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

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the quarterly period ended September 30, 2014

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 001-33133

METABOLIX, INC.

Delaware (State or other jurisdiction of incorporation or organization)	**04-3158289** (I.R.S. Employer Identification No.)
21 Erie Street **Cambridge, MA** (Address of principal executive offices)	**02139** (Zip Code)

(617) 583-1700
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

The number of shares outstanding of the registrant's common stock as of November 10, 2014 was 135,182,140.

Metabolix, Inc.
Form 10-Q
For the Quarter Ended September 30, 2014

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

METABOLIX, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
UNAUDITED
(in thousands, except share and per share data)

	September 30, 2014	December 31, 2013
Assets		
Current Assets:		
Cash and cash equivalents	$ 25,486	$ 7,698
Short-term investments	—	11,511
Accounts receivable	228	997
Due from related parties	100	51
Unbilled receivables	153	187
Inventory	844	1,921
Prepaid expenses and other current assets	459	713
Assets of disposal group classified as held for sale	292	2,153
Total current assets	27,562	25,231
Restricted cash	619	619
Property and equipment, net	516	793
Other assets	95	95
Total assets	$ 28,792	$ 26,738
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable	$ 368	$ 579
Accrued expenses	3,574	4,892
Current portion of deferred rent	—	55
Short-term deferred revenue	305	669
Total current liabilities	4,247	6,195
Other long-term liabilities	150	145
Total liabilities	4,397	6,340
Commitments and contingencies (Note 10)		
Stockholders' Equity:		
Preferred stock ($0.01 par value per share); 5,000,000 shares authorized at September 30, 2014 and December 31, 2013; 50,000 and 0 shares issued and outstanding at September 30, 2014 and	1	—

December 31, 2013, respectively (Note 15)		
Common stock ($0.01 par value per share); 100,000,000 shares authorized at September 30, 2014 and December 31, 2013, 85,094,640 and 34,581,449 shares issued and outstanding at September 30, 2014 and December 31, 2013, respectively	851	346
Additional paid-in capital	319,575	292,661
Accumulated other comprehensive loss	(212)	(71)
Accumulated deficit	(295,820)	(272,538)
Total stockholders' equity	24,395	20,398
Total liabilities and stockholders' equity	$ 28,792	$ 26,738

The accompanying notes are an integral part of these interim condensed consolidated financial statements

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METABOLIX, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
UNAUDITED
(in thousands, except share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Revenue:				
Product revenue	$ 115	$ 39	$ 428	$ 1,120
Grant revenue	390	563	1,301	1,871
Research and development revenue	—	—	—	618
License fee and royalty revenue	127	27	215	139
Total revenue	632	629	1,944	3,748
Costs and expenses:				
Cost of product revenue	786	130	1,372	1,521
Research and development	4,088	4,515	13,280	14,199
Selling, general, and administrative	2,472	2,473	8,269	8,384
Total costs and expenses	7,346	7,118	22,921	24,104
Loss from continuing operations	(6,714)	(6,489)	(20,977)	(20,356)
Other income (expense):				
Interest income, net	4	4	6	17
Other income (expense), net	2	(13)	10	(13)
Total other income (expense), net	6	(9)	16	4
Net loss from continuing operations	(6,708)	(6,498)	(20,961)	(20,352)
Discontinued operations:				
Loss from discontinued operations	(294)	(753)	(1,430)	(1,527)
Loss from write down of assets held for sale	(891)	—	(891)	—
Total loss from discontinued operations	(1,185)	(753)	(2,321)	(1,527)
Net loss	$ (7,893)	$ (7,251)	$ (23,282)	$ (21,879)
Basic and diluted net loss per share:				
Net loss from continuing operations	$ (0.12)	$ (0.19)	$ (0.50)	$ (0.60)
Net loss from discontinued operations	(0.02)	(0.02)	(0.05)	(0.04)
Net loss per share	$ (0.14)	$ (0.21)	$ (0.55)	$ (0.64)
Number of shares used in per share calculations:				
Basic & Diluted	56,288,099	34,516,051	42,106,699	34,435,129

The accompanying notes are an integral part of these interim condensed consolidated financial statements

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METABOLIX, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
UNAUDITED
(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Net loss:	$ (7,893)	$ (7,251)	$ (23,282)	$ (21,879)

Other comprehensive loss				
Change in unrealized loss on investments	—	3	(1)	(8)
Change in foreign currency translation adjustment	(109)	(2)	(140)	(29)
Total other comprehensive loss	(109)	1	(141)	(37)
Comprehensive loss	$ (8,002)	$ (7,250)	(23,423)	$ (21,916)

The accompanying notes are an integral part of these interim condensed consolidated financial statements

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METABOLIX, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
UNAUDITED
(in thousands)

	Nine Months Ended September 30,	
	2014	**2013**
Cash flows from operating activities		
Net loss	$ (23,282)	$ (21,879)
Less:		
Loss from discontinued operation	(2,321)	(1,527)
Loss from continuing operations	(20,961)	(20,352)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation	430	737
Charge for 401(k) company common stock match	332	356
Stock-based compensation	1,912	2,441
Inventory impairment	886	245
Changes in operating assets and liabilities:		
Accounts receivables	769	338
Due from related party	(49)	(16)
Unbilled receivables	34	101
Inventory	191	(377)
Prepaid expenses and other assets	254	(195)
Accounts payable	(211)	(811)
Accrued expenses	(1,355)	(360)
Other current liabilities	—	141
Deferred rent and other long-term liabilities	(50)	(254)
Deferred revenue	(364)	(617)
Net cash used by continuing operations for operating activities	(18,182)	(18,623)
Net cash used by discontinued operations for operating activities	(460)	(1,591)
Net cash used in operating activities	(18,642)	(20,214)
Cash flows from investing activities		
Purchase of property and equipment	(153)	(281)
Change in restricted cash	—	(25)
Purchase of short-term investments	(1,508)	(15,621)
Proceeds from the sale and maturity of short-term investments	13,019	30,447
Net cash provided by investing activities	11,358	14,520
Cash flows from financing activities		
Proceeds from options exercised	300	14
Proceeds from private placement offering, net of issuance costs	24,913	—
Net cash provided by financing activities	25,213	14
Effect of exchange rate changes on cash and cash equivalents	(141)	(20)
Net increase in cash and cash equivalents	17,788	(5,700)
Cash and cash equivalents at beginning of period	7,698	14,572
Cash and cash equivalents at end of period	$ 25,486	$ 8,872

The accompanying notes are an integral part of these interim condensed consolidated financial statements

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METABOLIX, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(All dollar amounts, except share and per share amounts, are stated in thousands)

1. BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements are unaudited and have been prepared by Metabolix, Inc. (the "Company") in accordance with accounting principles generally accepted in the United States of America ("GAAP") and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in the Company's annual consolidated financial statements have been condensed or omitted. The year-end condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. The consolidated financial statements, in the opinion of management, reflect all adjustments (consisting only of normal recurring adjustments) necessary for a fair statement of the financial position and results of operations for the interim periods ended September 30, 2014 and 2013.

The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for any future period or the entire fiscal year. These interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2013, which are contained in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2014.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions have been eliminated.

During the three months ended September 30, 2014, the Company's Board of Directors approved a plan to discontinue the operations of the Company's wholly owned subsidiary, Metabolix GmbH. The financial statements have been presented reflecting this entity as a discontinued operation for the three and nine month periods ended September 30, 2014 and 2013. See Note 14 for additional information.

The accompanying condensed consolidated financial statements have been prepared on a basis which assumes that the Company will continue as a going concern, and which contemplates the realization of assets and satisfaction of liabilities and commitments in the normal course of business. However, with the exception of 2012, when the Company recognized $38,885 of deferred revenue from the terminated Telles joint venture, the Company has recorded losses since its inception, including for the fiscal quarter ended September 30, 2014.

As of September 30, 2014, the Company held unrestricted cash, cash equivalents and investments of $25,486. The Company's present capital resources are not sufficient to fund its planned operations for a twelve month period, and therefore, raise substantial doubt about its ability to continue as a going concern. While the Company was successful in raising $25,000 during the third quarter of 2014 and anticipates reduced cash usage in 2015 as a result of the discontinuation of its German operations, restructuring of its U.S. organization and other cost-containment measures, the Company will require significant additional funding during 2015 to continue to fund its operations and to support its capital needs. The timing, structure and vehicles for obtaining future financing are under consideration by the Company and such financing may be accomplished in stages. The Company's goal is to use future financings to continue building an intermediate scale specialty biopolymers business based on polyhydroxyalkanoate ("PHA") additives that will serve as the foundation for its longer range plans and future growth of its business, but there can be no assurance that financing efforts will be successful.

The Company continues to face significant challenges and uncertainties and, as a result, its available capital resources may be consumed more rapidly than currently expected due to (a) lower than expected sales of its biopolymer products as a result of slow market adoption; (b) increases in capital costs and operating expenses related to the establishment and start-up of commercial manufacturing operations either on its own or with third parties; (c) changes the Company may make to the business that affect ongoing operating expenses; (d) changes the Company may make to its business strategy; (e) changes in the Company's research and development spending plans; and (f) other items affecting the Company's forecasted level of expenditures and use of cash resources. If the Company issues equity or debt securities to raise additional funds, (i) the Company may incur fees associated with such issuance, (ii) its existing stockholders will experience dilution from the issuance of new equity securities, (iii) the Company may incur ongoing interest expense and be required to grant a security interest in Company assets in connection with any debt issuance, and (iv) the new equity or debt securities may have rights, preferences and privileges senior to those of the Company's existing stockholders. In addition, utilization of the Company's net operating loss and research and development credit carryforwards most likely will be subject to significant annual limitations under Section 382 of the Internal Revenue Code of 1986 due to cumulative ownership changes resulting from financing transactions, including the Company's recently completed equity offering. If the Company raises additional funds through collaboration, licensing or other similar arrangements, it may be necessary to relinquish valuable rights to its potential products or proprietary technologies, or grant licenses on terms that are not favorable to the Company.

The condensed consolidated financial statements do not include any adjustments that may result from the outcome of these uncertainties.

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2. ACCOUNTING POLICIES

There have been no material changes in accounting policies since the Company's fiscal year ended December 31, 2013, as described in Note 2 to the consolidated financial statements included in its Annual Report on Form 10-K for the year then ended with the exception of the Company's adoption of ASU No. 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*, as described in Note 3.

Research and Development

All costs associated with internal research and development as well as research and development services conducted for others are expensed as incurred. Research and development expenses include direct costs for salaries, employee benefits, subcontractors, product trials, facility related expenses, depreciation, and stock-based compensation. Costs related to revenue-producing contracts and government grants are recorded as research and development expenses.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk primarily consist of cash and cash equivalents and short-term investments. The Company has historically invested its cash equivalents in highly rated money market funds, corporate debt, federal agency notes and U.S. treasury notes. Investments are acquired in accordance with the Company's investment policy which establishes a concentration limit per issuer. At September 30, 2014, the Company's cash equivalents are invested solely in money market funds.

The Company provides credit to customers in the normal course of business. The Company performs ongoing credit evaluations of its customers' financial condition and limits the amount of credit extended when deemed necessary. At September 30, 2014, the Company's accounts and unbilled receivables include $219 or 46% from U.S., Canadian and German government grants and $141 or 29% from customer product sales. At September 30, 2014, the Company's REFABB grant with the Department of Energy represented 38% of total grant receivables.

