

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **September 11, 2015**

METABOLIX, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

001-33133

(Commission File Number)

04-3158289

(IRS Employer Identification No.)

21 Erie Street, Cambridge, Massachusetts

(Address of Principal Executive Offices)

2139

(Zip Code)

(617) 583-1700

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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EXHIBIT 3.1

Item 5.03. Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.

On September 11, 2015, Metabolix, Inc., a Delaware corporation (the “Company”), filed with the Delaware Secretary of State a Certificate of Elimination (the “Certificate of Elimination”), with respect to the Company’s Series B Preferred Stock, par value \$.01 per share (the “Series B Preferred Stock”). No shares of the Series B Preferred Stock were outstanding at the time of the filing of the Certificate of Elimination.

As a result of the filing of the Certificate of Elimination, all matters set forth with respect to the Series B Preferred Stock were eliminated from the Company’s Certificate of Incorporation.

The foregoing summary of the Certificate of Elimination is qualified in its entirety by reference to the full text of the Certificate of Elimination, which is set forth as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Certificate of Elimination of Series B Preferred Stock, dated September 11, 2015.

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 hereunto duly authorized.

METABOLIX, INC.

Date: September 17, 2015

By: /s/ Joseph Shaulson

Joseph Shaulson

President & Chief Executive Officer

INDEX TO EXHIBITS

Exhibit No.	Description
3.1	Certificate of Elimination of Series B Preferred Stock, dated September 11, 2015.

CERTIFICATE OF ELIMINATION OF THE
SERIES B PREFERRED STOCK OF
METABOLIX, INC.

Pursuant to Section 151(g)
of the General Corporation Law
of the State of Delaware

Metabolix, Inc., a Delaware corporation (the “**Corporation**”), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law of the State of Delaware and authority granted in the Amended and Restated Certificate of Incorporation of the Corporation, as theretofore amended (the “**Certificate of Incorporation**”), the Board of Directors of the Corporation, by resolution duly adopted, authorized the issuance of a series of 50,000 shares of Series B Preferred Stock, par value \$.01 per share, of the Corporation (the “**Series B Preferred Stock**”), and established the voting powers, designations, preferences and relative, participating, optional or other rights, if any, or the qualifications, limitations or restrictions thereof, and, on August 22, 2014, filed a Certificate of Designation (the “**Certificate of Designation**”) with respect to such Series B Preferred Stock in the office of the Secretary of State of the State of Delaware (the “**Secretary of State**”).

2. That no shares of said Series B Preferred Stock are outstanding and no shares thereof will be issued subject to said Certificate of Designation.

3. That the Board of Directors of the Corporation has adopted the following resolutions:

RESOLVED: That no shares of the Corporation’s authorized Series B Preferred Stock, par value \$0.01 per share (the “**Series B Preferred Stock**”) are outstanding and that no shares of the Series B Preferred Stock will be issued subject to the certificate of designation previously filed on August 22, 2014 with respect to the Series B Preferred Stock.

RESOLVED: That the proper officers of the Corporation (the “**Authorized Officers**”) be and hereby are authorized and directed to file a certificate setting forth this resolution with the Secretary of State of the State of Delaware pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware for the purpose of eliminating from the Corporation’s certificate of incorporation all matters set forth in the Certificate of Designation with respect to the Series B Preferred Stock; and further that upon such filing all authorized shares of Series B Preferred Stock shall be eliminated and restored to the status of authorized but unissued shares of undesignated preferred stock under the Corporation’s certificate of incorporation.

4. That, accordingly, all matters set forth in the Certificate of Designation with respect to the Series B Preferred Stock be, and hereby are, eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation, has executed this Certificate of Elimination as of September 11, 2015.

METABOLIX, INC.

By: /s/ Joseph Shaulson
Name: Joseph Shaulson
Title: President & CEO