non-cash share-based compensation expense of \$3.2 million and depreciation and amortization of \$4.4 million. Changes in operating asset and liability accounts used \$9.0 million of net cash during the nine months ended September 30, 2009.

Cash Flows from Investing Activities

Cash provided by investing activities totaled \$18.6 million during the nine months ended September 30, 2010 and consisted of a decrease in marketable securities of \$23.3 million and capital expenditures of \$4.7 million primarily related to the purchase of manufacturing and lab equipment.

Cash used by investing activities totaled \$24.7 million during the nine months ended September 30, 2009 and consisted of an increase in marketable securities of \$18.4 million and capital expenditures of \$6.5 million primarily related to the purchase of manufacturing and lab equipment.

Cash Flows from Financing Activities

Cash provided by financing activities totaled \$65.0 million during the nine months ended September 30, 2010 including gross proceeds received related to our IPO of \$72.6 million and \$0.3 million from exercises of stock options offset by payments in preparation for our IPO of \$3.9 million and payments on financing obligations of \$4.0 million.

Cash provided by our financing activities totaled \$41.1 million during the nine months ended September 30, 2009, primarily from the issuance and sale of 3.5 million shares of Series F redeemable convertible preferred stock for gross proceeds of \$45.0 million, partially offset by \$4.0 million in principal payments on our financing obligations.

Table of Contents***Contractual Obligations and Commitments***

Our contractual obligations relate primarily to borrowings under long-term debt obligations and operating leases. Our commitments for operating leases primarily relate to our leased facilities in Redwood City, California. The following table summarizes the future commitments arising from our contractual obligations at September 30, 2010 (in thousands):

	Loans payable (1)	Operating leases (2)
Years ending December 31,		
2011	\$	\$ 2,180
2012		1,873
2013		578
2014		
Total	\$	\$ 4,631

(1) Amount was fully paid in October, 2010. See Note 8.

(2) Amounts net of noncancellable subleases.

Off-Balance Sheet Arrangements

As of September 30, 2010, we had no off-balance sheet arrangements as defined in Item 303(a)(4) of Regulation S-K as promulgated by the SEC.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***Market Risk Management***

Our cash flow and earnings are subject to fluctuations due to changes in foreign currency exchange rates, interest rates and other factors. There were no significant changes in our market risk exposures during the three and nine months ended September 30, 2010. This is discussed in further detail in our Prospectus filed with the SEC on April 22, 2010.

Equity Price Risk

As described in Note 4 to the condensed consolidated financial statements, we have an investment in common shares of CO₂ Solution Inc., a company based in Quebec City, Canada, or CO₂ Solution, whose shares are publicly traded in Canada on TSX Venture Exchange. This investment is exposed to fluctuations in both the market price of CO₂ Solution's common shares and changes in the exchange rates between the U.S. dollar and the Canadian dollar. The effect of a 10% adverse change in the market price of CO₂ Solution's common shares as of September 30, 2010 would have been an unrealized loss of approximately \$145,000, recognized as a component of accumulated other comprehensive income (loss) in stockholders' deficit. The effect of a 10% adverse change in the exchange rates between the U.S. dollar and the Canadian dollar as of September 30, 2010 would have been an unrealized loss of approximately \$145,000, recognized as a component of accumulated other comprehensive income (loss) in stockholders' deficit.

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ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. We maintain disclosure controls and procedures and internal controls that are designed to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures and internal controls, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance of achieving the desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost benefit relationship of possible controls and procedures and internal controls.

Management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as required by Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended. Based on this review, our Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were effective as of September 30, 2010 at the reasonable assurance level.

Changes in Internal Controls. No changes in our internal control over financial reporting other than those noted above (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the quarterly period ended September 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently a party to any material litigation or other material legal proceedings.

Item 1A. Risk Factors

You should carefully consider the risks described below together with the other information set forth in this Quarterly Report on Form 10-Q and in our final prospectus dated April 22, 2010 and filed with the Securities and Exchange Commission, which could materially affect our business, financial condition or future results. The risks described below are not the only risks facing our company. Risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Risks Relating to Our Business and Strategy

We have a limited operating history, which may make it difficult to evaluate our current business and predict our future performance.

Our company has been in existence since early 2002. From 2002 until 2005, our operations focused on organizing and staffing our company and developing our technology platform. In 2005, we recognized our first revenues from product sales. Since 2005, we have continued to generate revenues, but because our revenue growth has occurred in recent periods, our limited operating history may make it difficult to evaluate our current business and predict our future performance. Any assessments of our current business and predictions you make about our future success or viability may not be as accurate as they could be if we had a longer operating history. We have encountered and will continue to encounter risks and difficulties frequently experienced by growing companies in rapidly changing industries. If we do not address these risks successfully, our business will be harmed.

Our quarterly operating results may fluctuate in the future. As a result, we may fail to meet or exceed the expectations of research analysts or investors, which could cause our stock price to decline.

Our financial condition and operating results have varied significantly in the past and may continue to fluctuate from quarter to quarter and year to year in the future due to a variety of factors, many of which are beyond our control. Factors relating to our business that may contribute to these fluctuations include the following factors, as well as other factors described elsewhere in this prospectus:

our ability to achieve or maintain profitability;

our relationships with and dependence on collaborators in our principal markets;

our dependence on Shell for the development and commercialization of biofuels;

the feasibility of producing and commercializing biofuels derived from cellulose;

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our dependence on a limited number of customers;

our dependence on a limited number of contract manufacturers of our biocatalysts and suppliers for our pharmaceutical intermediates and APIs;

our ability to manage our growth;

our pharmaceutical customers' abilities to incorporate our biocatalysts into their manufacturing processes;

the outcomes of clinical trials conducted by our innovator customers;

our ability to develop and successfully commercialize new products for the pharmaceuticals market;

the effect of consolidation in the pharmaceutical industry on demand for our products;

our ability to commercialize our technology in other bioindustrial markets;

our ability to maintain license rights for commercial scale expression systems for cellulases;

fluctuations in the price of and demand for petroleum-based fuels;

the availability of non-food renewable cellulosic biomass sources;

reductions or changes to existing fuel regulations and policies;

the existence of government subsidies or regulation with respect to carbon dioxide emissions;

our ability to obtain and maintain governmental grants;

risks associated with the international aspects of our business;

our ability to integrate any businesses we may acquire with our business;

potential issues related to our ability to accurately report our financial results in a timely manner;

our dependence on, and the need to attract and retain, key management and other personnel;

our ability to obtain, protect and enforce our intellectual property rights;

our ability to prevent the theft or misappropriation of our biocatalysts, the genes that code for our biocatalysts, know-how or technologies;

potential advantages that our competitors and potential competitors may have in securing funding or developing products;

our ability to obtain additional capital that may be necessary to expand our business;

business interruptions such as earthquakes and other natural disasters;

public concerns about the ethical, legal and social ramifications of genetically engineered products and processes;

our ability to comply with laws and regulations;

our ability to properly handle and dispose of hazardous materials used in our business;

potential product liability claims; and

our ability to use our net operating loss carryforwards to offset future taxable income.

Due to the various factors mentioned above, and others, the results of any prior quarterly or annual periods should not be relied upon as indications of our future operating performance.

We have a history of net losses, and we may not achieve or maintain profitability.

We have incurred net losses since our inception, including losses of \$39.0 million, \$45.1 million and \$20.3 million in 2007, 2008 and 2009, respectively, and a net loss of \$8.0 million for the nine months ended September 30, 2010. As of September 30, 2010, we had an accumulated deficit of \$167.7 million. We expect to incur losses and negative cash flow from operating activities for the foreseeable future. To date, we have derived a substantial portion of our revenues from research and development agreements with our collaborators and expect to derive a substantial portion of our revenues from these sources for the foreseeable future. If we are unable to extend our existing agreements or enter into new agreements upon the expiration or termination of our existing agreements, our revenues could be adversely affected. In addition, some of our collaboration agreements provide for milestone payments and future royalty payments, the payment of which are uncertain as they are dependent on our and our collaborators' abilities and willingness to successfully develop and commercialize products. We expect to spend significant amounts to fund the development of additional pharmaceutical and potential bioindustrial products, including biofuels. As a result, we expect that our expenses will exceed revenues for the foreseeable future and we do not expect to achieve profitability prior to at least 2012, if ever. If we fail to achieve profitability, or if the time required to achieve profitability is longer than we anticipate, we may not be able to continue our business. Even if we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis.

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If we fail to remediate deficiencies in our control environment or are unable to implement and maintain effective internal control over financial reporting in the future, the accuracy and timeliness of our financial reporting may be adversely affected.

In connection with the audit of our consolidated financial statements for 2009, we and our independent registered public accounting firm determined that the previously identified significant deficiency which related to an ineffective contract compliance process continued to exist as of December 31, 2009. Although we began to implement policies and processes to address this deficiency following the audit of our consolidated financial statements for 2008, we had not completed this implementation as of December 31, 2009. We have not performed an evaluation of our internal control over financial reporting, such as required by Section 404 of the Sarbanes-Oxley Act, nor have we engaged our independent registered public accounting firm to perform an audit of our internal control over financial reporting as of any balance sheet date or for any period reported in our financial statements. Had we performed such an evaluation or had our independent registered public accounting firm performed an audit of our internal control over financial reporting, control deficiencies, including material weaknesses and significant deficiencies, in addition to those discussed above, may have been identified.