At December 31, 2013, the Company's worldwide accounts and unbilled receivables include $552 or 46% from government grants and $528 or 44% from customer product sales. At December 31, 2013, the Company's REFABB grant with the Department of Energy represented 56% of total receivables.

3. RECENT ACCOUNTING PRONOUNCEMENTS

In April 2014, the FASB issued ASU No. 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity,* which changes the criteria for determining which disposals can be presented as discontinued operations and modifies the related disclosure requirements. Under the new guidance, a disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results and is disposed of or classified as held for sale. The standard also introduces several new disclosures. The guidance applies prospectively to new disposals and new classifications of disposal groups as held for sale after the effective date. ASU 2014-08 is effective for annual and interim periods beginning after December 15, 2014, with early adoption permitted. The Company has elected early adoption of ASU 2014-08 and has applied the new guidance in connection with its plan to discontinue the operations of its wholly-owned subsidiary, Metabolix GmbH, and to sell all or part of the operations of Metabolix GmbH in connection with the continuing shift in the Company's focus to commercializing performance additive solutions based on PHA biopolymers. See Note 14, Discontinued Operations.

During the quarter ended September 30, 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which supersedes all existing revenue recognition requirements, including most industry-specific guidance. The new standard requires a company to recognize revenue when it transfers goods or services to customers in an amount that reflects the consideration that the company expects to receive for those goods or services. It also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The new standard will be effective for annual and interim periods beginning on or after December 15, 2016, and will be effective for

the Company beginning on January 1, 2017. The amendment allows for two methods of adoption, a full retrospective method or a modified retrospective approach with the cumulative effect recognized at the date of initial application. Early adoption is not permitted. We are currently evaluating the method of adoption and potential impact that Topic 606 may have on our financial position and results of operations.

In August 2014, the FASB issued an amendment that requires management to assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. The amendments in this update provide guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern for one year after the date that the financial statements are issued and to provide related footnote disclosures. In doing so, the amendments should reduce diversity in the timing and content of footnote disclosures. The amendments in this update apply to all entities and are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. The Company is currently reviewing the potential impact of adopting the new guidance.

4. BASIC AND DILUTED NET INCOME (LOSS) PER SHARE

Basic net income (loss) per share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding. Common stock equivalents include stock options and warrants. Diluted net income (loss) per share is computed by dividing net income (loss) by the weighted-average number of dilutive common shares outstanding during the period. Diluted shares outstanding is calculated by adding to the weighted shares outstanding any potential (unissued) shares of common stock from outstanding stock options and warrants based on the treasury stock method. In periods when a net loss is reported, all common stock equivalents are excluded from the calculation because they would have an anti-dilutive effect, meaning the loss per share would be reduced. Therefore, in periods when a loss is reported there is no difference in basic and diluted loss per share.

The Company follows the two-class method when computing net loss per share, as it had issued shares that meet the definition of participating securities. The two-class method determines net loss per share for each class of common and participating securities according to dividends declared or accumulated and participating rights in undistributed earnings. The two-class method requires income available to common stockholders for the period to be allocated between common and participating securities based on their respective rights to receive dividends, as if all income for the period has been distributed or losses to be allocated if they are contractually required to fund losses. There were no amounts allocated to participating securities in the three or nine months ended September 30, 2014, as the Company was in a loss position.

The number of shares of potentially dilutive common stock related to options, convertible preferred stock and warrants that were excluded from the calculation of dilutive shares since the inclusion of such shares would be anti-dilutive for the three and nine months ended September 30, 2014 and 2013, respectively, are shown below:

	Three Months Ended September 30,	Nine Months Ended September 30,

	2014	2013	2014	2013
Options	7,014,306	6,195,437	7,307,279	5,675,833
Convertible Series B Preferred Stock	50,000,000	—	50,000,000	—
Warrants	—	4,086	—	4,086
Total	57,014,306	6,199,523	57,307,279	5,679,919

On August 22, 2014, the Company completed a private placement of $25,000 of Company securities. The securities issued included 50,000 shares of Series B Convertible Preferred Stock. Each share of Preferred Stock automatically converted to 1,000 shares of Common Stock on October 30, 2014, upon the Company's filing of a charter amendment to increase the number of authorized shares of Common Stock to 250,000,000. The potentially dilutive common stock equivalent of the Preferred Shares at September 30, 2014, on a post-conversion basis, was 50,000,000 shares. See Note 15, Capital Stock.

5. INVENTORY

The components of biopolymer inventories of the Company's continuing operations are as follows:

	September 30, 2014	December 31, 2013
Raw materials	$ 1	$ 208
Finished goods	843	1,713
Total inventory	$ 844	$ 1,921

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Included within finished goods at September 30, 2014 and December 31, 2013, are $261 and $476, respectively, of inventory that the Company has sold and shipped to customers for which the Company has not yet recognized revenue under its product revenue recognition policy. On a quarterly basis, the Company uses consistent methodologies to evaluate inventory for net realizable value; reducing the value of inventory for excess and obsolete inventory based upon certain assumptions made about future customer demand, quality and possible alternative uses. During the three and nine months ended September 30, 2014, the Company recorded charges of $657 and $886, respectively, to cost of product revenue for raw material and finished goods inventory that it determined was unlikely to be sold. The Company also recorded a charge of $891 during the quarter ended September 30, 2014, within discontinued operations for the write-down of inventory to its estimated fair value.

6. INVESTMENTS

Investments consist of the following:

	Amortized Cost	Unrealized Gain	Unrealized (Loss)	Market Value
December 31, 2013				
Short-term investments:				
Government sponsored enterprises	$ 11,510	$ 1	$ —	$ 11,511
Total	$ 11,510	$ 1	$ —	$ 11,511

The Company had no investments at September 30, 2014, and therefore there were no marketable securities available-for-sale as of that date.

7. FAIR VALUE MEASUREMENTS

The Company has certain financial assets recorded at fair value which have been classified as either Level 1 or 2 within the fair value hierarchy as described in the accounting standards for fair value measurements. Fair value is the price that would be received from the sale of an asset or the price paid to transfer a liability in an orderly transaction between independent market participants at the measurement date. Fair values determined by Level 1 inputs utilize observable data such as quoted prices in active markets. Fair values determined by Level 2 inputs utilize data points other than quoted prices in active markets that are observable either directly or indirectly. Fair values determined by Level 3 inputs utilize unobservable data points in which there is little or no market data, which require the reporting entity to develop its own assumptions. The fair value hierarchy level is determined by the lowest level of significant input. At September 30, 2014, the Company did not own any Level 2 or Level 3 financial assets. At December 31, 2013, the Company did not own any Level 3 financial assets.

The Company's financial assets classified as Level 2 at December 31, 2013, were initially valued at the transaction price and subsequently valued utilizing third party pricing services. Because the Company's investment portfolio may include securities that do not always trade on a daily basis, the pricing services use many observable market inputs to determine value including reportable trades, benchmark yields and benchmarking of like securities. The Company validates the prices provided by the third party pricing services by reviewing their pricing methods and obtaining market values from other pricing sources. After completing the validation procedures, the Company did not adjust or override any fair value measurements provided by these pricing services as of December 31, 2013.

The tables below present information about the Company's assets that are measured at fair value on a recurring basis as of September 30, 2014 and December 31, 2013 and indicate the fair value hierarchy of the valuation techniques utilized to determine such fair value.

	Fair value measurements at reporting date using			
Description	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Balance as of September 30, 2014
Cash equivalents:				
Money market funds	$ 23,011	$ —	$ —	$ 23,011
Total	$ 23,011	$ —	$ —	$ 23,011

Description	Fair value measurements at reporting date using: Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Balance as of December 31, 2013
Cash equivalents:				
Money market funds	$ 6,332	$ —	$ —	$ 6,332
Short-term investments:				
Government securities	—	11,511	—	11,511
Total	$ 6,332	$ 11,511	$ —	$ 17,843

The Company considers all highly liquid investments purchased with an original maturity date of ninety days or less at the date of purchase to be cash equivalents, and investments purchased with an original maturity date of ninety days or more at the date of purchase and a maturity date of one year or less at the balance sheet date to be short-term investments. All other investments are classified as long-term. There were no long or short-term investments as of September 30, 2014, and no long-term investments at December 31, 2013.

8. ACCRUED EXPENSES

Accrued expenses consisted of the following at:

	September 30, 2014	December 31, 2013
Employee compensation and benefits	$ 2,262	$ 2,595
Professional services	646	578
Manufacturing related	247	815
Other	419	904
Total accrued expenses	$ 3,574	$ 4,892

9. STOCK-BASED COMPENSATION

Employee and Director Stock Options

The Company recognized stock-based compensation expense related to employee stock option awards of $533 and $1,912 for the three and nine months ended September 30, 2014, respectively. Stock-based compensation expense related to employee stock option awards was $764 and $2,441 for the three and nine months ended September 30, 2013, respectively. At September 30, 2014, there was approximately $2,528 of pre-tax stock-based compensation expense, net of estimated forfeitures, related to unvested awards not yet recognized, which is expected to be recognized over a weighted average period of 2.5 years.

The Company's Board of Directors granted on December 19, 2013, a stock option for the purchase of 1,150,000 shares of common stock to its Chief Executive Officer in connection with his agreement to serve as a member of the Company's Board on that date and as an inducement for him to accept employment with the Company starting in January 2014. This option was not granted under any of the Company's stock option plans. The option has an exercise price equal to the fair market value of the Company's common stock at the date of grant, and it has a four-year vesting schedule (subject to certain accelerated and continued vesting events) in which 25%, 25% and 50% of the option vests on the 2nd, 3rd and 4th anniversary dates, respectively, of his commencing employment on January 2, 2014. The shares underlying this option were registered with the Securities and Exchange Commission on March 28, 2014.

The Company's Chief Executive Officer also agreed to purchase 250,000 shares of the Company's common stock at a price 10% below the closing price of the Company's common stock on December 19, 2013 (subject to a one-year holding period). This represented an option that was agreed to pursuant to his employment agreement and not under any of the Company's stock option plans. In January 2014, the Chief Executive Officer purchased the shares for an aggregate price of $300,000.

A summary of option activity for the nine months ended September 30, 2014 is as follows:

	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2013	6,201,429	$ 5.68
Granted	2,035,125	1.28
Exercised	(250,000)	1.20
Forfeited	(489,165)	2.55
Expired	(521,400)	8.12
Outstanding at September 30, 2014	6,975,989	4.60
Options exercisable at September 30, 2014	4,373,978	$ 6.33
Weighted average grant date fair value of options granted during the nine months ended September 30, 2014		$ 0.83

For the nine months ended September 30, 2014 and 2013, the Company determined the fair value of stock options using the Black-Scholes option pricing model with the following assumptions for option grants, respectively:

Nine Months Ended

	September 30, 2014	September 30, 2013
Expected dividend yield	—	—
Risk-free rate	1.71%	1.02%
Expected option term (in years)	5.35	5.99
Volatility	85%	84%

Restricted Stock Units

On January 2, 2014, the Company awarded 600,000 restricted stock units to its Chief Executive Officer. These restricted stock units contain both market and performance conditions which are based on the achievement of certain stock price and revenue targets, respectively. The restricted stock units vest in various percentages over three years (subject to certain accelerated and continued vesting events) once the agreed-upon stock price and/or revenue based targets are achieved. To the extent that the market or performance conditions are not met by January 2, 2016, the restricted stock units will be forfeited.

