

**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 26, 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)

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))

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EXHIBIT 3.1

EXHIBIT 99.1

Item 3.03. Material Modification to Rights of Security Holders.

At a special meeting of the stockholders of Metabolix, Inc. (the "**Company**") held on October 30, 2014, the Company's stockholders authorized the Board of Directors of the Company (the "**Board**") to amend the Company's Amended and Restated Certificate of Incorporation (the "**Certificate of Incorporation**") to effect a reverse split of the Company's common stock, par value \$0.01 (the "**Common Stock**"), by a ratio in the range of 1-for-2 to 1-for-10, with the Board of Directors having the discretion as to whether or not the reverse split was to be effected, and with the exact ratio of any reverse split to be set at a whole number within the above range, as determined by the Board of Directors in its discretion; provided that the reverse split was to be effected, if at all, no later than December 31, 2015. The Board determined to set the reverse stock split ratio at 1-for-6 (the "**Reverse Stock Split**"), reserving the right to abandon the Reverse Stock Split at any time prior to the filing of a Certificate of Amendment to the Company's Certificate of Incorporation to effectuate the Reverse Stock Split (the "**Certificate of Amendment**"). The Certificate of Amendment was filed with the Secretary of State of Delaware on May 26, 2015, and the Reverse Stock Split became effective in accordance with the terms of the Certificate of Amendment at 5:00 p.m. Eastern Time on May 26, 2015 (the "**Effective Time**").

At the Effective Time, every six (6) shares of Common Stock issued and outstanding were automatically combined into one share of issued and outstanding Common Stock, without any change in the par value per share. The Reverse Stock Split did not modify the rights or preferences of the Common Stock. No fractional shares of Common Stock were issued as a result of the Reverse Stock Split. Instead, stockholders who otherwise would be entitled to receive fractional shares are entitled to receive cash in an amount equal to the product obtained by multiplying (i) the closing price of the Company's Common Stock on May 22, 2015, by (ii) the number of shares of Common Stock held by the stockholder that would otherwise have been exchanged for such fractional share interest.

The Reverse Stock Split reduced the number of shares of Common Stock currently outstanding from approximately 135.5 million shares to approximately 22.6 million shares. Proportional adjustments will be made to the Company's outstanding restricted stock units and stock options and to the number of shares issued and issuable under the Company's equity compensation plans. The number of authorized shares of the Company's Common Stock will remain 250 million shares.

In connection with the Reverse Stock Split, the Company's CUSIP number was changed to 591018 882. The Common Stock will begin trading on The NASDAQ Capital Market on a split-adjusted basis on May 27, 2015.

The Company's transfer agent, American Stock Transfer & Trust Company, LLC, is the exchange agent for the Reverse Stock Split. American Stock Transfer & Trust Company, LLC will provide stockholders of record holding pre-split shares of the Company's Common Stock as of the Effective Time a letter of transmittal providing instructions for the exchange of shares. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the Reverse Stock Split, subject to brokers' particular processes, and will not be required to take any action in connection with the Reverse Stock Split.

The information set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment that effectuated the Reverse Stock Split as described herein, which was filed with the Secretary of State of the State of Delaware on May 26, 2015. The Certificate of Amendment is filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth in Item 3.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 8.01 Other Events.

On May 26, 2015, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is being furnished as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Metabolix, Inc.
99.1	Press Release dated May 26, 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: May 26, 2015

By: /s/ Joseph Shaulson
Joseph Shaulson
President & Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
METABOLIX, INC.**

Metabolix, Inc. (the “**Corporation**”), a corporation organized under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”),

DOES HEREBY CERTIFY:

1. Pursuant to Section 242 of the General Corporation Law, this Certificate of Amendment to Amended and Restated Certificate of Incorporation (this “**Amendment**”) amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation (the “**Certificate**”).

2. This Amendment has been approved and duly adopted by the Corporation’s Board of Directors and its stockholders in accordance with the provisions of Section 242 of the General Corporation Law, and the provisions of the Certificate.

3. The following language is hereby added to the end of the first paragraph of ARTICLE IV of the Certificate:

“Effective at 5:00 p.m. EDT, on May 26, 2015, every six outstanding shares of Common Stock will be combined into and automatically become one share of outstanding Common Stock of the Corporation. The Corporation will not issue fractional shares on account of the foregoing reverse stock split; all shares that are held by a stockholder as of the effective date hereof shall be aggregated and each fractional share resulting from the reverse stock split after giving effect to such aggregation shall be cancelled.