We have taken numerous steps to address the underlying causes of the control deficiencies described above, primarily through the development and implementation of policies, improved processes and documented procedures, the retention of third-party experts and contractors, and the hiring of additional accounting and finance personnel with technical accounting, inventory accounting and financial reporting experience. If we fail to remediate deficiencies in our control environment or are unable to implement and maintain effective internal control over financial reporting to meet the demands that will be placed upon us as a public company, including the requirements of the Sarbanes-Oxley Act, we may be unable to accurately report our financial results, or report them within the timeframes required by law or exchange regulations. In addition, while we used a third-party contractor to assist us in the preparation of our financial statements for the period ended December 31, 2009, our internal accounting and finance groups have handled our financial reporting obligations since becoming a reporting company in April 2010. We may encounter difficulties as we reduce our use of this contractor, which could impact our ability to timely and accurately prepare our financial statements. We cannot assure you that we will be able to remediate our existing significant deficiency in a timely manner, if at all, or that in the future additional material weaknesses or significant deficiencies will not exist or otherwise be discovered, a risk that is significantly increased in light of the complexity of our business and multinational operations. If our efforts to remediate the significant deficiency are not successful or if other deficiencies occur, our ability to accurately and timely report our financial position, results of operations or cash flows could be impaired, which could result in late filings of our annual and quarterly reports under the Securities Exchange Act of 1934, as amended, restatements of our consolidated financial statements, a decline in our stock price, suspension or delisting of our common stock by The NASDAQ Global Market, or other material adverse effects on our business, reputation, results of operations, financial condition or liquidity.

We are dependent on our collaborators, and our failure to successfully manage these relationships could prevent us from developing and commercializing many of our products and achieving or sustaining profitability.

Our ability to maintain and manage collaborations in our markets is fundamental to the success of our business. We currently have license agreements, research and development agreements, supply agreements and/or distribution agreements with various collaborators. We may have limited or no control over the amount or timing of resources that any collaborator is able or willing to devote to our partnered products or collaborative efforts. Any of our collaborators may fail to perform their obligations as expected. These collaborators may breach or terminate their agreements with us or otherwise fail to conduct their collaborative activities successfully and in a timely manner. Further, our collaborators may not develop products arising out of our collaborative arrangements or devote sufficient resources to the development, manufacture, marketing, or sale of these products. Moreover, disagreements with a collaborator could develop and any conflict with a collaborator could reduce our ability to enter into future collaboration agreements and negatively impact our relationships with one or more existing collaborators. If any of these events occur, or if we fail to maintain our agreements with our collaborators, we may not be able to commercialize our existing and potential products, grow our business, or generate sufficient revenues to support our operations. Our collaboration opportunities could be harmed if:

we do not achieve our research and development objectives under our collaboration agreements in a timely manner or at all;

we develop products and processes or enter into additional collaborations that conflict with the business objectives of our other collaborators;

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we disagree with our collaborators as to rights to intellectual property we develop, or their research programs or commercialization activities;

we are unable to manage multiple simultaneous collaborations;

our collaborators become competitors of ours or enter into agreements with our competitors;

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our collaborators become unable or less willing to expend their resources on research and development or commercialization efforts due to general market conditions, their financial condition or other circumstances beyond our control; or

consolidation in our target markets limits the number of potential collaborators. Additionally, our business could be negatively impacted if any of our collaborators or suppliers undergoes a change of control or were to otherwise assign the rights or obligations under any of our agreements. For example, under our license agreement with Shell, Shell may assign the agreement without our consent to controlled affiliates or in connection with a change of control. If Shell or any of our other collaborators were to assign these agreements to a competitor of ours or to a third party who is not willing to work with us on the same terms or commit the same resources as the current collaborator, our business and prospects could be harmed.

Our future success is heavily dependent on our collaborative research agreement with Shell.

Our current business plan for biofuels is heavily dependent on our collaborative research agreement with Shell, which will continue to be critical to researching and developing successful biocatalysts for producing biofuel products. Shell's efforts in commercializing those products profitably will be critical to the success of our business plan for biofuels. If we are unable to successfully execute on the development of products for Shell, our ability to expand into other bioindustrial areas may be significantly impaired, which will materially and adversely affect our ability to grow our business.

We cannot control the financial resources Shell devotes to our programs under the collaborative research agreement. Currently, we receive bi-monthly payments from Shell that are based on the number of full-time employee equivalents, or FTEs, that work on our research collaboration with Shell. The number of FTEs that work on the program, and the payments from Shell for these FTEs, are specified in our collaborative research agreement. Until November 1, 2010, Shell has the right to reduce the number of funded FTEs under the collaborative research agreement by up to 12 FTEs following 60 days' advance written notice. After November 1, 2010, Shell has the right to further reduce the number of funded FTEs, with any one reduction not to exceed 98 funded FTEs, following advance written notice. The required notice period ranges from 30 to 270 days, so the earliest an FTE reduction could take place would be December 2, 2010. Following any such reduction, Shell is subject to a standstill period of between 90 and 360 days during which period Shell cannot provide notice of any further FTE reductions. The notice and standstill periods are dependent on the number of funded FTEs reduced, with the length of notice and standstill periods increasing commensurate with the number of FTEs reduced. Any such reduction would have a material adverse impact on our revenues and business plan for biofuels. Moreover, disputes may arise between us and Shell, which could delay the programs on which we are working or could prevent the commercialization of products developed under our research and development collaboration. If that were to occur, we may have to use funds, personnel, equipment, facilities and other resources that we have not budgeted to undertake certain activities on our own. Disagreements with Shell could also result in expensive arbitration or litigation, which may not be resolved in our favor. Performance issues, program delay or termination or unbudgeted use of our resources may have a material adverse effect on our business and financial condition. Even if we successfully develop commercially viable technologies, our ability to derive revenues from those technologies will be dependent upon Shell's willingness and ability to commercialize them. Shell has the right, but not the obligation, to commercialize these technologies. If Shell decides to commercialize our technology, we would need to rely on Shell, or other parties selected by Shell, to design, finance and construct commercial scale biofuel facilities, and operate commercial scale facilities at costs that are competitive with traditional petroleum-based fuels and other alternative fuel technologies that may be developed. Shell could merge with or be acquired by another company or experience financial or other setbacks unrelated to our research collaboration agreement that could adversely affect us.

We have agreed to work exclusively with Shell until November 2012 in the field of converting cellulosic biomass into fermentable sugars that are used in the production of fuels and related products as well as the conversion of these sugars into fuels and related products. However, Shell is not required to work exclusively with us, and could develop or pursue alternative technologies that it decides to use for commercialization purposes instead of the technology developed under our collaborative research agreement with Shell. For example, Shell is currently working with Virent Energy Systems to develop a thermo-chemical approach to developing biogasoline and biodiesel. Even if Shell decides to commercialize products based on our technologies, they have no obligation to purchase their biocatalyst supply from us. If Shell does not pursue the commercialization of any cellulosic sugars, biofuels or related products that may be developed under our collaborative research agreement, our exclusive arrangement would prevent us from licensing any technology developed under the collaboration for the patent life of such technology, which could place us at a significant competitive disadvantage in the biofuels market.

We cannot guarantee that our relationship with Shell will continue. After November 1, 2010, Shell can terminate its collaborative research agreement with us for any or no reason by providing us with nine months' notice. Each party also has the right to terminate the license agreement and the collaborative research agreement in the case of an uncured breach by the other party, and to terminate the collaborative research agreement if that party believes the other party has assigned the collaborative research agreement to a direct competitor of the terminating party. If our collaboration with Shell were to fail, we would likely need to find another collaborator to provide the financial assistance and

infrastructure necessary for us to develop and commercialize our products and execute our strategy with respect to biofuels. Failure to maintain this relationship would have a material adverse effect on our business, financial condition and prospects.

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The success of our cellulosic ethanol program may be dependent on the performance of other parties.

In connection with our research and development collaboration with Shell, we entered into a multiparty collaborative research and license agreement with Iogen Energy Corporation, or Iogen, and Shell in July 2009, which is focused on developing technology to convert cellulosic biomass to ethanol for commercial scale production. Either Shell or Iogen may fail to perform their obligations under this collaboration, may breach or terminate the collaboration agreement or otherwise fail to conduct their collaborative activities successfully and in a timely manner. Further, they may not devote sufficient resources to the development of technology to convert cellulosic biomass to ethanol or may fail to develop the technology altogether. Moreover, disagreements or conflicts amongst the parties could develop and could negatively impact our development efforts or our relationships with Shell and Iogen. If any of these events occur, or if we fail to maintain this collaboration with Shell and Iogen, we may be unable to develop technology for use in the production of cellulosic ethanol at commercial scale, which would have an adverse impact on our ability to grow our business. In addition, the collaborative research and license agreement with Iogen and Shell terminates in the event (i) our separate license agreements with Shell terminate or (ii) Iogen's separate technology license agreement with Shell terminates. In addition, Shell can terminate the collaborative research and license agreement for any or no reason by providing us and Iogen with 30 days notice. Any unilateral action by Shell to terminate either its separate license agreements with us or Iogen will prevent any further research and development activities under the multi-party collaboration. As a result, our ability to pursue research and development activities relating to the conversion of cellulosic biomass and our biofuels programs may be adversely impacted.