The Company estimated the fair value and derived service period of the awards using a Monte Carlo valuation model. The Company is recognizing compensation expense for this award over its requisite service period, which is equal to the cumulative time expected to achieve one of the triggering conditions followed by a three year post-triggering event vesting period.

10. COMMITMENTS AND CONTINGENCIES

Litigation

From time to time, the Company may be subject to legal proceedings and claims in the ordinary course of business. The Company is not currently aware of any such proceedings or claims that it believes will have, individually or in the aggregate, a material adverse effect on the business, financial condition or the results of operations.

11. GEOGRAPHIC AND SEGMENT INFORMATION

The accounting guidance for segment reporting establishes standards for reporting information on operating segments in annual financial statements. The Company operates in one segment, which is the business of developing and commercializing technologies for the production of PHA performance biopolymers. The Company's chief operating decision-maker does not manage any part of the Company separately, and the allocation of resources and assessment of performance are based on the Company's consolidated operating results.

As of September 30, 2014, 2% of the combined total assets of the Company's continuing operations were located outside of the United States and the reported net income (loss) from continuing operations outside of the United States for the three and nine months ended September 30, 2014 and 2013 was less than 1% of the combined net loss of the consolidated Company.

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The geographic distribution of the Company's revenues and long-lived assets from continuing operations is summarized as follows:

	U.S.	Canada	Eliminations	Total
Three Months Ended September 30, 2014:				
Net revenues from unaffiliated customers	$ 600	$ 32	$ —	$ 632
Inter-geographic revenues	—	185	(185)	—
Net revenues	$ 600	$ 217	$ (185)	$ 632
Three Months Ended September 30, 2013:				
Net revenues from unaffiliated customers	$ 573	$ 56	$ —	$ 629
Inter-geographic revenues	—	175	(175)	—
Net revenues	$ 573	$ 231	$ (175)	$ 629
Nine Months Ended September 30, 2014:				
Net revenues from unaffiliated customers	$ 1,830	$ 114	$ —	$ 1,944
Inter-geographic revenues	—	545	(545)	—
Net revenues	$ 1,830	$ 659	$ (545)	$ 1,944
Nine Months Ended September 30, 2013:				
Net revenues from unaffiliated customers	$ 3,516	$ 232	$ —	$ 3,748
Inter-geographic revenues	—	586	(586)	—
Net revenues	$ 3,516	$ 818	$ (586)	$ 3,748

Foreign revenue is based on the country in which the Company's subsidiary that earned the revenue is domiciled. During the three and nine months ended September 30, 2014, revenue earned from the Company's REFABB grant with the U.S. Department of Energy totaled $290 and $898, respectively, and represented 46% and 46% of total revenue for the three and nine months ended September 30, 2014, respectively. During the three and nine months ended September 30, 2013, revenue earned from the Company's REFABB grant with the U.S. Department of Energy totaled $362 and $1,213, respectively, and represented 57% and 32%, respectively, of total revenue. Product customers comprising 10% or more of the Company's total revenues include one customer at 10% for the three months ended September 30, 2014. There were none during the three months ended September 30, 2013 or during the nine months ended September 30, 2014 and September 30, 2013.

The geographic distribution of the Company's long-lived assets is summarized as follows:

	U.S.	Canada	Eliminations	Total

September 30, 2014	$	496	$	20	$	—	$	516
December 31, 2013	$	752	$	41	$	—	$	793

12. INCOME TAXES

Deferred tax assets and deferred tax liabilities are recognized based on temporary differences between the financial reporting and tax basis of assets and liabilities using future enacted rates. A valuation allowance is recorded against deferred tax assets if it is more likely than not that some or all of the deferred tax assets will not be realized.

For the three and nine months ended September 30, 2014 and 2013, the Company did not recognize any tax expense or benefit due to its continued net operating loss position. Due to the uncertainty surrounding the realization of favorable tax attributes in future tax returns, the Company has recorded a full valuation allowance against its otherwise recognizable net deferred tax assets.

The Company follows the accounting guidance related to income taxes including guidance which addresses accounting for uncertainty in income taxes. This guidance prescribes a threshold for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosures and transitions. The Company had no amounts recorded for any unrecognized tax benefits as of September 30, 2014 or December 31, 2013.

The tax years 2011 through 2013 remain open to examination by major taxing jurisdictions to which the Company is subject, which are primarily in the U.S. Additionally, the Company can be audited for any loss year up to three years after the year in which the loss is utilized to offset taxable income. This would include loss years prior to 2011.

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The Company's policy is to record estimated interest and penalties related to uncertain tax positions in income tax expense. As of September 30, 2014, and December 31, 2013, the Company had no accrued interest or penalties recorded related to uncertain tax positions.

At December 31, 2013, the Company had net operating loss carryforwards (NOLs) for federal and state income tax purposes of approximately $236,705 and $148,783, respectively. Included in the federal and state net operating loss carryforwards is approximately $19,213 of deductions related to the exercise of stock options subsequent to the adoption of amended accounting guidance related to stock-based compensation. This amount represents an excess tax benefit as defined under the amended accounting guidance related to stock-based compensation and has not been recorded as a deferred tax asset. The Company's existing federal and state net operating loss carryforwards begin to expire in 2019 and 2014, respectively. The Company also had available research and development credits for federal and state income tax purposes of approximately $5,281 and $3,920, respectively. These federal and state research and development credits will begin to expire in 2019 and 2016, respectively. As of December 31, 2013, the Company also had available investment tax credits for state income tax purposes of $86, which begin to expire in 2014. Management of the Company has evaluated the positive and negative evidence bearing upon the realizability of its deferred tax assets, which are comprised principally of net operating loss carryforwards and research and development credits. Under the applicable accounting standards, management has considered the Company's history of losses and concluded that it is more likely than not that the Company will not recognize the benefits of federal and state deferred tax assets. Accordingly, a full valuation allowance has been established against the deferred tax assets.

Utilization of the net operating loss and research and development credit carryforwards most likely will be subject to significant annual limitation under Section 382 of the Internal Revenue Code of 1986 due to cumulative ownership changes that have occurred previously or that may occur in the future in connection with the Company's financing plans. Such ownership changes could limit the amount of net operating loss and research and development credit carryforwards that can be utilized annually to offset future taxable income and tax, respectively. The Company completed an evaluation of its ownership changes through December 31, 2012 and has determined that its NOL and R&D credit carryforwards as of that date were not subject to an annual limitation under Section 382. Although an evaluation of ownership changes through September 30, 2014 has not been completed, the Company's NOL and R&D credit carryforwards most likely will be limited as a result of the equity offering completed in August 2014 and other cumulative ownership changes.

No additional provision has been made for U.S. income taxes related to the undistributed earnings of the wholly-owned subsidiaries of Metabolix, Inc. or for unrecognized deferred tax liabilities for temporary differences related to investments in subsidiaries. As such, earnings are expected to be permanently reinvested, the investments are essentially permanent in duration, or the Company has concluded that no additional tax liability will arise as a result of the distribution of such earnings. A liability could arise if amounts are distributed by such subsidiaries or if such subsidiaries are ultimately disposed. It is not practical to estimate the additional income taxes related to permanently reinvested earnings or the basis differences related to investment in subsidiaries. Unremitted earnings at December 31, 2013 approximated $273.

13. RELATED PARTIES

The Company engaged in various transactions with Tepha, Inc., a related party, and recorded $127 and $194 of license and royalty revenue during the three months and nine months ended September 30, 2014, respectively. During the three and nine months ended September 30, 2013, the Company recorded license and royalty revenue from Tepha of $27 and $118, respectively. As of September 30, 2014, the Company had $75 of outstanding receivables due from Tepha for royalties. There was an outstanding receivable of $51 due from Tepha at December 31, 2013. At September 30, 2014, the Company had a total balance of $44 due for reimbursement of amounts paid in connection with the short-term disability of one of the Company's executive officers. The Company expects to receive $20 from the Company's short-term disability insurance carrier and the remaining balance from the executive.

14. DISCONTINUED OPERATION

On September 30, 2014, the Company's Board of Directors approved a plan to discontinue the operations of the Company's wholly-owned German subsidiary, Metabolix GmbH, and authorized the sale of substantially all of the assets of Metabolix GmbH in connection with the continuing strategic shift in the Company's focus to commercializing performance additive solutions based on PHA biopolymers. Assets of the discontinued operation available for sale at September 30, 2014, and December 31, 2013, of $292 and $2,153, respectively, primarily consist of commercial inventory and are shown in the Company's consolidated balance sheet under the caption "assets of disposal group classified as held for sale".

The following represents the major items comprising loss from discontinued operations for the three and nine months ended September 30, 2014 and 2013.

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Total revenue	$ 434	$ 225	$ 1,361	$ 756
Costs and expenses:				
Cost of product revenue	413	329	405	691
Research and development	15	128	242	247
Selling, general and administrative	300	521	2,144	1,345
Loss from write-down of assets held for sale	891	—	891	—
Total costs and expenses	1,619	978	3,682	2,283
Net loss	$ (1,185)	$ (753)	$ (2,321)	$ (1,527)

On October 20, 2014, the Company completed a sale of substantially all of the assets of Metabolix GmbH to AKRO-PLASTIC GmbH, a German manufacturer of engineering plastics compounds. The Company will not have significant involvement in the operations formerly conducted by Metabolix GmbH.

15: CAPITAL STOCK

Common and Preferred Stock Issuances

On August 22, 2014, the Company completed a private placement of Company securities. Proceeds received from the transaction were $24,913, net of issuance costs of $87. Investors participating in the transaction purchased a total of 50,000,000 units of the Company's securities at a price of $0.50 per unit. Each unit consisted of one share of the Company's common stock and one one-thousandth of a share of the Company's Series B Convertible Preferred Stock, for a total of 50,000,000 shares of common stock and 50,000 shares of Series B Convertible Preferred Stock. Each share of the preferred stock issued in the transaction was non-voting, was not redeemable, had no liquidation preference and the only conversion rights were that each share was automatically convertible into 1,000 shares of common stock upon the effectiveness of the filing by the Company of a charter amendment to increase the number of shares of authorized common stock to not less than 150,000,000. On October 30, 2014, following stockholder approval of a charter amendment to increase the number of authorized shares of the Company's common stock to 250,000,000 and the effectiveness of such charter amendment, each share of preferred stock issued in the private placement automatically converted into 1,000 shares of common stock, for a total of 50,000,000 additional shares of common stock.