In lieu of any interest in a fractional share to which a stockholder would otherwise be entitled as a result of such reverse stock split, such stockholder will be paid a cash amount for such fractional shares equal to the product obtained by multiplying (a) the closing price of the shares of Common Stock on the first trading day immediately preceding the effective date of the reverse split, as reported on The NASDAQ Capital Market by (b) the number of shares of Common Stock held by such stockholder that would otherwise have been exchanged for such fractional share interest. The par value of the Common Stock and the total number of authorized shares of Common Stock will not change as a result of such reverse stock split.”

[End of Text]

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation, has executed this Certificate of Amendment to Amended and Restated Certificate of Incorporation as of May 26, 2015.

METABOLIX, INC.

/s/ Joseph Shaulson

Name: Joseph Shaulson

Title: President & CEO

Metabolix Announces 1-for-6 Reverse Stock Split

Cambridge, Massachusetts, May 26, 2015 -- Metabolix, Inc. (NASDAQ: MBLX), an advanced biomaterials company focused on sustainable solutions for the plastics industry, announced today that it will effect a 1-for-6 reverse stock split previously approved by the Company's stockholders at a special meeting held on October 30, 2014. The 1-for-6 reverse stock split will be effective as of the close of business on May 26, 2015 and the Company's common stock will begin trading on a split-adjusted basis on Tuesday, May 27, 2015.

The reverse stock split will reduce the number of shares of the Company's common stock currently outstanding from approximately 135.5 million shares to approximately 22.6 million shares. Proportional adjustments will be made to the Company's outstanding stock options and restricted stock units and to the number of shares issued and issuable under the Company's equity compensation plans. The number of authorized shares of the Company's common stock will remain 250 million shares.

The reverse stock split is intended to increase the market price per share of the Company's common stock to allow the Company to maintain the listing of its common stock on The NASDAQ Capital Market. The Company's common stock will continue to trade on The NASDAQ Capital Market under the symbol "MBLX." The new CUSIP number for the common stock following the reverse stock split will be 591018 882.

Information for Stockholders

Upon the effectiveness of the reverse stock split, each six (6) shares of the Company's issued and outstanding common stock will be automatically combined and converted into one issued and outstanding share of common stock, par value \$0.01 per share. The reverse stock split will not modify the rights or preferences of the common stock. No fractional shares of common stock will be issued as a result of the reverse split. Instead, stockholders who otherwise would be entitled to receive fractional shares will be entitled to receive cash in an amount equal to the product obtained by multiplying (i) the closing price of Metabolix common stock on May 22, 2015, by (ii) the number of shares of common stock held by the stockholder that would otherwise have been exchanged for such fractional share interest.

The Company's transfer agent, American Stock Transfer & Trust Company, LLC, will act as its exchange agent for the reverse stock split. American Stock Transfer & Trust Company, LLC will provide stockholders of record holding certificates representing pre-split shares of the Company's common stock as of the effective date a letter of transmittal providing instructions for the exchange of shares. Registered stockholders holding pre-split shares of the Company's common stock electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to brokers' particular processes, and will not be required to take any action in connection with the reverse stock split. American Stock Transfer & Trust Company, LLC can be reached at (877) 248-6417 or (718) 921-8317.

Additional information about the reverse stock split can be found in the Company's definitive proxy statement filed with the Securities and Exchange Commission on October 6, 2014, a copy of which is available at www.sec.gov or at www.metabolix.com under the SEC Filings tab located on the Investors page.

About Metabolix

Metabolix, Inc. is an innovation-driven specialty materials company focused on delivering high-performance biopolymer solutions to customers in the plastics industry. Metabolix's Mirel[®] biopolymers, which are derived from renewable resources, are a family of biobased performance additives and specialty resins based on PHA (polyhydroxyalkanoates). Metabolix's proprietary biotechnology platform enables the creation of specialty biopolymers for use in a broad range of applications such as construction and packaging materials, as well as industrial, consumer and personal care products.

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, including, without limitation, statements regarding the Company's expectations for the impact of the reverse split on the market price of the Company's stock 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, including the risks and uncertainties detailed in Metabolix's filings with the Securities and Exchange Commission, including its 10-K for the year ended December 31, 2014 filed on March 25, 2015. Metabolix assumes no obligation to update any forward-looking information contained in this press release or with respect to the announcements described herein.

For more information, please visit www.metabolix.com. (MBLX-G)

Metabolix Contact:

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