We do not yet know what impact, if any, the Shell and Cosan joint venture in Brazil will have on our business.

In August 2010, Shell International Petroleum Company Limited, or Shell International, an affiliate of Shell, announced that it had signed a binding agreement with Cosan S.A. to form a joint venture in Brazil for the production of ethanol, sugar and power, and the supply, distribution and retail of transportation fuels. According to the announcement, Shell International would contribute to the joint venture, among other assets, Shell's equity interest in us. The consummation of the joint venture is subject to the receipt of regulatory approvals, among other conditions. If the joint venture is consummated, we do not know whether we will receive any benefits from it.

Production and commercialization of biofuels derived from cellulose may not be feasible.

We are developing biocatalysts for use in producing two advanced biofuels, cellulosic ethanol and biohydrocarbon diesel, as part of our research and development collaboration with Shell. However, production and commercialization of cellulosic biofuels may not be feasible for a variety of reasons. For example, the development of technology for converting sugar derived from non-food renewable biomass sources into a commercially viable biofuel is still in its early stages, and we do not know whether this can be done commercially or at all. To date, there has been limited private and government funding for research and development in advanced biofuels relative to the scope of the challenges presented by this development effort. Furthermore, there have been only a few well-directed public policies emphasizing investment in the research and development of, and providing incentives for the commercialization of and transition to, biofuels.

As of the date of this report, we believe that there are no commercial scale cellulosic biofuel production plants in operation. There can be no assurance that anyone will be able or willing to develop and operate biofuel production plants at commercial scale or that any biofuel facilities can be profitable. Additionally, different biocatalysts may need to be developed for use in different geographic locations to convert the cellulosic biomass available in each locale into sugars that can be used in the production of these biofuels. This will make the development of biofuels derived from cellulose more challenging and expensive. Moreover, substantial development of infrastructure will be required for the ethanol market to grow. Areas requiring expansion include, but are not limited to, additional rail capacity, additional storage facilities for ethanol, increases in truck fleets capable of transporting ethanol within localized markets, expansion of refining and blending facilities to handle ethanol, and growth in the fleet of end user vehicles capable of using ethanol blends. Substantial investments required for infrastructure changes and expansions may not be made on a timely basis or at all. Any delay or failure in making the changes to or expansion of infrastructure could harm demand or prices for ethanol and impose additional costs that would hinder its commercialization. Finally, if existing tax credits, subsidies and other incentives in the United States and foreign markets are phased out or reduced, the overall cost of commercialization of cellulosic biofuels will increase.

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We are dependent on a limited number of customers.

Our current revenues are derived from a limited number of key customers. For the year ended December 31, 2008, our top five customers accounted for 79% of our total revenues, with Shell alone accounting for 60% of our total revenues. For the year ended December 31, 2009, our top five customers accounted for 90% of our total revenues, with Shell accounting for 76% of our total revenues. Our top five customers accounted for 85% of our total revenues for the nine months ended September 30, 2010. Shell accounted for 61% of our total revenues for the nine months ended September, 30, 2010. We expect a limited number of customers to continue to account for a significant portion of our revenues for the foreseeable future. This customer concentration increases the risk of quarterly fluctuations in our revenues and operating results. The loss or reduction of business from one or a combination of our significant customers could materially adversely affect our revenues, financial condition and results of operations.

Our dependence on contract manufacturers for biocatalyst production exposes our business to risks.

We have limited internal capacity to manufacture biocatalysts and are unable to do so for commercial scale production. As a result, we are dependent upon the performance and capacity of third party manufacturers for the commercial scale manufacturing of our biocatalysts.

We rely on two primary contract manufacturers, CPC Biotech srl, or CPC, and Lactosan GmbH & Co. KG, or Lactosan, to manufacture substantially all of the biocatalysts used in our pharmaceutical business. Our pharmaceutical business, therefore, faces risks of difficulties with, and interruptions in, performance by these contract manufacturers, the occurrence of which could adversely impact the availability, launch and/or sales of our enzymes in the future. We have identified other contract manufacturers to manufacture biocatalysts for our pharmaceutical business, but we do not have ongoing projects with any such contract manufacturers at this time. The failure of any manufacturers that we may use to supply manufactured product on a timely basis or at all, or to manufacture our biocatalysts in compliance with our specifications or applicable quality requirements or in volumes sufficient to meet demand would adversely affect our ability to sell pharmaceutical products, could harm our relationships with our collaborators or customers and could negatively affect our revenues and operating results. For example, in 2008, we were required to secure an alternative source of certain biocatalysts when viruses infected one of our contract manufacturer's facilities. If this or any similar event disrupts the operations of any of our suppliers in the future, we may be forced to secure alternative sources of supply, which may be unavailable on commercially acceptable terms, cause delays in our ability to deliver products to our customers, increase our costs and decrease our profit margins.

We do not currently have a long-term supply contract with CPC, Lactosan or any other contract manufacturers, which are under no obligation to manufacture our biocatalysts and could elect to discontinue their manufacture at any time. If we require additional manufacturing capacity and are unable to obtain it in sufficient quantity, we may not be able to increase our pharmaceutical sales, or we may be required to make substantial capital investments to build that capacity or to contract with other manufacturers on terms that may be less favorable than the terms we currently have with CPC or Lactosan. If we choose to build our own additional manufacturing capacity, it could take a year or longer before our facility is able to produce commercial volumes of our biocatalysts. In addition, if we contract with other manufacturers, we may experience delays of several months in qualifying them, which could harm our relationships with our collaborators or customers and could negatively affect our revenues or operating results.

We are working to establish long-term supply contracts with contract manufacturers and are evaluating whether to invest in our own manufacturing capabilities. However, we cannot guarantee that we will be able to enter into long-term supply contracts on commercially reasonable terms, or at all, or to acquire, develop or contract for internal manufacturing capabilities. Any resources we expend on acquiring or building internal manufacturing capabilities could be at the expense of other potentially more profitable opportunities.

We rely on Arch to market our products in certain regions, and Arch may not be able to effectively market our products.

Using our biocatalysts, Arch manufactures certain specified APIs, and intermediates used in the manufacture of APIs, that we then purchase and have the right to sell to innovator pharmaceutical companies worldwide, generic pharmaceutical companies in the United States, Canada, Europe and Israel, and certain pharmaceutical companies in India. Arch has the exclusive right to manufacture market and sell such APIs and intermediaries to generic pharmaceutical companies in countries other than the United States, Canada, Europe and Israel, and certain other pharmaceutical companies in India. We must therefore rely on Arch for their financial resources and their marketing expertise for the commercialization of such APIs and intermediates in these regions. We cannot control Arch's level of activity or expenditure relating to the marketing of such products relative to the rest of their products or marketing efforts. Arch may fail to effectively market our products in these regions. Conflicting priorities, competing demands or other factors that we cannot control, and of which we may not be aware, may cause Arch to deemphasize such products. If we are unable to effectively leverage Arch's marketing capabilities or Arch does not successfully promote such

products in the designated territories as our sole marketing partner, this could harm our business, our revenues and operating results, and our ability to bring such products to the marketplace.

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We may continue to encounter difficulties managing our growth, which could adversely affect our business.

Our business has grown rapidly and we expect this growth to continue. Overall, we have grown from approximately 40 employees at the end of 2002 to approximately 290 employees as of December 31, 2009 and approximately 300 employees as of September 30, 2010. Currently, we are working simultaneously on multiple projects targeting several markets. Furthermore, we are conducting our business across several countries, including activities in the United States, India, Japan, Singapore, Austria, France, Germany, Hungary, Italy and the Netherlands. These diversified, global operations place increased demands on our limited resources and require us to substantially expand the capabilities of our administrative and operational resources and to attract, train, manage and retain qualified management, technicians, scientists and other personnel. As our operations expand domestically and internationally, we will need to continue to manage multiple locations and additional relationships with various customers, collaborators, suppliers and other third parties. Our ability to manage our operations, growth, and various projects effectively will require us to make additional investments in our infrastructure to continue to improve our operational, financial and management controls and our reporting systems and procedures and to attract and retain sufficient numbers of talented employees, which we may be unable to do effectively. As a result, we may be unable to manage our expenses in the future, which may negatively impact our gross margins or operating margins in any particular quarter. In addition, we may not be able to successfully improve our management information and control systems, including our internal control over financial reporting, to a level necessary to manage our growth and to remediate the existing significant deficiency in our internal control over financial reporting that was identified in our last audit, and we may discover additional deficiencies in existing systems and controls that we may not be able to remediate in an efficient or timely manner.

Our business could be adversely affected if pharmaceutical customers do not incorporate our biocatalysts into their manufacturing processes.