16. SUBSEQUENT EVENT

In October 2014, the Company initiated a restructuring of its U.S. organization to reflect the Company's strategic focus on PHA performance biopolymers and to modify staffing to the level the Company believes necessary to support successful implementation of its current business strategy. The scope of the restructuring also reflects the Company's decision, consistent with its current business strategy, to suspend work in its chemicals program. The Company expects to record restructuring charges of approximately $685 during its fourth fiscal quarter of 2014, related to post-employment benefits in accordance with ASC 420-10, *Exit or Disposal Cost Obligations*.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

(All dollar amounts are stated in thousands)

Forward Looking Statements

This quarterly report on Form 10-Q contains "forward-looking statements" within the meaning of 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements relate to our future plans, objectives, expectations and intentions and may be identified by words such as "may," "will," "should," "expects," "plans," "anticipate," "intends," "target," "projects," "contemplates," "believe," "estimates," "predicts," "potential," and "continue," or similar words.

Although we believe that our expectations are based on reasonable assumptions within the limits of our knowledge of our business and operations, the forward-looking statements contained in this document are neither promises nor guarantees. Our business is subject to significant risk and uncertainties and there can be no assurance that our actual results will not differ materially from our expectations. These forward looking statements include, but are not limited to, statements regarding the Company's business plans and strategies; expectations for establishing commercial PHA biopolymer manufacturing; expected market demand and commercialization plans for the Company's PHA biopolymer products; expected future financial results and cash requirements; plans for obtaining additional funding; plans and expectations that depend on the Company's ability to continue as a going concern; and expectations for future research, product development and collaborations. 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, without limitation, risks related to our limited cash resources, uncertainty about our ability to secure additional funding, dependence on establishing a manufacturing source for our products, risks related to the development and commercialization of our PHA performance biopolymers, risks related to the execution of our business plans and strategies and risks associated with the protection and enforcement of our intellectual property rights, as well as other risks and uncertainties set forth under the caption "Risk Factors" in Part I, Item 1A, of our Annual Report on Form 10-K for the year ended December 31, 2013.

The forward-looking statements and risk factors presented in this document are made only as of the date hereof and we do not intend to update any of these risk factors or to publicly announce the results of any revisions to any of our forward-looking statements other than as required under the federal securities laws.

Overview

Metabolix is an advanced biomaterials company focused on delivering sustainable solutions to the plastics industry. We have core capabilities in microbial genetics, fermentation process engineering, chemical engineering, polymer science, plant genetics and botanical science, and we have assembled these capabilities in a way that has allowed us to integrate our biotechnology research with real world chemical engineering and industrial practice. In addition, we have created an extensive intellectual property portfolio to protect our innovations which, together with our technology, serves as a valuable foundation for our business and future industry collaborations.

Metabolix was formed to leverage the ability of natural systems to produce complex biopolymers from renewable resources. We have focused on a family of biopolymers found in nature called PHAs, which occur naturally in living organisms and are chemically similar to polyesters. We have demonstrated the production of PHAs at industrial scale for biopolymers. We have also demonstrated the production of PHA precursors to certain biobased industrial chemicals and polyhydroxybutyrate ("PHB"), a subclass of PHAs, in agriculturally significant non-food crops.

In 2014, we conducted a comprehensive strategic review of our business and determined to focus the Company's resources on commercializing PHA performance biopolymers. This will result in specifically targeting our research, development and commercial resources on the use of our Mirel PHA biopolymers as performance additives in target applications where they can improve performance and or reduce cost in other material systems such as PVC and PLA. We also expect to address applications where the performance, biodegradability, biobased content and other attributes of our PHA biopolymers provide unique functional advantages, such as biodegradation, required by such applications, including PHA coated paper and PHA micropowders. In connection with this more focused business strategy, we also decided to discontinue our operations in Germany, to suspend work in our chemicals program and we are planning to spin out our crops program.

On October 20, 2014, we completed the sale of substantially all of the assets of our wholly-owned German subsidiary, Metabolix GmbH, to AKRO-PLASTIC GmbH ("Akro"), a German manufacturer of engineering plastics compounds. Metabolix GmbH had been engaged primarily in the marketing and sale of compounded resins used in compostable film and bag applications. In the sale transaction, Akro acquired our technology for Mvera™ B5010 and B5011 compostable resin products for film, as well as certain inventory, certain contracts, and the Mvera™ trademark. Akro also took over the Metabolix GmbH employees and office space. The purpose of this sale was to simplify our business structure and focus resources on the success of our core biopolymers business based on PHA performance additives.

In October 2014, we also implemented a restructuring of our U.S. organization to reflect our more narrow strategic focus on PHA biopolymers and to modify staffing to the level we believe necessary to support successful implementation of our business strategy. The scope of the restructuring also reflects our decision to suspend work in our chemicals program.

From 2004 through 2011, we developed and began commercialization of our PHA biopolymers through a technology alliance and subsequent commercial alliance with a wholly-owned subsidiary of Archer Daniels Midland Company ("ADM"). Under the commercial alliance, ADM was responsible for resin manufacturing, and we were primarily responsible for product development, compounding, marketing and sales. Through this alliance, the companies established a joint venture company, Telles, LLC ("Telles"), to commercialize PHA biopolymer products. ADM terminated the Telles joint venture early in 2012. We retained significant rights

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and assets associated with the PHA biopolymers business. We hold exclusive rights to the Metabolix technology and intellectual property used in the joint venture. We also acquired all of Telles's inventory and compounding raw materials, all product certifications and all product trademarks including Mirel™ and Mvera™ .

During 2012, we evaluated the potential applications for our biopolymer products and narrowed our market development focus to certain high value market segments: (i) performance additives, including film and bag applications; and (ii) functional biodegradation. In 2012 and 2013, we developed and launched a range of new products including compounded compostable film grade resins and polymeric modifiers for polyvinyl chloride ("PVC") and poly lactic acid ("PLA").

We have supplied customers with PHA inventory manufactured under the Telles joint venture since 2012. In addition, we have supplemented this inventory with PHA materials derived from our pilot manufacturing capability, as well as other materials purchased from third parties. We have begun implementing a plan to establish intermediate-scale commercial PHA manufacturing capacity of 2.5 to 5.0 kilo tonnes per year in late 2015. In the third quarter of 2014, we moved forward with a preliminary engineering study and implementation planning for the retrofit of an existing contract manufacturing facility we have targeted for commercial PHA production. In this detailed evaluation of the site, we are developing an operational budget, capital budget and construction timeline. Our goal is to sign a contract manufacturing agreement with the owner of the site by the end of 2014. Once our PHA supply chain is fully established, we expect to transition away from using inventory acquired from Telles and supply performance PHA additives to our customers from this new captive capacity.

As noted above, we are suspending work in our biobased chemicals program. In this program, we were exploring the use of our PHA technology platform to produce C4 and C3 chemicals from biobased PHA precursors, as opposed to the fossil fuels that are used to produce most industrial chemicals today. Although we believe that developing and commercializing biobased C4 and C3 chemicals could represent an attractive future application of our technology, we have decided to focus our resources on the development of our PHA performance biopolymers business.

For more than 13 years, Metabolix has conducted a research program in crop science with the intent to harness the renewable nature of plants to make renewable chemicals and bioenergy from crops. Historically, the focal point of our crop technology efforts is around PHB, the simplest member of the PHA family of biopolymers. While applications for PHAs have focused mainly on their use as biodegradable bioplastics, these polymers have a number of other unique attributes that allow potential use in other applications, such as the production of chemical intermediates, as value-added animal feeds or to produce energy. In our crops research program we have been working to create proprietary systems to produce PHB in high concentration in the leaves of biomass crops or in the seeds of oilseed crops for these applications.

Metabolix has secured several grants to support its crop science research program. In 2011, Metabolix was awarded a $6 million grant by the U.S. Department of Energy ("DOE") to engineer switchgrass to produce 10 percent PHB, by weight, in the whole plant and to develop methods to thermally convert the PHB-containing biomass to crotonic acid and a higher density residual biomass fraction for production of bioenergy. During 2012 and 2013, Metabolix was awarded additional grants for leading-edge crop research targeting multi-gene expression and transformation of plants including important biofuel and food crops. In 2014, we have continued to conduct crop research under grants, focused primarily on increasing PHB production in switchgrass and developing a thermal conversion process to recover crotonic acid.

In conjunction with conducting research to increase the yield of PHB in switchgrass and camelina, we have been developing tools and intellectual property around enhancing the photosynthetic capacity of plants, a core capability for improved crop yield. The computational methods and technology for identifying and expressing gene transcription factors in plants which we developed in our crop science program may have the potential to increase plant photosynthesis, leading to increases in biomass, seed yield, starch and oil content. We have validated a model system in switchgrass showing the potential for increased photosynthetic efficiency, increased biomass and significantly higher production of sugar and starch levels versus controls. We believe this research may have applicability to a range of food, feed and biomass crops where there is a focus on improving crop yield. In connection with our broader plan to focus the Company's resources on our PHA performance biopolymers business, we are seeking to spin out our crops program to allow further development and commercialization of this technology under a different ownership structure.. However, there can be no assurance that we will be successful in establishing or maintaining suitable business arrangements for the spin out of this activity.

On August 22, 2014, the Company completed a private placement of equity securities. Proceeds received from the private placement were $24,913, net of issuance costs of $87. This was an important step towards our goal of raising $50,000 to $60,000. Even with this financing, and anticipated reduced cash usage in 2015 as a result of the discontinuation of our German operations, restructuring of our U.S. organization and other cost-containment measures, we will require significant additional funding during 2015 to continue to fund our operations and to support our capital needs. The timing, structure and vehicles for obtaining future financing are under consideration by the Company and such financing may be accomplished in stages. Our goal is to use future financings to

continue building an intermediate scale specialty biopolymers business based on PHA additives that will serve as the foundation for our longer range plans and future growth of our business, but there can be no assurance that additional financing efforts will be successful.

As of September 30, 2014, we had an accumulated deficit of $295,820 and total stockholders' equity was $24,395.

Collaborative Arrangements

We are not currently participating in any collaborative arrangements. Our historical strategy for collaborative arrangements has been to retain substantial participation in the future economic value of our technology while receiving current cash payments to offset research and development costs and working capital needs. By their nature, our collaborative agreements have been complex, containing multiple elements covering a variety of present and future activities.

Government Grants

As of September 30, 2014, expected gross proceeds of $1,750 remain to be received under our U.S. and foreign government grants, which includes amounts for reimbursement to our subcontractors, as well as reimbursement for our employees' time, benefits and other expenses related to future performance. Our German AiF Project grant was terminated in October 2014, in connection with our plan to discontinue the operations of Metabolix GmbH. Total government funds related to AiF Project grant has been adjusted to reflect the early termination.

