

**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) **May 19, 2011**

**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)

**02139**

(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 19, 2011 Matthew Strobeck, a current director of Metabolix, Inc. (the "Company"), tendered his resignation from the Company's board of directors. Mr. Strobeck's resignation is effective as of May 24, 2011.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

On May 19, 2011, the Company held its Annual Meeting of Stockholders (the "Annual Meeting"). As of March 24, 2011, the record date for the Annual Meeting, 26,913,074 shares were issued, outstanding and entitled to vote. At the Annual Meeting, the Company's stockholders (i) elected Jay Kouba, Ph.D. and Oliver P. Peoples, Ph.D. to the Company's Board of Directors for three-year terms expiring at the 2014 Annual Meeting of Stockholders, (ii) approved, on a non-binding, advisory basis, the compensation of our named executive officers, (iii) selected three years, on a non-binding, advisory basis, as the frequency of holding future advisory votes on the Company's executive compensation and (iv) ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011. The final voting results on these matters were as follows:

1. Election of Directors:

Name	Votes For	Votes Withheld	Broker Non-Votes
Jay Kouba, Ph.D.	11,747,884	4,478,079	7,057,621
Oliver P. Peoples, Ph.D.	11,750,490	4,475,473	7,057,621

2. Non-binding, advisory vote on named executive officer compensation:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
10,162,227	6,018,838	44,897	7,057,622

3. Non-binding, advisory vote on the frequency of holding the advisory vote on named executive officer compensation:

Every Year	Every 2 Years	Every 3 Years	Votes Abstained	Broker Non-Votes
7,164,725	194,694	8,828,614	37,928	7,057,623

4. Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
22,728,837	365,882	188,865	0

**Item 8.01. Other Events.**

On May 24, 2011, the Company closed the public offering of 7,130,000 shares of its common stock (the "Offering") at a price of \$7.25 per share, less underwriting discounts and commissions. The Offering included the sale of 930,000 shares pursuant to the underwriters' over-allotment option. On May 24, 2011, the Company issued a press release announcing the exercise of the underwriters' over-allotment option and the closing of the Offering. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the attached exhibit is deemed to have been filed with the Securities and Exchange Commission:

Exhibit Number	Description
99.1	Press Release issued by Metabolix, Inc. dated May 24, 2011.

**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: May 24, 2010

By: /s/ Richard P. Eno  
Richard P. Eno  
Chief Executive Officer and President



**Metabolix Announces Exercise of Underwriters' Over-Allotment Option  
and Closing of \$51.7 Million Public Offering of Common Stock**

**CAMBRIDGE, Mass. (May 24, 2011)** — Metabolix, Inc. (NASDAQ: MBLX), a bioscience company focused on developing sustainable solutions for plastics, chemicals and energy, today announced that it has closed an underwritten public offering of 7,130,000 shares of its common stock at a price to the public of \$7.25 per share for gross proceeds of \$51.7 million. The shares include 930,000 shares of common stock sold pursuant to the over-allotment option granted by the Company to the underwriters, which option was exercised in full. The net proceeds from the sale of the shares, after deducting the underwriters' discounts and other estimated offering expenses payable by Metabolix, will be approximately \$49.4 million. J.P. Morgan Securities LLC is the sole book-running manager and Stifel Nicolaus Weisel is the co-manager for this offering. The Company intends to use the net proceeds from the offering for working capital and other general corporate purposes.

The shares were issued pursuant to an effective shelf registration statement that was previously filed with the Securities and Exchange Commission (SEC) and was declared effective on May 9, 2011. A preliminary prospectus supplement and final prospectus supplement related to the offering were filed with the SEC and are available on the SEC's website at <http://www.sec.gov>. Copies of the prospectus supplement relating to these securities may be obtained from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or via telephone at: (866) 803-9204.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About Metabolix**

Founded in 1992, Metabolix, Inc. is an innovation-driven bioscience company focused on providing sustainable solutions for the world's needs for plastics, chemicals and energy. The Company is taking a systems approach, from gene to end product, integrating sophisticated biotechnology with advanced industrial practice. Metabolix is now developing and commercializing Mirel™, a family of high performance bioplastics, which are biobased and biodegradable alternatives to many petroleum-based plastics, through Telles, a joint venture between Metabolix and Archer Daniels Midland Company. Metabolix is also developing biosourced industrial chemicals and a proprietary platform technology for co-producing plastics, chemicals and energy, from crops such as switchgrass, oilseeds and sugarcane. (MBLX-G)

**Safe Harbor for Forward-Looking Statements**

This press release contains forward-looking statements which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The forward-looking statements in this release do not constitute guarantees of future performance. Investors are cautioned that statements in this press release which are not strictly historical statements, including, without limitation, statements regarding expectations for Metabolix research and development programs, constitute forward-looking statements. Such forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated and are detailed in Metabolix's filings with the

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Securities and Exchange Commission. Metabolix assumes no obligation to update any forward-looking information contained in this press release or with respect to the announcements described herein.

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