Historically, pharmaceutical companies have been reluctant to use biocatalysts in the manufacture of their intermediates or APIs because naturally occurring biocatalysts were not economically viable for production at commercial scale. For example, naturally occurring biocatalysts are often not stable enough to be used in industrial settings. Additionally, the activity and productivity of these biocatalysts are often too limited to be effective in commercial scale manufacturing and often result in incomplete reactions and insufficient product yields. Although our biocatalysts have been developed to address shortcomings of naturally occurring biocatalysts, we may still encounter reluctance by pharmaceutical companies to adopt processes that use our biocatalysts. If customers decide not to adopt processes using our biocatalysts over other methods of producing the intermediates or APIs for their drugs, our revenues and prospects will be negatively impacted.

Moreover, we believe that the lower manufacturing costs enabled by our technology platform is one of the principal reasons pharmaceutical companies have purchased and will continue to purchase our biocatalysts and optimization services. If we are unable to maintain the cost advantages provided by our technology platform, customers may be less willing to purchase our products and services, which would also negatively impact our revenues. In addition, we may be unable to reach agreement on pricing or other terms with potential customers, which may adversely impact our ability to grow our business.

Our business could be adversely affected if the clinical trials being conducted by our innovator customers fail or if the processes used by those customers to manufacture their final pharmaceutical products fail to be approved.

Our biocatalysts are used in the manufacture of intermediates and APIs which are then used in the manufacture of final pharmaceutical products by our existing and potential customers, who sell branded drugs, which we refer to as innovators. These pharmaceutical products must be approved by the FDA in the United States and similar regulatory bodies in other markets prior to commercialization. If these customers experience adverse events in their clinical trials, fail to receive regulatory approval for the drugs, or decide for business or other reasons to discontinue their clinical trials or drug development activities, our revenues and prospects will be negatively impacted. For example, one of our customers that incorporated our biocatalysts in the manufacturing process for a drug candidate suspended its development efforts during clinical trials. As a result, we were unable to realize a potential long-term revenue stream that would otherwise be associated with a commercialized product. The process of producing these drugs, and their generic equivalents, is also subject to regulation by the FDA in the United States and equivalent regulatory bodies in other markets. If any pharmaceutical process that uses our biocatalysts does not receive approval by the appropriate regulatory body or if customers decide not to pursue approval, our business could be adversely affected.

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If we are unable to develop and commercialize new products for the pharmaceutical market, our business and prospects will be harmed.

We have launched several new intermediates and APIs for generic drugs, including for generic versions of Singulair and Cymbalta, in markets in which they are not patent protected, and plan to launch these same products in various other markets once the patent protection for each product in those other markets expires. In addition, we plan to launch other new intermediates and APIs in the future. These efforts are subject to numerous risks, including the following:

we may be unable to successfully develop the biocatalysts or manufacturing processes for our intermediates and APIs in a timely and cost-effective manner, if at all;

we may face difficulties in transferring the developed technologies to Arch, or other contract manufacturers that we may use, for commercial scale production;

Arch, or other contract manufacturers that we may use, may be unable to scale their manufacturing operations to meet the demand for these products and we may be unable to secure additional manufacturing capacity;

generics manufacturers may not be willing to purchase these products from us on favorable terms, if at all;

we may face product liability litigation, unexpected safety or efficacy concerns and product recalls or withdrawals;

changes in laws or regulations relating to the pharmaceutical industry could cause us to incur increased costs of compliance or otherwise harm our business;

negative publicity may affect doctor or patient confidence in the products;

we may face pressure from existing or new competitive products; and

we may face pricing pressures from existing or new competitors, some of which may benefit from government subsidies or other incentives in their local markets.

In addition, our innovator customers may view us as competitors and be less willing to do business with us. Moreover, we may be subject to claims alleging that our pharmaceutical products violate the patent or other intellectual property rights of third parties, particularly in connection with any generic products on which the patent covering the branded drug is expiring. These claims could give rise to litigation, which may be costly and time-consuming and could divert management's attention. If we are unsuccessful in our defense of any such claims, we may lose our right to develop or manufacture the products, be required to pay monetary damages, or be required to enter into license agreements and pay substantial royalties. If one or more of these risks were to materialize, our future business, results of operations and financial condition could be materially adversely affected, and we may be unable to grow our business.

Consolidation in the pharmaceutical industry could adversely impact our business.

There has been significant consolidation in the pharmaceutical industry, including the mergers of Pfizer Inc. and Wyeth, Merck and Schering-Plough Corporation, and F. Hoffman-La Roche Ltd. and Genentech Inc., and the acquisition of several generics businesses by Novartis

AG, and this consolidation may continue in the future. When pharmaceutical companies merge, they often rationalize their product portfolios by eliminating competing product programs, resulting in fewer drug programs for certain target indications. As a result of this consolidation, there are fewer potential pharmaceutical customers and fewer drug development programs that could utilize our products and services to enhance drug manufacturing processes. For example, the consolidation of two pharmaceutical companies may lead the acquiring company to suspend or terminate development programs for certain product candidates for which we may have been providing or had the opportunity to provide biocatalysts, intermediates or APIs. Merged pharmaceutical companies will also often rationalize their list of suppliers, which could cause us to lose some or all of our business with the newly merged pharmaceutical businesses. Either a reduction in the number of drug development programs or a reduction of previously approved suppliers by newly merged pharmaceutical companies could lead to diminished demand for our products and services, which could adversely impact our business. In addition, newly merged pharmaceutical companies may use their larger market share to put price pressure on their existing suppliers. Any resulting reduction in our prices would have an adverse effect on our pharmaceutical revenues and margins and negatively affect our ability to grow our business.

If we are unable to successfully commercialize our technology in other bioindustrial markets, we may be unable to grow our business.

In addition to biofuels, we expect to invest a significant amount of our future research and development efforts in other bioindustrial markets, including carbon management, water treatment and chemicals. Because we do not currently and may never possess the resources necessary to independently develop and commercialize all of the potential products that may result from our technologies, our ability to succeed in these target markets will likely depend on our ability to enter into collaboration agreements to develop and commercialize potential products. We intend to pursue such additional collaborations, but may be unable to do so on terms satisfactory to us, or at all. Even if we are able to enter into collaborations in one or more of these areas, the collaborations may be

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unsuccessful. Moreover, because we have limited financial and managerial resources, we will be required to prioritize our application of resources to particular development and commercialization efforts. Any resources we expend on one or more of these efforts could be at the expense of other potentially profitable opportunities. If we focus our efforts and resources on one or more of these areas and they do not lead to commercially viable products, our revenues, financial condition and results of operations could be adversely affected.

If we are unable to maintain license rights to a commercial scale expression system for enzymes that convert cellulosic biomass to sugars, our business may be materially adversely affected.

We entered into a license agreement with Dyadic International, Inc. and its affiliate, or Dyadic, in November 2008 to obtain access to an expression system that is capable of producing the necessary biocatalysts for the commercialization of cellulosic biofuels. Under the license agreement with Dyadic, we obtained a non-exclusive license under intellectual property rights of Dyadic relating to Dyadic's proprietary fungal expression technology for the production of enzymes. We also obtained access to specified materials of Dyadic relating to such Dyadic technology. Our license is sublicenseable to Shell in the field of biofuels. Dyadic has the right to terminate our licenses under the license agreement if we challenge the validity of any of the patents licensed under the license agreement and for various other reasons. Our licenses and access to such materials of Dyadic, under the license agreement will terminate as a result of any termination of the license agreement other than due to Dyadic's material breach. If we are unable to maintain these rights on commercially reasonable terms or if the license agreement is terminated for any reason, we will need to buy or license this type of expression system from another party or develop this type of expression system ourselves, which may be difficult, costly and time consuming, in part because of the broad, existing intellectual property rights owned by Danisco A/S, Novozymes and others. If any of these events occur, our business may be materially adversely affected.

Fluctuations in the price of and demand for petroleum-based fuels may reduce demand for biofuels.

Biofuels are anticipated to be marketed as an alternative to petroleum-based fuels. Therefore, if the price of oil falls, any revenues that we generate from biofuel products could decline, and we may be unable to produce products that are a commercially viable alternative to petroleum-based fuels. Additionally, demand for liquid transportation fuels, including biofuels, may decrease due to economic conditions or otherwise.

The royalties that we may earn under our agreements with Shell are indexed to the price of oil and generally increase as the price of oil increases. However, the index is set based on average prices between November 2007 and the date of first commercial sale. Therefore, if prices fall, our revenues would be negatively impacted.

Our approach to the advanced biofuels markets may be limited by the availability or cost of non-food renewable cellulosic biomass sources.

Our approach to the advanced biofuels markets will be dependent on the availability and price of the cellulosic biomass that will be used to produce biofuels derived from cellulose. If the availability of cellulosic biomass decreases or its price increases, this may reduce the royalties that we collect from Shell and have a material adverse effect on our financial condition and operating results. At certain levels, prices may make these products uneconomical to use and produce.

The price and availability of cellulosic biomass may be influenced by general economic, market and regulatory factors. These factors include the availability of arable land to supply feedstock, weather conditions, farming decisions, government policies and subsidies with respect to agriculture and international trade, and global demand and supply. The significance and relative impact of these factors on the price of cellulosic biomass is difficult to predict, especially without knowing what types of cellulosic biomass materials we may need to use.