The status of our United States and foreign government grants is as follows:

Program Title	Funding Agency	Total Government Funds	Total received through September 30, 2014	Remaining amount available as of September 30, 2014	Contract/Grant Expiration
Renewable Enhanced Feedstocks For Advanced Biofuels And Bioproducts	Department of Energy	$ 6,000	$ 4,578	$ 1,422	September 2015
Subcontract from University of California (Los Angeles) project funded by ARPA-E entitled "Plants Engineered to Replace Oil: Energy Plant Design"	Department of Energy	566	566	—	September 2014
Capacity Building for Commercial-Scale PHB Camelina Development	National Research Council Canada	304	275	29	September 2014
Subcontract from University of Massachusetts (Amherst) project funded by ARPA-E entitled "Development of a Dedicated High Value Biofuels Crop"	Department of Energy	663	437	226	December 2014
Development of a Sustainable Value Added Fish Feed Using PHB Producing Camelina	National Research Council Canada	108	72	36	January 2015
Screening and Improvement of Polyhydroxybuyrate (PHB) Production Camelina Sativa Lines for Field Cultivation	Canadian Agricultural Adaptation Program (CAAP)	45	45	—	December 2013
Central Innovation Program for	AiF Project GmbH	84	47	37	October 2014

Medium-Sized Companies (ZIM) — Cooperation Project (KF)- Development of New PHB Blends for Innovative Applications			
Total	$ 7,770	$ 6,020	$ 1,750

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Critical Accounting Estimates and Judgments

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, inventory valuation and stock-based compensation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The significant accounting policies used in preparation of these condensed consolidated financial statements for the three and nine months ended September 30, 2014, are consistent with those discussed in Note 2 to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2013. The critical accounting policies and the significant judgments and estimates used in the preparation of our consolidated financial statements for the three and nine months ended September 30, 2014, are consistent with those discussed in our Annual Report on Form 10-K for the year ended December 31, 2013, in the section captioned "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Estimates and Judgments."

Results of Operations

Comparison of the Three Months Ended September 30, 2014 and 2013

Revenue

	Three Months Ended September 30, 2014	2013	Change
Product revenue	$ 115	$ 39	$ 76
Grant revenue	390	563	(173)
License fee and royalty revenue	127	27	100
Total revenue	$ 632	$ 629	$ 3

Total revenue from continuing operations was $632 and $629 for the three months ended September 30, 2014 and 2013, respectively. During the three months ended September 30, 2014 and 2013, we recognized $115 and $39, respectively, of revenue related to the sale of biopolymer products. The increase of $76 was primarily related to increased sales of compounded product. Product revenue recognized during the three months ended September 30, 2014 and 2013, includes $86 and $20, respectively, of previously deferred revenue from shipments to customers made during prior periods. Our product revenue recognition policy is to defer product revenue recognition until the later of sixty days or cash receipt. At September 30, 2014, short-term deferred revenue of $305 shown on our balance sheet includes $248 of deferred product revenue, nearly all of which is expected to be recognized during the quarter ended December 31, 2014. During the three months ended September 30, 2014, we recognized $390 of government grant revenue compared to $563 for the same period in 2013. Grant revenue for the three months ended September 30, 2014 and 2013 primarily consisted of $290 and $362, respectively, in revenue earned from the Renewable Enhanced Feedstocks for Advanced Biofuels and Bioproducts ("REFABB") grant. The decrease in grant revenue of $173 was primarily related to the completion and utilization of allocated funds of the UCLA ARPA-E grant.

Although there may be fluctuations from period to period, we anticipate that product revenue from continuing operations will increase over the next twelve months as we commercialize our PHA performance biopolymers in performance additive applications.

Costs and Expenses

	Three Months Ended September 30, 2014	2013	Change
Cost of product revenue	$ 786	$ 130	$ 656
Research and development expenses	4,088	4,515	(427)
Selling, general, and administrative expenses	2,472	2,473	(1)
Total costs and expenses	$ 7,346	$ 7,118	$ 228

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Cost of Product Revenue

Cost of product revenue from continuing operations was $786 and $130 for the three months ended September 30, 2014 and 2013, respectively. These costs primarily include inventory impairment expense and the cost of inventory associated with product revenue recognized during the respective periods. The increase of $656 is primarily attributable to an increase in inventory impairment expense. During the three months ended September 30, 2014, we evaluated our inventory in order to determine whether its current book value was below the cash value we expect to realize from its sale. During the three months ended September 30, 2014, we recorded an impairment charge of $657 for slow moving or obsolete inventory that we determined was unlikely to be sold.

Cost of product revenue for each period shown also includes the cost of sample inventory shipped to prospective customers, warehousing, product packaging and certain freight charges.

Although there may be fluctuations from period to period, we expect our overall cost of product revenue for continuing operations will decrease over the next twelve months, as cost of product revenue in the current period was higher due to inventory impairments.

Research and Development Expenses

Research and development expenses from continuing operations were $4,088 and $4,515 for the three months ended September 30, 2014 and 2013, respectively. The decrease of $427 was primarily due to a decrease in employee compensation and related benefit expenses. Employee compensation and related benefit expenses were $2,116 and $2,538 for the three months ended September 30, 2014 and 2013, respectively. The decrease of $422 was primarily attributable to decreases in headcount and employee stock compensation expense. In addition, sponsored research expenses were lower by $126 between the two three month periods. These reductions were partially offset by an increase in expense for production of pilot material. Pilot material production expenses increased to $807 during the three months ended September 30, 2014, from $498 for the respective period in 2013, due to an increase in activity at our third party biopolymer pilot manufacturing sites.

We expect research and development expenses for the next twelve months to decrease as a result of the restructuring of our U.S. organization, the suspension of work in our chemicals program and the planned spin-out of our crops program. However, we expect that these decreases will be partially offset by the costs of engineering and implementation planning for the retrofit of an existing contract manufacturing facility we have targeted for intermediate-scale commercial PHA production.

Selling, General and Administrative Expenses

Selling, general and administrative expenses from continuing operations were consistent at $2,472 and $2,473 for the three months ended September 30, 2014 and 2013, respectively.

We expect our selling, general and administrative expenses for the next twelve months to decrease as a result of the restructuring undertaken in October 2014 and as we simplify our business structure and focus resources on the success of our core PHA performance biopolymers business.

Other Income (Expense), Net

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Change
Interest income, net	$ 4	$ 4	$ —
Other income (expense), net	2	(13)	15
Total other income (expense), net	$ 6	$ (9)	$ 15

Other income (expense), net was an income of $6 and expense of $9 for the three months ended September 30, 2014 and 2013, respectively. Other income (expense), net during both periods consisted primarily of income from our investments, realized foreign currency gain or loss, offset by investment management and custodial fees.

Comparison of the Nine Months Ended September 30, 2014 and 2013

Revenue

	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Change
Product revenue	$ 428	$ 1,120	$ (692)
Grant revenue	1,301	1,871	(570)
Research and development revenue	—	618	(618)
License fee and royalty revenue	215	139	76
Total revenue	$ 1,944	$ 3,748	$ (1,804)

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Total revenue from continuing operations was $1,944 and $3,748 for the nine months ended September 30, 2014 and 2013, respectively. During the nine months ended September 30, 2014 and 2013, we recognized $428 and $1,120, respectively, of product revenue related to the sale of biopolymers. The decrease of $692 is primarily attributable to sales of excess raw materials completed during the prior year that did not recur during the nine months ended September 30, 2014. At September 30, 2014, short-term deferred revenue of $305 shown on our balance sheet includes $248 of deferred product revenue, nearly all of which is expected to be recognized during the quarter ending September 30, 2014. Our product revenue recognition policy is to defer product revenue recognition until the later of sixty days or cash receipt. Grant revenue was $1,301 and $1,871 for the nine months ended September 30, 2014 and 2013, respectively. The decrease of $570 consisted primarily of a net decrease in revenue recognized from the REFABB grant of $315 in comparison to the nine months ended September 30, 2013 as a result of reduction in labor and other direct charges incurred in connection with the grant. In addition, the completion and utilization of allocated funds of the UCLA ARPA-E grant resulted in a net decrease in revenue recognized of $201 in comparison to the nine months ended September 30, 2013. During the nine months ended September 30, 2013, we also recognized $618 of research and development revenue, which was attributable to a funded research and development arrangement with a third party that ended during the second quarter of 2013.

Although there may be fluctuations from period to period, we anticipate that product revenue from continuing operations will increase over the next twelve months as we commercialize our PHA performance biopolymers in performance additive applications.

Costs and expenses

	Nine Months Ended September 30, 2014	2013	Change
Cost of product revenue	$ 1,372	1,521	$ (149)
Research and development	13,280	14,199	(919)
Selling, general, and administrative	8,269	8,384	(115)
Total costs and expenses	$ 22,921	24,104	$ (1,183)

Cost of Product Revenue

Cost of product revenue from continuing operations was $1,372 and $1,521 for the nine months ended September 30, 2014 and 2013, respectively. These costs primarily include charges recognized for inventory impairment and the cost of inventory associated with product revenue recognized during the respective periods. The decrease of $149 is primarily attributable to lower product sales recognized partially offset by an increase in inventory impairment expense. We routinely evaluate our inventory in order to determine whether its current book value was below the cash value we expect to realize from its sale. During the nine months ended September 30, 2014 and 2013, we recorded impairment charges of $886 and $245, respectively, for slow moving or obsolete inventory that we determined was unlikely to be sold. Cost of product revenue for each period shown also includes the cost of sample inventory shipped to prospective customers, warehousing, product packaging and certain freight charges.

Although there may be fluctuations from period to period, we expect our overall cost of product revenue for continuing operations will decrease over the next twelve months, as cost of product revenue in the current period was higher due to inventory impairments.

Research and Development Expenses

Research and development expenses from continuing operations were $13,280 and $14,199 for the nine months ended September 30, 2014 and 2013, respectively. The decrease of $919 was primarily attributable to decreases in employee compensation and related benefits, sponsored research, and depreciation expense offset by an increase in material product costs. Employee compensation decreased to $7,503 for the nine months ended September 30, 2014 compared to $8,205 for the respective period in 2013. The decrease of $702 was primarily due to decreases in headcount and employee stock compensation expense. Sponsored research decreased to $170 during the nine months ended September 30, 2014, compared to $465 during the respective period in 2013. The decrease of $295 was primarily attributable to lower expenses for subcontracted third party services received in connection with our government grants. Depreciation expense was $387 and $658 for the nine months ended September 30, 2014 and 2013, respectively. The decrease of $271 was primarily attributable to property and equipment reaching full depreciation at a rate faster than the acquisition of new capital assets. These decreases in expenses were offset by an increase in expense for production of pilot material. Pilot material production expenses increased to $2,174 during the nine months ended September 30, 2014 compared to $1,561 for the respective period in 2013. The increase of $613 was primarily due to an increase in activity at our third party biopolymer pilot manufacturing sites.

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We expect research and development expenses for the next twelve months to decrease as a result of the restructuring of our U.S. organization, the suspension of work in our chemicals program and the planned spin-out of our crops program. However, we expect that these decreases will be partially offset by the costs of engineering and implementation planning for the retrofit of an existing contract manufacturing facility we have targeted for intermediate-scale commercial PHA production.

Selling, General and Administrative Expenses

Selling, general and administrative expenses from continuing operations were $8,269 and $8,384 for the nine months ended September 30, 2014 and 2013, respectively. The decrease of $115 was primarily related to a decrease in consulting support and fewer board members receiving board fees.

We expect our selling, general and administrative expenses for the next twelve months to decrease as a result of the restructuring undertaken in October 2014 and as we simplify our business structure and focus resources on the success of our core PHA performance biopolymers business.

Other Income (Expense), net

	Nine Months Ended September 30, 2014	2013	Change
Interest income, net	$ 6	$ 17	$ (11)
Other income (expense), net	10	(13)	23
Total other income (expense), net	$ 16	$ 4	$ 12

Other income (expense), net was $16 and $4 for the nine months ended September 30, 2014 and 2013, respectively. Other income (expense), net during both periods consisted primarily of income from our investments, realized foreign currency gain or loss, offset by investment management and custodial fees.