Reductions or changes to existing fuel regulations and policies may present technical, regulatory and economic barriers, all of which may significantly reduce demand for biofuels.

The market for biofuels is heavily influenced by foreign, federal, state and local government regulations and policies concerning the petroleum industry. For example, in 2007, the U.S. Congress passed an alternative fuels mandate that currently calls for approximately 13 billion gallons of liquid transportation fuels sold in 2010 to come from alternative sources, including biofuels, a mandate that grows to 36 billion gallons by 2022. Of this amount, a minimum of 21 billion gallons must be advanced biofuels. In the United States and in a number of other countries, these regulations and policies have been modified in the past and may be modified again in the future. Any reduction in mandated requirements for fuel alternatives and additives to gasoline may cause demand for biofuels to decline and deter investment in the research and development of biofuels. Market uncertainty regarding future policies may also affect our ability to develop new biofuels products or to license our technologies to third parties. Any inability to address these requirements and any regulatory or policy changes could have a material adverse effect on our biofuels business, financial condition and operating results. Our other potential bioindustrial products may be subject to additional regulations.

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If governmental incentives or other actions targeted at limiting carbon emissions are not adopted, a broad market for carbon management solutions may not develop.

Our strategy with respect to carbon management, although still in the research phase, would likely require an expansion of the market for the management of carbon dioxide emissions prior to us being able to recognize significant revenues from our research and continuing expenditures of resources. The development of a significant market will likely depend on the adoption of government subsidies or other government regulation requiring companies to limit their carbon emissions. In the United States, for example, there is no current market for carbon. The establishment of a carbon market in the United States could take years to develop, if ever. In July 2010, the United States Senate announced that it would not attempt to pass carbon regulating legislation in 2010. In the absence of such additional government subsidies or regulation in major markets, this carbon management market may not develop and we would not be able to generate significant revenues from our carbon management operations. Even if a carbon market is established, we will not be able to commercialize our potential carbon solutions if the price of carbon is below the cost to deploy our solutions.

Our government grants are subject to uncertainty, which could harm our business and results of operations.

We have received various government grants to complement and enhance our own resources. We may seek to obtain government grants and subsidies in the future to offset all or a portion of the costs of building additional manufacturing facilities and research and development activities. We cannot be certain that we will be able to secure any such government grants or subsidies. Any of our existing grants or new grants that we may obtain may be terminated, modified or recovered by the granting governmental body under certain conditions.

We may also be subject to routine audits by government agencies as part of our government grants contracts. As part of an audit, these agencies may review our performance, cost structures and compliance with applicable laws, regulations and standards. Funds available under grants must be applied by us toward the research and development programs specified by the granting agencies, rather than for all of our programs generally. If any of our costs are found to be allocated improperly, the costs may not be reimbursed and any costs already reimbursed may have to be refunded. Accordingly, an audit could result in an adjustment to our revenues and results of operations.

We face risks associated with our international business.

Significant portions of our operations are conducted outside of the United States and we expect to continue to have significant foreign operations in the foreseeable future. International business operations are subject to a variety of risks, including:

changes in or interpretations of foreign regulations that may adversely affect our ability to sell our products, repatriate profits to the United States or operate our foreign-located facilities;

the imposition of tariffs;

the imposition of limitations on, or increase of, withholding and other taxes on remittances and other payments by foreign subsidiaries or joint ventures;

the imposition of limitations on genetically-engineered products or processes and the production or sale of those products or processes in foreign countries;

currency exchange rate fluctuations;

uncertainties relating to foreign laws and legal proceedings including tax and exchange control laws;

the availability of government subsidies or other incentives that benefit competitors in their local markets that are not available to us;

economic or political instability in foreign countries;

difficulties in staffing and managing foreign operations; and

the need to comply with a variety of U.S. laws applicable to the conduct of overseas operations, including export control laws and the Foreign Corrupt Practices Act.

We manufacture many of our pharmaceutical intermediates in India, which has stringent local regulations that make it difficult for money earned in India to be taken out of the country without being subject to Indian taxes. While our Indian subsidiary can make use of some of the funds we earn in India, these regulations may limit the amount of profits we can repatriate from operations in India.

If we engage in any acquisitions, we will incur a variety of costs and may potentially face numerous risks that could adversely affect our business and operations.

We have made acquisitions in the past, and if appropriate opportunities become available, we expect to acquire additional businesses, assets, technologies, or products to enhance our business in the future. For example, in October 2010, we acquired substantially all of the patents and other intellectual property rights associated with Maxygen's gene shuffling technology. In connection with any future acquisitions, we could:

issue additional equity securities which would dilute our current stockholders;

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incur substantial debt to fund the acquisitions;

use our cash to fund the acquisitions; or

assume significant liabilities.

Acquisitions involve numerous risks, including problems integrating the purchased operations, technologies or products, unanticipated costs and other liabilities, diversion of management's attention from our core businesses, adverse effects on existing business relationships with current and/or prospective collaborators, customers and/or suppliers, risks associated with entering markets in which we have no or limited prior experience and potential loss of key employees. We do not have extensive experience in managing the integration process and we may not be able to successfully integrate any businesses, assets, products, technologies, or personnel that we might acquire in the future without a significant expenditure of operating, financial and management resources, if at all. The integration process could divert management time from focusing on operating our business, result in a decline in employee morale and cause retention issues to arise from changes in compensation, reporting relationships, future prospects or the direction of the business. Acquisitions may also require us to record goodwill and non-amortizable intangible assets that will be subject to impairment testing on a regular basis and potential periodic impairment charges, incur amortization expenses related to certain intangible assets, and incur large and immediate write offs and restructuring and other related expenses, all of which could harm our operating results and financial condition. In addition, we may acquire companies that have insufficient internal financial controls, which could impair our ability to integrate the acquired company and adversely impact our financial reporting. If we fail in our integration efforts with respect to any of our acquisitions and are unable to efficiently operate as a combined organization, our business and financial condition may be adversely affected.

We must rely on our suppliers, contract manufacturers and customers to deliver timely and accurate information in order to accurately report our financial results in the time frame and manner required by law.

We need to receive timely, accurate and complete information from a number of third parties in order to accurately report our financial results on a timely basis. We rely on third parties that sell our pharmaceutical products that are manufactured using our biocatalysts to provide us with complete and accurate information regarding revenues, costs of revenues and payments owed to us on a timely basis. In addition, we rely on suppliers and certain contract manufacturers, including Arch, to provide us with timely and accurate information regarding our inventories and manufacturing cost information, and we rely on current and former collaborators to provide us with product sales and cost saving information in connection with royalties owed to us. Any failure to receive timely information from one or more of these third parties could require that we estimate a greater portion of our revenues and other operating performance metrics for the period, which could cause our reported financial results to be incorrect. Moreover, if the information that we receive is not accurate, our financial statements may be materially incorrect and may require restatement, and we may not receive the full amount of revenues that we are entitled to under these arrangements. Although we typically have audit rights with these parties, performing such an audit could be harmful to our collaborative relationships, expensive and time consuming and may not be sufficient to reveal any discrepancies in a timeframe consistent with our reporting requirements.

If we lose key personnel, including key management personnel, or are unable to attract and retain additional personnel, it could delay our product development programs, harm our research and development efforts, and we may be unable to pursue collaborations or develop our own products.

Our business involves complex, global operations across a variety of markets and requires a management team and employee workforce that is knowledgeable in the many areas in which we operate. The loss of any key members of our management, including our Chief Executive Officer, Alan Shaw, or the failure to attract or retain other key employees who possess the requisite expertise for the conduct of our business, could prevent us from developing and commercializing our products for our target markets and entering into collaborations or licensing arrangements to execute on our business strategy. In addition, the loss of any key scientific staff, or the failure to attract or retain other key scientific employees, could prevent us from developing and commercializing our products for our target markets and entering into collaborations or licensing arrangements to execute on our business strategy. We may not be able to attract or retain qualified employees in the future due to the intense competition for qualified personnel among biotechnology and other technology-based businesses, particularly in the biofuels area, or due to the availability of personnel with the qualifications or experience necessary for our biofuels business. If we are not able to attract and retain the necessary personnel to accomplish our business objectives, we may experience staffing constraints that will adversely affect our ability to meet the demands of our collaborators and customers in a timely fashion or to support our internal research and development programs. In particular, our product and process development programs are dependent on our ability to attract and retain highly skilled scientists. Competition for experienced scientists and other technical personnel from numerous companies and academic and other research institutions may limit our

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ability to do so on acceptable terms. All of our employees are at-will employees, which means that either the employee or we may terminate their employment at any time.

Our planned activities will require additional expertise in specific industries and areas applicable to the products and processes developed through our technology platform or acquired through strategic or other transactions, especially in the end markets that we seek to penetrate. These activities will require the addition of new personnel, and the development of additional expertise by existing personnel. The inability to attract personnel with appropriate skills or to develop the necessary expertise could impair our ability to grow our business. Additionally, we would be in breach of our collaborative research agreement with Shell if we fail to maintain a specified number of personnel.

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Our ability to compete may decline if we do not adequately protect our proprietary technologies or if we lose some of our intellectual property rights through costly litigation or administrative proceedings.

Our success depends in part on our ability to obtain patents and maintain adequate protection of our intellectual property for our technologies and products and potential products in the United States and other countries. We have adopted a strategy of seeking patent protection in the United States and in foreign countries with respect to certain of the technologies used in or relating to our products and processes. As such, as of October 31, 2010, we owned approximately 235 issued patents and approximately 240 pending patent applications in the United States and in various foreign jurisdictions. Some of our gene shuffling patents will expire as early as 2014. We also have license rights to a number of issued patents and pending patent applications in the United States and in various foreign jurisdictions. Our owned and licensed patents and patent applications are directed to our enabling technologies and to our methods and products which support our business in the pharmaceuticals and bioindustrials markets. We intend to continue to apply for patents relating to our technologies, methods and products as we deem appropriate.

Numerous patents in our portfolio involve complex legal and factual questions and, therefore, enforceability cannot be predicted with any certainty. Issued patents and patents issuing from pending applications may be challenged, invalidated, or circumvented. Moreover, third parties could practice our inventions in territories where we do not have patent protection. Such third parties may then try to import products made using our inventions into the United States or other territories. Additional uncertainty may result from potential passage of patent reform legislation by the United States Congress, legal precedent as handed down by the United States Federal Circuit and Supreme Court as they determine legal issues concerning the scope and construction of patent claims and inconsistent interpretation of patent laws by the lower courts. Accordingly, we cannot ensure that any of our pending patent applications will result in issued patents, or even if issued, predict the breadth of the claims upheld in our and other companies' patents. Given that the degree of future protection for our proprietary rights is uncertain, we cannot ensure that: (i) we were the first to make the inventions covered by each of our pending applications, (ii) we were the first to file patent applications for these inventions, and (iii) the proprietary technologies we develop will be patentable.

In addition, unauthorized parties may attempt to copy or otherwise obtain and use our products or technology. Monitoring unauthorized use of our intellectual property is difficult, and we cannot be certain that the steps we have taken will prevent unauthorized use of our technology, particularly in certain foreign countries where the local laws may not protect our proprietary rights as fully as in the United States. If competitors are able to use our technology, our ability to compete effectively could be harmed. Moreover, others may independently develop and obtain patents for technologies that are similar to or superior to our technologies. If that happens, we may need to license these technologies, and we may not be able to obtain licenses on reasonable terms, if at all, which could cause harm to our business.

Our commercial success also depends in part on not infringing patents and proprietary rights of third parties, and not breaching any licenses or other agreements that we have entered into with regard to our technologies, products and business. We cannot ensure that patents have not been issued to third parties that could block our ability to obtain patents or to operate as we would like. There may be patents in some countries that, if valid, may block our ability to make, use or sell our products in those countries, or import our products into those countries, if we are unsuccessful in circumventing or acquiring the rights to these patents. There also may be claims in patent applications filed in some countries that, if granted and valid, may also block our ability to commercialize products or processes in these countries if we are unable to circumvent or license them.

The biotechnology industry is characterized by frequent and extensive litigation regarding patents and other intellectual property rights, and we believe that the various bioindustrial markets will also be characterized by this type of litigation. Many biotechnology companies have employed intellectual property litigation as a way to gain a competitive advantage. Our involvement in litigation, interferences, opposition proceedings or other intellectual property proceedings inside and outside of the United States, to defend our intellectual property rights or as a result of alleged infringement of the rights of others, may divert management time from focusing on business operations and could cause us to spend significant amounts of money. Any potential intellectual property litigation also could force us to do one or more of the following:

stop selling, incorporating or using our products that use the subject intellectual property;

obtain from the third party asserting its intellectual property rights a license to sell or use the relevant technology, which license may not be available on reasonable terms, or at all; or

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redesign those products or processes that use any allegedly infringing technology, or relocate the operations relating to the allegedly infringing technology to another jurisdiction, which may result in significant cost or delay to us, or which could be technically infeasible.

We are aware of a significant number of patents and patent applications relating to aspects of our technologies filed by, and issued to, third parties. We cannot assure you that if this third party intellectual property is asserted against us that we would ultimately prevail.

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If any of our competitors have filed patent applications or obtained patents that claim inventions also claimed by us, we may have to participate in interference proceedings declared by the relevant patent regulatory agency to determine priority of invention and, thus, the right to the patents for these inventions in the United States. These proceedings could result in substantial cost to us even if the outcome is favorable. Even if successful, any interference may result in loss of certain claims. Any litigation or proceedings could divert our management's time and efforts. Even unsuccessful claims could result in significant legal fees and other expenses, diversion of management time, and disruption in our business. Uncertainties resulting from initiation and continuation of any patent or related litigation could harm our ability to compete.

We may not be able to enforce our intellectual property rights throughout the world.

The laws of some foreign countries, including India, where we manufacture pharmaceutical intermediates and APIs through contract manufacturers, do not protect intellectual property rights to the same extent as the laws of the United States. Many companies have encountered significant problems in protecting and defending intellectual property rights in certain foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents and other intellectual property protection, particularly those relating to biotechnology and/or bioindustrials technologies. This could make it difficult for us to stop the infringement of our patents or misappropriation of our other intellectual property rights. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business. Accordingly, our efforts to protect our intellectual property rights in such countries may be inadequate.

If our biocatalysts, or the genes that code for our biocatalysts, are stolen, misappropriated or reverse engineered, others could use these biocatalysts or genes to produce competing products.

Third parties, including our contract manufacturers, customers and those involved in shipping our biocatalysts often have custody or control of our biocatalysts. If our biocatalysts, or the genes that code for our biocatalysts, were stolen, misappropriated or reverse engineered, they could be used by other parties who may be able to reproduce these biocatalysts for their own commercial gain. If this were to occur, it would be difficult for us to challenge this type of use, especially in countries with limited intellectual property protection.

Confidentiality agreements with employees and others may not adequately prevent disclosures of trade secrets and other proprietary information.

We rely in part on trade secret protection to protect our confidential and proprietary information and processes. However, trade secrets are difficult to protect. We have taken measures to protect our trade secrets and proprietary information, but these measures may not be effective. We require new employees and consultants to execute confidentiality agreements upon the commencement of an employment or consulting arrangement with us. These agreements generally require that all confidential information developed by the individual or made known to the individual by us during the course of the individual's relationship with us be kept confidential and not disclosed to third parties. These agreements also generally provide that inventions conceived by the individual in the course of rendering services to us shall be our exclusive property. Nevertheless, our proprietary information may be disclosed, third parties could reverse engineer our biocatalysts and others may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our competitive business position.

Competitors and potential competitors who have greater resources and experience than we do may develop products and technologies that make ours obsolete or may use their greater resources to gain market share at our expense.

The biocatalysis industry and each of our target markets are characterized by rapid technological change. Our future success will depend on our ability to maintain a competitive position with respect to technological advances. We are aware that other companies, including Verenum Corporation (formed by the merger of Diversa Corporation and Celunol Corporation), Royal DSM N.V., or DSM, Danisco/ Genencor, Novozymes and E.I. Du Pont De Nemours and Company, or DuPont, have alternative methods for obtaining and generating genetic diversity or use mutagenesis techniques to produce genetic diversity. Academic institutions such as the California Institute of Technology, the Max Planck Institute and the Center for Fundamental and Applied Molecular Evolution (FAME), a jointly sponsored initiative between Emory University and Georgia Institute of Technology, are also working in this field. Technological development by others may result in our products and technologies, as well as products developed by our customers using our biocatalysts, becoming obsolete.

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We face intense competition in the pharmaceuticals market. There are a number of companies who compete with us throughout the various stages of a pharmaceutical product's lifecycle. Many large pharmaceutical companies have internal capabilities to develop and manufacture intermediates and APIs. These companies include many of our large innovator and generic pharmaceutical customers, such as Merck, Pfizer and Teva Pharmaceutical Industries Ltd. There are also many large, well-established fine chemical manufacturing companies, such as DSM, BASF Corporation and Lonza Group Ltd, that compete to supply pharmaceutical intermediates and APIs to our customers. We also face increasing competition from generic pharmaceutical manufacturers in low cost centers such as India and China.

In addition to competition from companies manufacturing APIs and intermediates, we face competition from companies that sell biocatalysts for use in the pharmaceutical market. There is competition from large industrial enzyme companies, such as Novozymes and Amano Enzyme Inc., whose industrial enzymes (for detergents, for example) are occasionally used in pharmaceutical processes. There is also competition in this area from several small companies with product offerings comprised primarily of naturally occurring biocatalysts or that offer biocatalyst optimization services.