Liquidity and Capital Resources

Currently, we require cash to fund our working capital needs, to purchase capital assets and to pay our operating lease obligations.

The primary historical sources of our liquidity have been:

- equity financing;
- our former strategic alliance with ADM;
- government grants;
- product revenues; and
- interest earned on cash and investments.

We have incurred significant expenses relating to our research and development efforts. As of September 30, 2014, we had an accumulated deficit of $295,820. Our total unrestricted cash, cash equivalents and investments as of September 30, 2014 were $25,486 as compared to $19,209 at December 31, 2013. As of September 30, 2014, we had no outstanding debt.

Our cash and cash equivalents at September 30, 2014 were held for working capital purposes. We do not enter into investments for trading or speculative purposes. The primary objective of our investment activities is to preserve our capital. As of September 30, 2014, we had restricted cash of $619. Restricted cash consists of $494 held in connection with the lease agreement for our Cambridge, Massachusetts facility and $125 held in connection with our corporate credit card program. Investments are made in accordance with our corporate investment policy, as approved by our Board of Directors. Investments are limited to high quality corporate debt, U.S. Treasury bills and notes, bank debt obligations, municipal debt obligations and asset-backed securities. The policy establishes maturity limits, concentration limits, and liquidity requirements. As of September 30, 2014, all of our cash equivalents were held in a money market fund.

The accompanying condensed consolidated financial statements have been prepared on a basis which assumes that we will continue as a going concern, and which contemplates the realization of assets and satisfaction of liabilities and commitments in the normal course of business. However, with the exception of 2012, when we recognized $38,885 of deferred revenue from the terminated Telles joint venture, we have recorded losses since our inception, including during the nine months ended September 30, 2014.

As of September 30, 2014, we held unrestricted cash, cash equivalents and investments of $25,486. Our present capital resources are not sufficient to fund our planned operations for a twelve month period, and therefore, raise substantial doubt about our ability to continue as a going concern. While we were successful in raising $25,000 during the third quarter of 2014 and anticipate reduced cash usage in 2015 as a result of the discontinuation of our German operations, restructuring of our U.S. organization and other cost-

containment measures, we will require significant additional funding during 2015 to continue to fund our operations and to support our capital needs. The timing, structure and vehicles for obtaining future financing are under consideration and such financing may be accomplished in stages. Our goal is to use future financings to continue building an intermediate scale specialty biopolymers business based on PHA additives that will serve as the foundation for our longer range plans and future growth of our business, but there can be no assurance that financing efforts will be successful.

We continue to face significant challenges and uncertainties and, as a result, our available capital resources may be consumed more rapidly than currently expected due to (a) lower than expected sales of our biopolymer products as a result of slow market adoption; (b) increases in capital costs and operating expenses related to the establishment and start-up of commercial manufacturing operations either on our own or with third parties; (c) changes we may make to the business that affect ongoing operating expenses; (d) changes we may make to our business strategy; (e) changes in our research and development spending plans; and (f) other items affecting our forecasted level of expenditures and use of cash resources. If we issue equity or debt securities to raise additional funds, (i) we may incur fees associated with such issuance, (ii) our existing stockholders will experience dilution from the issuance of new equity securities, (iii) we may incur ongoing interest expense and be required to grant a security interest in our assets in connection with any debt issuance, and (iv) the new equity or debt securities may have rights, preferences and privileges senior to those of our existing stockholders. In addition, utilization of our net operating loss and research and development credit carryforwards most likely will be subject to significant annual limitations under Section 382 of the Internal Revenue Code of 1986 due to the equity offering we completed in August 2014 and other cumulative ownership changes.

If we raise additional funds through collaboration, licensing or other similar arrangements, it may be necessary to relinquish valuable rights to our potential products or proprietary technologies, or grant licenses on terms that are not favorable to us.

Net cash used in continuing operations for operating activities was $18,182 for the nine months ended September 30, 2014 compared to net cash used of $18,623 for the nine months ended September 30, 2013. Operating cash flows during the nine months ended September 30, 2014, reflect our net loss of $20,961, noncash adjustments of $3,560 for depreciation, charges for 401(k) Company common stock match, stock-based compensation and inventory impairment, and a net cash outflow of $781 due to the timing of cash collected from customer sales and other receivables offset by our disbursements. Net cash used by discontinued operations for operating activities was $460 for the nine months ended September 30, 2014, principally reflecting the losses incurred by the discontinued operation.

Net cash provided by investing activities was $11,358 for the nine months ended September 30, 2014 compared to net cash provided by investing activities of $14,520 for the nine months ended September 30, 2013. There were no cash investing activities related to the discontinued operations.

Net cash provided by financing activities was $25,213 and $14 for the nine months ended September 30, 2014 and 2013, respectively. The increase is due to the private placement of equity securities which closed on August 22, 2014, resulting in net proceeds to the Company of $24,913.

Contractual Obligations

The following table summarizes our contractual obligations at September 30, 2014.

	Payments Due by Period				
	Total	Less than 1 year	2-3 years	4-5 years	More than 5 years
Operating lease obligations	$ 8,172	$ 1,375	$ 2,855	$ 2,994	$ 948
Total	$ 8,172	$ 1,375	$ 2,855	$ 2,994	$ 948

Off-Balance Sheet Arrangements

As of September 30, 2014, we had no off-balance sheet arrangements as defined in Item 303(a)(4) of the Securities and Exchange Commission’s Regulation S-K.

Related Party Transactions

See Note 13 to our consolidated financial statements for a full description of our related party transactions.

Recent Accounting Pronouncements

In April 2014, the FASB issued ASU No. 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity,* which changes the criteria for determining which disposals can be presented as discontinued operations and modifies the related disclosure requirements. Under the new guidance, a disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will

have) a major effect on an entity's operations and financial results and is disposed of or classified as held for sale. The standard also introduces several new disclosures. The guidance applies prospectively to new disposals and new classifications of disposal groups as held for sale after the effective date. ASU 2014-08 is effective for annual and interim periods beginning after December 15, 2014, with early adoption permitted. We have elected to early adopt ASU 2014-08 and has applied the new guidance in connection with its plan to discontinue the operations of our wholly-owned subsidiary, Metabolix GmbH, and to pursue a sale of all or part of the operations of Metabolix GmbH in connection with the continuing shift in our focus to commercializing performance additive solutions based on PHA biopolymers. See Note 14, *Discontinued Operations*.

During the quarter ended September 30, 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which supersedes all existing revenue recognition requirements, including most industry-specific guidance. The new standard requires a company to recognize revenue when it transfers goods or services to customers in an amount that reflects the consideration that the company expects to receive for those goods or services. It also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The new standard will be effective for annual and interim periods beginning on or after December 15, 2016, and will be effective for us beginning on January 1, 2017. The amendment allows for two methods of adoption, a full retrospective method or a modified retrospective approach with the cumulative effect recognized at the date of initial application. Early adoption is not permitted. We are currently evaluating the method of adoption and potential impact that Topic 606 may have on our financial position and results of operations.

In August 2014, the FASB issued an amendment that requires management to assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. The amendments in this update provide guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern for one year after the date that the financial statements are issued and to provide related footnote disclosures. In doing so, the amendments should reduce diversity in the timing and content of footnote disclosures. The amendments in this update apply to all entities and are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. We are currently reviewing the potential impact of adopting the new guidance.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

There have been no material changes in information regarding our exposure to market risk, as described in Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2013.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Our management (with the participation of our Principal Executive Officer and Principal Financial Officer) evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934,as amended (the "Exchange Act")),as of September 30, 2014. Disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported on a timely basis and that such information is accumulated and communicated to management, including the Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, our Principal Executive Officer and Principal Financial Officer concluded that these disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

From time to time, the Company may be subject to legal proceedings and claims in the ordinary course of business. The Company is not currently aware of any such proceedings or claims that it believes will have, individually or in the aggregate, a material adverse effect on the business, financial condition or the results of operations.

ITEM 1A. RISK FACTORS.

There have been no material changes in information regarding our risk factors as described in Part 1, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Recent Sales of Unregistered Securities

On July 2, 2014, the Company issued 100,896 shares of common stock to participants in its Metabolix, Inc. 401(k) Plan as a matching contribution. The issuance of these securities is exempt from registration pursuant to Section 3(a)(2) of the Securities Act of 1933 as exempted securities.

On August 22, 2014, the Company completed a private placement financing in which the Company sold units of the Company's equity securities to certain qualified institutional and individual investors for an aggregate purchase price of $25,000 in cash. Each unit consisted of one (1) share of common stock, par value $0.01 per share and one one-thousandth (1/1000) of a share of the Company's Series B Preferred Stock, par value $0.01 per share. Upon the closing of the transaction, the Company issued a total of 50,000,000 new shares of common stock and 50,000 shares of Series B Preferred Stock to the investors. The issuance of these securities was not registered under the Securities Act as such issuance was exempt from registration under Section 4(2) of the Securities Act and Regulation D promulgated thereunder. Each share of preferred stock issued in the transaction converted into 1,000 common stock, for a total of 50,000,000 additional shares of common stock on October 30, 2014, following stockholder approval of a charter amendment increasing the number of authorized shares of common stock to 250,000,000 and the effectiveness of such charter amendment.

Issuer Purchases of Equity Securities

During the three months ended September 30, 2014, there were no repurchases made by us or on our behalf, or by any "affiliated purchasers," of shares of our common stock.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

3.1 Amended and Restated Certificate of Incorporation of Registrant (filed herewith).

10.1 Securities Purchase Agreement dated August 4, 2014, among Metabolix, Inc. and the investors named therein (Incorporated by reference herein to the exhibits to the Company's Report on Form 8-K filed August 4, 2014 (File No. 001-33133)).

31.1 Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934 of the Principal Executive Officer (furnished herewith).

31.2 Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934 of the Principal Financial Officer (furnished herewith).

32.1 Section 1350 Certification (furnished herewith).

101.1 The following financial information from the Metabolix Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 formatted in XBRL; (i) Consolidated Balance Sheets, September 30, 2014 and December 31, 2013; (ii) Consolidated Statements of Operations, Three Months and Nine Months Ended September 30, 2014 and 2013;

(iii) Consolidated Statements of Comprehensive (Loss) Income, Three and Nine Months Ended September 30, 2014 and 2013; (iv) Consolidated Statements of Cash Flows, Nine Months Ended September 30, 2014 and 2013; and (v) Notes to Consolidated Financial Statements.

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.

METABOLIX, INC.

November 14, 2014

By: /s/ JOSEPH SHAULSON
Joseph Shaulson

		President and Chief Executive Officer
		(Principal Executive Officer)
November 14, 2014	By:	/s/ CHARLES B. HAASER
		Charles B. Haaser
		Chief Accounting Officer
		(Principal Financial and Accounting Officer)

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

METABOLIX, INC.

Metabolix, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Metabolix, Inc. The original certificate of incorporation of Metabolix, Inc. was filed with the Secretary of State of the State of Delaware on September 1, 1998.

2. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the Delaware General Corporation Law (the "DGCL").

3. The text of the Certificate of Incorporation of this corporation be hereby amended and restated in its entirety to provide as herein set forth in full.