We expect the biofuels industry to be extremely competitive, with competition coming from ethanol producers as well as other providers of alternative and renewable fuels. Significant competitors include companies such as: Novozymes, which has partnered with a number of companies and organizations on a regional basis to develop or produce biofuels, and recently opened a biofuel demonstration plant with Inbicon A/S of Denmark; Danisco/Genencor, which has formed a joint venture with DuPont, called DuPont Danisco Cellulosic Ethanol, or DDCE, and is marketing a line of cellulases to convert biomass into sugar; DSM, which received a grant from the U.S. Department of Energy to be the lead partner in a technical consortium including Abengoa Bioenergy New Technologies, and is developing cost-effective enzyme technologies; Mascoma Corporation, which has entered into a feedstock processing and lignin supply agreement with Chevron Technology Ventures, a division of Chevron U.S.A., Inc.; and BP, p.l.c, which is developing a commercial scale cellulosic ethanol facility. In addition, other companies are attempting to develop non-ethanol biofuels. DuPont has announced plans to develop and market biobutanol through Butamax Advanced Biofuels LLC, a joint venture with BP, and Virent Energy Systems Inc. is collaborating with Shell to develop thermochemical catalytic routes to produce biogasoline and biodiesel directly from sugars. Range Fuels Inc. is also focused on developing non-biocatalytic thermochemical processes to convert cellulosic biomass into fuels, and Coskata, Inc. is developing a hybrid thermochemical-biocatalytic process to produce ethanol from a variety of feed stocks. Some or all of these competitors or other competitors, as well as academic, research and government institutions, are developing or may develop technologies for, and are competing or may compete with us in, the production of alternative fuels or biofuels.

As we pursue opportunities in other bioindustrial markets, we expect to face competition from numerous companies focusing on developing biocatalytic and other solutions for these markets, including a number of the companies described above.

Our ability to compete successfully will depend on our ability to develop proprietary products that reach the market in a timely manner and are technologically superior to and/or are less expensive than other products on the market. Many of our competitors have substantially greater production, financial, research and development, personnel and marketing resources than we do. In addition, certain of our competitors may also benefit from local government subsidies and other incentives that are not available to us. As a result, our competitors may be able to develop competing and/or superior technologies and processes, and compete more aggressively and sustain that competition over a longer period of time than we could. Our technologies and products may be rendered obsolete or uneconomical by technological advances or entirely different approaches developed by one or more of our competitors. As more companies develop new intellectual property in our markets, the possibility of a competitor acquiring patent or other rights that may limit our products or potential products increases, which could lead to litigation.

In addition, various governments have recently announced a number of spending programs focused on the development of clean technology, including alternatives to petroleum-based fuels and the reduction of carbon emissions, two of our target markets. Such spending programs could lead to increased funding for our competitors or the rapid increase in the number of competitors within those markets.

Our limited resources relative to many of our competitors may cause us to fail to anticipate or respond adequately to new developments and other competitive pressures. This failure could reduce our competitiveness and market share, adversely affect our results of operations and financial position, and prevent us from obtaining or maintaining profitability.

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We may need substantial additional capital in the future in order to expand our business.

Our future capital requirements may be substantial, particularly as we continue to develop our business and expand our biocatalyst discovery and development process. Although we believe that, based on our current level of operations and anticipated growth, our existing cash, cash equivalents and marketable securities will provide adequate funds for ongoing operations, planned capital expenditures and working capital requirements for at least the next 12 months, we may need additional capital if our current plans and assumptions change. Our need for additional capital will depend on many factors, including the financial success of our pharmaceutical business, whether we are successful in obtaining payments from customers, whether we can enter into additional collaborations, the progress and scope of our collaborative and independent research and development projects performed by us and our collaborators, the effect of any acquisitions of other businesses or technologies that we may make in the future, whether we decide to develop an internal manufacturing capability, and the filing, prosecution and enforcement of patent claims.

If our capital resources are insufficient to meet our capital requirements, and we are unable to enter into or maintain collaborations with partners that are able or willing to fund our development efforts or commercialize any products that we develop or enable, we will have to raise additional funds to continue the development of our technology and products and complete the commercialization of products, if any, resulting from our technologies. If future financings involve the issuance of equity securities, our existing stockholders would suffer dilution. If we were permitted to raise additional debt financing, we may be subject to restrictive covenants that limit our ability to conduct our business. We may not be able to raise sufficient additional funds on terms that are favorable to us, if at all. If we fail to raise sufficient funds and continue to incur losses, our ability to fund our operations, take advantage of strategic opportunities, develop products or technologies, or otherwise respond to competitive pressures could be significantly limited. If this happens, we may be forced to delay or terminate research or development programs or the commercialization of products resulting from our technologies, curtail or cease operations or obtain funds through collaborative and licensing arrangements that may require us to relinquish commercial rights, or grant licenses on terms that are not favorable to us. If adequate funds are not available, we will not be able to successfully execute our business plan or continue our business.

Business interruptions could delay us in the process of developing our products and could disrupt our sales.

Our headquarters is located in the San Francisco Bay Area near known earthquake fault zones and is vulnerable to significant damage from earthquakes. We are also vulnerable to other types of natural disasters and other events that could disrupt our operations, such as riot, civil disturbances, war, terrorist acts, flood, infections in our laboratory or production facilities or those of our contract manufacturers and other events beyond our control. We do not have a detailed disaster recovery plan. In addition, we do not carry insurance for earthquakes and we may not carry sufficient business interruption insurance to compensate us for losses that may occur. Any losses or damages we incur could have a material adverse effect on our cash flows and success as an overall business. Furthermore, Shell may terminate our collaborative research agreement if a force majeure event interrupts our collaboration activities for more than ninety days.

Ethical, legal and social concerns about genetically engineered products and processes could limit or prevent the use of our products, processes, and technologies and limit our revenues.

Some of our products and processes are genetically engineered or involve the use of genetically engineered products or genetic engineering technologies. If we and/or our collaborators are not able to overcome the ethical, legal, and social concerns relating to genetic engineering, our products and processes may not be accepted. Any of the risks discussed below could result in increased expenses, delays, or other impediments to our programs or the public acceptance and commercialization of products and processes dependent on our technologies or inventions. Our ability to develop and commercialize one or more of our technologies, products, or processes could be limited by the following factors:

public attitudes about the safety and environmental hazards of, and ethical concerns over, genetic research and genetically engineered products and processes, which could influence public acceptance of our technologies, products and processes;

public attitudes regarding, and potential changes to laws governing ownership of genetic material, which could harm our intellectual property rights with respect to our genetic material and discourage collaborators from supporting, developing, or commercializing our products, processes and technologies; and

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governmental reaction to negative publicity concerning genetically modified organisms, which could result in greater government regulation of genetic research and derivative products. The subject of genetically modified organisms has received negative publicity, which has aroused public debate. This adverse publicity could lead to greater regulation and trade restrictions on imports of genetically altered products.

The biocatalysts that we develop have significantly enhanced characteristics compared to those found in naturally occurring enzymes or microbes. While we produce our biocatalysts only for use in a controlled industrial environment, the release of such biocatalysts into uncontrolled environments could have unintended consequences. Any adverse effect resulting from such a release could have a material adverse effect on our business and financial condition, and we may have exposure to liability for any resulting harm.

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Compliance with stringent laws and regulations may be time consuming and costly, which could adversely affect the commercialization of our biofuels products.

Any biofuels developed using our technologies will need to meet a significant number of regulations and standards, including regulations imposed by the U.S. Department of Transportation, the U.S. Environmental Protection Agency, various state agencies and others. Any failure to comply, or delays in compliance, with the various existing and evolving industry regulations and standards could prevent or delay the commercialization of any biofuels developed using our technologies and subject us to fines and other penalties.

We use hazardous materials in our business and we must comply with environmental laws and regulations. Any claims relating to improper handling, storage or disposal of these materials or noncompliance of applicable laws and regulations could be time consuming and costly and could adversely affect our business and results of operations.

Our research and development processes involve the use of hazardous materials, including chemical, radioactive, and biological materials. Our operations also produce hazardous waste. We cannot eliminate entirely the risk of accidental contamination or discharge and any resultant injury from these materials. Federal, state, and local laws and regulations govern the use, manufacture, storage, handling and disposal of, and human exposure to, these materials. We may be sued for any injury or contamination that results from our use or the use by third parties of these materials, and our liability may exceed our total assets. Although we believe that our activities conform in all material respects with environmental laws, there can be no assurance that violations of environmental, health and safety laws will not occur in the future as a result of human error, accident, equipment failure or other causes. Compliance with applicable environmental laws and regulations may be expensive, and the failure to comply with past, present, or future laws could result in the imposition of fines, third party property damage, product liability and personal injury claims, investigation and remediation costs, the suspension of production, or a cessation of operations, and our liability may exceed our total assets. Liability under environmental laws can be joint and several and without regard to comparative fault. Environmental laws could become more stringent over time imposing greater compliance costs and increasing risks and penalties associated with violations, which could impair our research, development or production efforts and harm our business.

We may be sued for product liability.

The design, development, manufacture and sale of our products involve an inherent risk of product liability claims and the associated adverse publicity. We may be named directly in product liability suits relating to drugs that are produced using our biocatalysts or that incorporate our intermediates and APIs. These claims could be brought by various parties, including customers who are purchasing products directly from us, other companies who purchase products from our customers or by the end users of the drugs. We could also be named as co-parties in product liability suits that are brought against our contract manufacturers who manufacture our pharmaceutical intermediates and APIs, such as Arch. Insurance coverage is expensive and may be difficult to obtain, and may not be available in the future on acceptable terms, or at all. We cannot assure you that our contract manufacturers will have adequate insurance coverage to cover against potential claims. In addition, although we currently maintain product liability insurance for our products in amounts we believe to be commercially reasonable, if the coverage limits of these insurance policies are not adequate, a claim brought against us, whether covered by insurance or not, could have a material adverse effect on our business, results of operations, financial condition and cash flows. This insurance may not provide adequate coverage against potential losses, and if claims or losses exceed our liability insurance coverage, we may go out of business. Moreover, we have agreed to indemnify some of our customers for certain claims that may arise out of the use of our products, which could expose us to significant liabilities.

Our ability to use our net operating loss carryforwards to offset future taxable income may be subject to certain limitations.

In general, under Section 382 of the Internal Revenue Code, a corporation that undergoes an ownership change is subject to limitations on its ability to utilize its pre-change net operating loss carryforwards, or NOLs, to offset future taxable income. If the Internal Revenue Service challenges our analysis that our existing NOLs are not subject to limitations arising from previous ownership changes, our ability to utilize NOLs could be limited by Section 382 of the Internal Revenue Code. Future changes in our stock ownership, some of which are outside of our control, could result in an ownership change under Section 382 of the Internal Revenue Code. Furthermore, our ability to utilize NOLs of companies that we may acquire in the future may be subject to limitations. For these reasons, we may not be able to utilize a material portion of the NOLs reflected on our balance sheet, even if we attain profitability.

Risks Related to Owning our Common Stock

We are subject to anti-takeover provisions in our certificate of incorporation and bylaws and under Delaware law that could delay or prevent an acquisition of our company, even if the acquisition would be beneficial to our stockholders.

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Provisions in our amended and restated certificate of incorporation and our bylaws may delay or prevent an acquisition of us. Among other things, our amended and restated certificate of incorporation and bylaws provide for a board of directors which is divided into three classes, with staggered three-year terms and provide that all stockholder action must be effected at a duly called meeting of the stockholders and not by a consent in writing, and further provide that only our board of directors, the chairman of the board of directors, our chief executive officers or president may call a special meeting of the stockholders. These provisions may also frustrate

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or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, who are responsible for appointing the members of our management team. Furthermore, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibits, with some exceptions, stockholders owning in excess of 15% of our outstanding voting stock from merging or combining with us. Finally, our charter documents establish advanced notice requirements for nominations for election to our board of directors and for proposing matters that can be acted upon at stockholder meetings. Although we believe these provisions together provide for an opportunity to receive higher bids by requiring potential acquirers to negotiate with our board of directors, they would apply even if an offer to acquire our company may be considered beneficial by some stockholders.

Concentration of ownership among our existing officers, directors and principal stockholders may prevent other stockholders from influencing significant corporate decisions and depress our stock price.

Based on the number of shares outstanding as of September 30, 2010, our officers, directors and existing stockholders who hold at least 5% of our stock together beneficially own approximately 67% of our outstanding common stock. As of September 30, 2010, Maxygen, Shell and Biomedical Sciences Investment Fund Pte Ltd beneficially owned approximately 17.6%, 16.4% and 9.9% of our common stock, respectively. If these officers, directors, and principal stockholders or a group of our principal stockholders act together, they will be able to exert a significant degree of influence over our management and affairs and control matters requiring stockholder approval, including the election of directors and approval of mergers or other business combination transactions. The interests of this concentration of ownership may not always coincide with our interests or the interests of other stockholders. For instance, officers, directors, and principal stockholders, acting together, could cause us to enter into transactions or agreements that we would not otherwise consider. Similarly, this concentration of ownership may have the effect of delaying or preventing a change in control of our company otherwise favored by our other stockholders. This concentration of ownership could depress our stock price.

Our share price may be volatile which may cause the value of our common stock to decline and subject us to securities class action litigation.

The market price of shares of our common stock could be subject to wide fluctuations in response to many risk factors listed in this section, and others beyond our control, including:

actual or anticipated fluctuations in our financial condition and operating results;

the position of our cash, cash equivalents and marketable securities;

actual or anticipated changes in our growth rate relative to our competitors;

actual or anticipated fluctuations in our competitors' operating results or changes in their growth rate;

announcements of technological innovations by us, our collaborators or our competitors;

announcements by us, our collaborators or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments;

any changes in Shell's biofuels strategy or timelines, or in our relationship with Shell, including any decision by Shell to terminate our collaboration or reduce the number of FTEs funded by Shell under our collaborative research agreement;

any announcements or developments with respect to the Shell-Cosan joint venture;

announcements or developments regarding pharmaceutical products manufactured using our biocatalysts, intermediates and APIs;

the entry into, modification or termination of collaborative arrangements;

additions or losses of customers;

additions or departures of key management or scientific personnel;

competition from existing products or new products that may emerge;

issuance of new or updated research reports by securities or industry analysts;

fluctuations in the valuation of companies perceived by investors to be comparable to us;

disputes or other developments related to proprietary rights, including patents, litigation matters and our ability to obtain patent protection for our technologies;

changes in existing laws, regulations and policies applicable to our business and products, including the National Renewable Fuel Standard program, and the adoption or failure to adopt carbon emissions regulation;

announcement or expectation of additional financing efforts;

sales of our common stock by us, our insiders or our other stockholders;

share price and volume fluctuations attributable to inconsistent trading volume levels of our shares;

general market conditions in our industry; and

general economic and market conditions, including the recent financial crisis.

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Furthermore, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may negatively impact the market price of shares of our common stock. In the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, which could seriously harm our business.

If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our stock price and trading volume could decline.

The trading market for our common stock will be influenced by the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our stock or change their opinion of our stock in a negative manner, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our stock price or trading volume to decline.

We will incur significant increased costs as a result of operating as a public company, and our management will be required to devote substantial time to new compliance initiatives.

We have never operated as a stand-alone public company. As a public company, we will incur significant legal, accounting and other expenses that we did not incur as a private company. In addition, the Sarbanes-Oxley Act, as well as related rules implemented by the Securities and Exchange Commission and The NASDAQ Stock Market, impose various requirements on public companies. Our management and other personnel will need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly. For example, we expect these rules and regulations to make it more expensive for us to maintain director and officer liability insurance.

In addition, the Sarbanes-Oxley Act requires, among other things, that we maintain effective internal control over financial reporting and disclosure controls and procedures. In particular, commencing in 2011, we must perform system and process evaluation and testing of our internal control over financial reporting to allow management and our independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. Our compliance with Section 404 will require that we incur substantial accounting expense and expend significant management time on compliance-related issues. Moreover, if we are not able to comply with the requirements of Section 404 in a timely manner, our stock price could decline, and we could face sanctions, delisting or investigations by The NASDAQ Global Market, or other material adverse effects on our business, reputation, results of operations, financial condition or liquidity.

Table of Contents**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****(a) Sales of Unregistered Securities**

None.

(b) Use of Proceeds from Public Offering of Common Stock

On April 27, 2010, we closed our IPO, in which we sold 6,000,000 shares of common stock at a price to the public of \$13.00 per share. The aggregate offering price for shares sold in the offering was \$78.0 million. The offer and sale of all of the shares in the IPO were registered under the Securities Act pursuant to a registration statement on Form S-1 (File No. 333-164044), which was declared effective by the SEC on April 21, 2010. The offering commenced as of April 21, 2010 and did not terminate before all of the securities registered in the registration statement were sold. Credit Suisse Securities (USA) LLC, Piper Jaffray, RBC Capital Markets Corporation and Pacific Crest Securities LLC, acted as the underwriters. We raised approximately \$68.0 million in net proceeds after deducting underwriting discounts and commissions of \$5.5 million and other offering expenses of \$4.8 million. No payments were made by us to directors, officers or persons owning ten percent or more of our common stock or to their associates, or to our affiliates, other than payments in the ordinary course of business to officers for salaries and to non-employee directors as compensation for board or board committee service, or as a result of sales of shares of common stock by selling stockholders in the offering.

There has been no material change in the planned use of proceeds from our IPO as described in our final prospectus filed with the SEC on April 22, 2010 pursuant to Rule 424(b). We invested the funds received in registered money market funds.

Item 6. Exhibits

- 3.1 Amended and Restated Certificate of Incorporation of Codexis, Inc. filed with the Secretary of the State of the State of Delaware on April 27, 2010 and effective as of April 27, 2010 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, filed on May 28, 2010).
- 3.2 Amended and Restated Bylaws of Codexis, Inc. effective as of April 27, 2010 (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, filed on May 28, 2010).
- 4.1 Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1/A No. 333-164044, filed on March 31, 2010).
- 10.1 Fourth Amendment to Lease Agreement by and between Metropolitan Life Insurance Company and the Company dated September 17, 2010
- 31.1 Certification of Principal Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.
- 31.2 Certification of Principal Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.
- 32.1 Certification of Principal Executive Officer and Principal Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Codexis, Inc.

Date: November 04, 2010

By: */s/ ALAN SHAW*
Alan Shaw

President and Chief Executive Officer

(Principal Executive Officer)

Date: November 04, 2010

By: */s/ ROBERT LAWSON*
Robert Lawson

Senior Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)

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EXHIBIT INDEX

Listed and indexed below are all Exhibits filed as part of this report.

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