ARTICLE I

The name of the Corporation is Metabolix, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE IV

CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is One Hundred Five Million (105,000,000) shares, of which (i) One Hundred Million (100,000,00) shares shall be a class designated as common stock, par value $.01 per share (the "Common Stock"), and (ii) Five Million (5,000,000) shares shall be a class designated as undesignated preferred stock, par value $.01 per share (the "Undesignated Preferred Stock").

The number of authorized shares of the class of Undesignated Preferred Stock may from time to time be increased or decreased (but not below the number of shares outstanding) by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock entitled to vote, without a vote of the holders of the Undesignated Preferred Stock (except as otherwise provided in any certificate of designations of any series of Undesignated Preferred Stock).

The powers, preferences and rights of, and the qualifications, limitations and restrictions upon, each class or series of stock shall be determined in accordance with, or as set forth below in, this Article IV.

A. COMMON STOCK

Subject to all the rights, powers and preferences of the Undesignated Preferred Stock and except as provided by law or in this Article IV (or in any certificate of designations of any series of Undesignated Preferred Stock):

(a) the holders of the Common Stock shall have the exclusive right to vote for the election of directors of the Corporation (the "Directors") and on all other matters requiring stockholder action, each outstanding share entitling the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate (or on any amendment to a certificate of designations of any series of Undesignated Preferred Stock) that alters or changes the powers, preferences, rights or other terms of one or more outstanding series of Undesignated Preferred Stock if the holders of such affected series are entitled to vote, either separately or together with the holders of one or more other such series, on such amendment pursuant to this Certificate (or pursuant to a certificate of designations of any series of Undesignated Preferred Stock) or pursuant to the DGCL;

(b) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends, but only when and as declared by the Board or any authorized committee thereof; and

(c) upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock.

B. UNDESIGNATED PREFERRED STOCK

The Board of Directors or any authorized committee thereof is expressly authorized, to the fullest extent permitted by law, to provide for the issuance of the shares of Undesignated Preferred Stock in one or more series of such stock, and by filing a certificate pursuant to applicable law of the State of Delaware, to establish or change from time to time the number of shares of each such series, and to fix the designations, powers, including voting powers, full or limited, or no voting powers, preferences and the relative, participating, optional or other special rights of the shares of each series and any qualifications, limitations and restrictions thereof.

ARTICLE V

STOCKHOLDER ACTION

1. Action without Meeting. Except as otherwise provided herein, any action required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders and may not be taken or effected by a written consent of stockholders in lieu thereof.

2. Special Meetings. Except as otherwise required by statute and subject to the rights, if any, of the holders of any series of Undesignated Preferred Stock, special meetings of the stockholders of the Corporation may be called only by the Board of Directors acting pursuant to a resolution approved by the affirmative vote of a majority of the Directors then in office. Only those matters set forth in the notice of the special meeting may be considered or acted upon at a special meeting of stockholders of the Corporation.

ARTICLE VI

DIRECTORS

1. General. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors except as otherwise provided herein or required by law.

2. Election of Directors. Election of Directors need not be by written ballot unless the By-laws of the Corporation (the "By-laws") shall so provide.

3. Number of Directors; Term of Office. The number of Directors of the Corporation shall be fixed solely and exclusively by resolution duly adopted from time to time by the Board of Directors. The Directors, other than those who may be elected by the holders of any series of Undesignated Preferred Stock, shall be classified, with respect to the term for which they severally hold office, into three classes, as nearly equal in number as reasonably possible. The initial Class I Directors of the Corporation shall be Edward M. Muller, Matthew Strobeck,

Ph.D., and Robert L. Van Nostrand; the initial Class II Directors of the Corporation shall be Jack W. Lasersohn, Jay Kouba, Ph.D., and Oliver P. Peoples, Ph.D.; and the initial Class III Directors of the Corporation shall be Edward M. Giles, Anthony J. Sinskey, Sc.D., and James J. Barber, Ph.D. The initial Class I Directors shall serve for a term expiring at the annual meeting of stockholders to be held in 2007, the initial Class II Directors shall serve for a term expiring at the annual meeting of stockholders to be held in 2008, and the initial Class III Directors shall serve for a term expiring at the annual meeting of stockholders to be held in 2009. At each annual meeting of stockholders, Directors elected to succeed those Directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election. Notwithstanding the foregoing, the Directors elected to each class shall hold office until their successors are duly elected and qualified or until their earlier resignation or removal.

Notwithstanding the foregoing, whenever, pursuant to the provisions of Article IV of this Certificate, the holders of any one or more series of Undesignated Preferred Stock shall have the right, voting separately as a series or together with holders of other such series, to elect Directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Certificate and any certificate of designations applicable thereto.

4. Vacancies. Subject to the rights, if any, of the holders of any series of Undesignated Preferred Stock to elect Directors and to fill vacancies in the Board of Directors relating thereto, any and all vacancies in the Board of Directors, however occurring, including, without limitation, by reason of an increase in size of the Board of Directors, or the death, resignation, disqualification or removal of a Director, shall be filled solely and exclusively by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum of the Board of Directors, and not by the stockholders. Any Director appointed in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of Directors in which the new directorship was created or the vacancy occurred and until such Director's successor shall have been duly elected and qualified or until his or her earlier resignation or removal. Subject to the rights, if any, of the holders of any series of Undesignated Preferred Stock to elect Directors, when the number of Directors is increased or decreased, the Board of Directors shall, subject to Article VI.3 hereof, determine the class or classes to which the increased or decreased number of Directors shall be apportioned; provided, however, that no decrease in the number of Directors shall shorten the term of any incumbent Director. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, shall exercise the powers of the full Board of Directors until the vacancy is filled.

5. Removal. Subject to the rights, if any, of any series of Undesignated Preferred Stock to elect Directors and to remove any Director whom the holders of any such stock have the right to elect, any Director (including persons elected by Directors to fill vacancies in the Board of Directors) may be removed from office (i) only with cause and (ii) only by the affirmative vote of the holders of 75% or more of the shares then entitled to vote at an election of

Directors. At least forty-five (45) days prior to any meeting of stockholders at which it is proposed that any Director be removed from office, written notice of such proposed removal and the alleged grounds thereof shall be sent to the Director whose removal will be considered at the meeting.

ARTICLE VII

LIMITATION OF LIABILITY

A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (a) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the Director derived an improper personal benefit. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any repeal or modification of this Article VII by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such repeal or modification with respect to any acts or omissions occurring before such repeal or modification of a person serving as a Director at the time of such repeal or modification.

ARTICLE VIII

AMENDMENT OF BY-LAWS

1. Amendment by Directors. Except as otherwise provided by law, the By-laws of the Corporation may be amended or repealed by the Board of Directors by the affirmative vote of a majority of the Directors then in office.

2. Amendment by Stockholders. The By-laws of the Corporation may be amended or repealed at any annual meeting of stockholders, or special meeting of stockholders called for such purpose as provided in the By-laws, by the affirmative vote of at least 75% of the outstanding shares entitled to vote on such amendment or repeal, voting together as a single class; provided, however, that if the Board of Directors recommends that stockholders approve such amendment or repeal at such meeting of stockholders, such amendment or repeal shall only require the affirmative vote of the majority of the outstanding shares entitled to vote on such amendment or repeal, voting together as a single class.

ARTICLE IX

AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend or repeal this Certificate in the manner now or hereafter prescribed by statute and this Certificate, and all rights conferred upon stockholders herein are granted subject to this reservation. Whenever any vote of the holders of voting stock is required to amend or repeal any provision of this Certificate, and in addition to any other vote of holders of voting stock that is required by this Certificate or by law, such amendment or repeal shall require the affirmative vote of the majority of the outstanding shares entitled to vote on such amendment or repeal, and the affirmative vote of the majority of the outstanding shares of each class entitled to vote thereon as a class, at a duly constituted meeting of stockholders called expressly for such purpose; provided, however, that the affirmative vote of not less than 75% of the outstanding shares entitled to vote on such amendment or repeal, and the affirmative vote of not less than 75% of the outstanding shares of each class entitled to vote thereon as a class, shall be required to amend or repeal any provision of Article V, Article VI, Article VII, Article VIII or Article IX of this Certificate.

[End of Text]

THIS AMENDED AND RESTATED CERTIFICATE OF INCORPORATION is executed as of this 15th day of November, 2006.

METABOLIX, INC.

/s/ James Barber
By: James Barber
Its: Chief Executive Officer and President

METABOLIX, INC.

**CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS
OF
SERIES B CONVERTIBLE PREFERRED STOCK**

PURSUANT TO SECTION 151 OF THE

DELAWARE GENERAL CORPORATION LAW

The undersigned, Joseph Shaulson and Sarah P. Cecil, do hereby certify that:

1. They are the President and Secretary, respectively, of Metabolix, Inc., a Delaware corporation (the "Corporation").

2. The Corporation is authorized to issue Five Million shares of preferred stock, $0.01 par value, none of which have been issued.

3. The following resolutions were duly adopted by the board of directors of the Corporation (the "Board of Directors"):

WHEREAS, the certificate of incorporation of the Corporation provides for a class of its authorized stock known as preferred stock, consisting of Five Million shares, $0.01 par value per share, issuable from time to time in one or more series;

WHEREAS, the Board of Directors is authorized to fix the dividend rights, dividend rate, voting rights, conversion rights, rights and terms of redemption and liquidation preferences of any wholly unissued series of preferred stock and the number of shares constituting any series and the designation thereof, of any of them; and

WHEREAS, it is the desire of the Board of Directors, pursuant to its authority as aforesaid, to fix the rights, preferences, restrictions and other matters relating to a series of the preferred stock, which shall consist of up to 50,000 shares of the preferred stock which the Corporation has the authority to issue, as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the issuance of a series of preferred stock for cash or exchange of other securities, rights or property and does hereby fix and determine the rights, preferences, restrictions and other matters relating to such series of preferred stock as follows:

TERMS OF PREFERRED STOCK

Section 1. Definitions. For the purposes hereof, the following terms shall have the following meanings:

"Affiliate" means any Person that, directly or indirectly through one or more intermediaries, controls or is controlled by or is under common control with a Person, as such terms are used in and construed under Rule 405 of the Securities Act.

"Alternate Consideration" shall have the meaning set forth in Section 7(d).

"Business Day" means any day except any Saturday, any Sunday, any day which is a federal legal holiday in the United States or any day on which banking institutions in the State of New York are authorized or required by law or other governmental action to close.

"Charter Amendment" means the amendment of the Corporation's Amended and Restated Certificate of Incorporation, as amended, to increase the authorized number of shares of Common Stock to not less than 150,000,000.

"Commission" means the United States Securities and Exchange Commission.

"Common Stock" means the Corporation's common stock, par value $0.01 per share, and stock of any other class of securities into which such securities may hereafter be reclassified or changed.

"Common Stock Equivalents" means any securities of the Corporation which would entitle the holder thereof to acquire at any time Common Stock, including, without limitation, any debt, preferred stock, rights, options, warrants or other instrument that is at any time convertible into or exercisable or exchangeable for, or otherwise entitles the holder thereof to receive, Common Stock.

"Conversion Price" shall have the meaning set forth in Section 6(b).

"Conversion Shares" means, collectively, the shares of Common Stock issuable upon conversion of the shares of Series B Preferred Stock in accordance with the terms hereof.

"Conversion Shares Registration Statement" means a registration statement that registers the resale of all Conversion Shares of the Holders, who shall be named as "selling stockholders" therein and meets the requirements of Section 9 of the Purchase Agreement.

"Delaware Courts" shall have the meaning set forth in Section 8(c).

"Fundamental Transaction" shall have the meaning set forth in Section 7(d).

"Holder" shall have the meaning given such term in Section 2.

"Issue Date Price" shall have the meaning set forth in Section 7(f).

"Liquidation" shall have the meaning set forth in Section 5.

"Person" means an individual or corporation, partnership, trust, incorporated or unincorporated association, joint venture, limited liability company, joint stock company, government (or an agency or subdivision thereof) or other entity of any kind.

"Purchase Agreement" means the Securities Purchase Agreement, dated as of August 4, 2014, among the Corporation and the original Holders, as amended, modified or supplemented from time to time in accordance with its terms.

"Purchase Rights" shall have the meaning set forth in Section 7(b).

"Securities" means the Series B Preferred Stock and the Underlying Shares.

"Securities Act" means the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

"Series B Preferred Stock" shall have the meaning set forth in Section 2.

"Stated Value" shall have the meaning set forth in Section 2, as the same may be increased pursuant to Section 3.

"Stockholder Approval" means the approval of the Charter Amendment by the requisite stockholders of the Corporation.

"Successor Entity" shall have the meaning set forth in Section 7(d).

"Trading Day" means a day on which the principal Trading Market is open for business.

"Trading Market" means any of the following markets or exchanges on which the Common Stock is listed or quoted for trading on the date in question: the NYSE MKT, the Nasdaq Capital Market, the Nasdaq Global Market, the Nasdaq Global Select Market, or the New York Stock Exchange (or any successors to any of the foregoing).

"Transaction Documents" means this Certificate of Designation, the Purchase Agreement, and all exhibits and schedules hereto and thereto.

"Transfer Agent" means American Stock Transfer and Trust Company, the current transfer agent of the Corporation, and any successor transfer agent of the Corporation.

"Underlying Shares" means the shares of Common Stock issued and issuable upon conversion of the Series B Preferred Stock.

Section 2. Designation, Amount and Par Value. The series of preferred stock shall be designated as its Series B Convertible Preferred Stock (the "Series B Preferred Stock") and the number of shares so designated shall be up to 50,000 (which shall not be subject to increase without the written consent of all of the holders of the Series B Preferred Stock (each, a "Holder" and collectively, the "Holders")). Each share of Series B Preferred Stock shall have a par value of $.01 per share and a stated value equal to $1,000 (the "Stated Value").

Section 3. Dividends. Except for stock dividends or distributions for which adjustments are to be made pursuant to Section 7, Holders shall be entitled to receive, and the Corporation shall pay, dividends or distributions on shares of Series B Preferred Stock equal (on an as-if-converted-to-Common Stock basis) to and in the same form as dividends or distributions actually paid on shares of the Common Stock when, as and if such dividends or distributions are paid on shares of the Common Stock. No other dividends or distributions shall be paid on shares of Series B Preferred Stock.

Section 4. Voting Rights. Except as otherwise provided herein or as otherwise required by law, the Series B Preferred Stock shall have no voting rights. However, as long as any shares of Series B Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Series B Preferred Stock, alter or change adversely the powers, preferences or rights given to the Series B Preferred Stock or alter or amend this Certificate of Designation in a manner that adversely affects the powers, preferences or rights given to the Series B Preferred Stock.

Section 5. Liquidation. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the Holders shall be entitled to receive out of the assets, whether capital or surplus, of the Corporation an amount equal (on an as-if-converted-to-Common Stock basis) to and in the same form as amounts actually paid on shares of the Common Stock. The Corporation shall mail written notice of any such Liquidation, not less than 45 days prior to the payment date stated therein, to each Holder.

Section 6. Conversion.

a) Mandatory, Automatic Conversion. Upon the filing and acceptance of the Charter Amendment with the Secretary of State of the State of Delaware, each share of Series B Preferred Stock shall automatically convert into that number of shares of

Common Stock determined by dividing the Stated Value of such share of Series B Preferred Stock by the Conversion Price. Any conversion pursuant to this Section 6(a) shall occur automatically and without any further action by the Holders and whether or not the certificates representing such shares of Series B Preferred Stock are surrendered to the Corporation or its Transfer Agent. Upon the occurrence of such automatic conversion, the Corporation shall provide written notice to the Holders, and the Holders shall, a reasonable time thereafter, surrender the certificates representing such shares at the office of the Corporation or any Transfer Agent for the Series B Preferred Stock. Thereupon, there shall be issued and delivered to such Holder promptly at such office and in its name as shown on the Corporation's stock records, a certificate or certificates for the number of shares of Common Stock into which the shares of Series B Preferred Stock surrendered were convertible on the date on which such automatic conversion occurred. All Shares of Series B Preferred Stock converted into Common Stock in accordance with the terms hereof shall be deemed to have been retired and canceled and shall not be reissued.

b) Conversion Price. The conversion price for the Series B Preferred Stock (the "Conversion Price") shall equal $1.00, subject to adjustment as provided in Section 7.

c) Fractional Shares. No fractional shares or scrip representing fractional shares shall be issued upon the conversion of the Series B Preferred Stock. As to any fraction of a share which the Holder would otherwise be entitled to purchase upon such conversion, the Corporation shall, at its election, either pay a cash adjustment in respect of such final fraction in an amount equal to such fraction multiplied by the Conversion Price or round up to the next whole share.

d) Transfer Taxes and Expenses. The issuance of certificates for shares of the Common Stock on conversion of Series B Preferred Stock shall be made without charge to any Holder for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such certificates; provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such certificate upon conversion in a name other than that of the Holders of such shares of Series B Preferred Stock and the Corporation shall not be required to issue or deliver such certificates unless or until the Person or Persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

e) Issuance Limitations. Notwithstanding anything herein to the contrary, the Series B Preferred Stock may not be converted into any shares of Common Stock unless the Corporation has obtained Stockholder Approval.

Section 7. Certain Adjustments.

a) Stock Dividends and Stock Splits. If the Corporation, at any time while the Series B Preferred Stock is outstanding: (i) pays a stock dividend or otherwise makes a distribution or distributions payable in shares of Common Stock on shares of Common Stock or any other Common Stock Equivalents (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation upon conversion of, or payment of a dividend on, Series B Preferred Stock), (ii) subdivides outstanding shares of Common Stock into a larger number of shares, (iii) combines (including by way of a reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (iv) issues, in the event of a reclassification of shares of the Common Stock, any shares of capital stock of the Corporation, then the Conversion Price shall be multiplied by a fraction of which the numerator shall be the number of shares of Common Stock outstanding immediately before such event, and of which the denominator shall be the number of shares of Common Stock outstanding immediately after such event. Any adjustment made pursuant to this Section 7(a) shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

b) Subsequent Rights Offerings. In addition to any adjustments pursuant to Section 7(a), if, at any time while the Series B Preferred Stock is outstanding, the Corporation grants, issues or sells any Common Stock Equivalents or rights to purchase stock, warrants, securities or other property pro rata to the record holders of any class of shares of Common Stock (the "Purchase Rights"), then each Holder will be entitled to acquire, upon the terms applicable to such Purchase Rights, the aggregate Purchase Rights which such Holder could have acquired if such Holder had held the number of shares of Common Stock acquirable upon complete conversion of such Holder's Series B Preferred Stock immediately before the date on which a record is taken for the grant, issuance or sale of such Purchase Rights, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the grant, issue or sale of such Purchase Rights.

c) Pro Rata Distributions. During such time as Series B Preferred Stock is outstanding, if the Corporation declares or makes any dividend or other distribution of its assets (or rights to acquire its assets) to holders of shares of Common Stock, by way of return of capital or otherwise (including, without limitation, any distribution of cash, stock or other securities, property or options by way of a dividend, spin off, reclassification, corporate rearrangement, scheme of arrangement or other similar transaction) (a "Distribution"), at any time after the issuance of the Series B Preferred Stock, then, in each such case, Holders shall be entitled to participate in such Distribution to the same extent that such Holders would have participated therein if such Holders had held the number of shares of Common Stock acquirable upon complete conversion of Series B Preferred Stock immediately before the date of which a record is taken for such

Distribution, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the participation in such Distribution.

d) Fundamental Transaction. If, at any time while Series B Preferred Stock is outstanding, (i) the Corporation, directly or indirectly, in one or more related transactions effects any merger or consolidation of the Corporation with or into another Person, (ii) the Corporation, directly or indirectly, effects any sale, lease, license, assignment, transfer, conveyance or other disposition of all or substantially all of its assets in one or a series of related transactions, (iii) any, direct or indirect, purchase offer, tender offer or exchange offer (whether by the Corporation or another Person) is completed pursuant to which holders of Common Stock are permitted to sell, tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding Common Stock, (iv) the Corporation, directly or indirectly, in one or more related transactions effects any reclassification, reorganization or recapitalization of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property, or (v) the Corporation, directly or indirectly, in one or more related transactions consummates a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off or scheme of arrangement) with another Person whereby such other Person acquires more than 50% of the outstanding shares of Common Stock (not including any shares of Common Stock held by the other Person or other Persons making or party to, or associated or Affiliated with the other Persons making or party to, such stock or share purchase agreement or other business combination) (each a "Fundamental Transaction"), then, upon any subsequent conversion of Series B Preferred Stock, Holders shall have the right to receive, for each Conversion Share that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction (without regard to any limitation in Section 6(e) on the conversion of Series B Preferred Stock), the number of shares of Common Stock of the successor or acquiring corporation or of the Corporation, if it is the surviving corporation, and any additional consideration (the "Alternate Consideration") receivable as a result of such Fundamental Transaction by a holder of the number of shares of Common Stock for which Series B Preferred Stock is convertible immediately prior to such Fundamental Transaction (without regard to any limitation in Section 6(e) on the conversion of Series B Preferred Stock). For purposes of any such conversion, the determination of the Conversion Price shall be appropriately adjusted to apply to such Alternate Consideration based on the amount of Alternate Consideration issuable in respect of one share of Common Stock in such Fundamental Transaction, and the Corporation shall apportion the Conversion Price among the Alternate Consideration in a reasonable manner reflecting the relative value of any different components of the Alternate Consideration. If holders of Common Stock are given any choice as to the securities, cash or property to be received in a Fundamental Transaction, the Holders shall be given the same choice as to the Alternate Consideration as to the securities, cash or property to be received upon any conversion of Series B Preferred Stock following such Fundamental Transaction. To the extent necessary to

effectuate the foregoing provisions, any successor to the Corporation or surviving entity in such Fundamental Transaction shall file a new Certificate of Designation with the same terms and conditions and issue to the Holders new preferred stock consistent with the foregoing provisions and evidencing the Holders' right to convert such preferred stock into Alternate Consideration. The Corporation shall cause any successor entity in a Fundamental Transaction in which the Corporation is not the survivor (the "Successor Entity") to assume in writing all of the obligations of the Corporation under this Certificate of Designation and the Purchase Agreement in accordance with the provisions of this Section 7(d) pursuant to written agreements and shall, at the option of a Holders, deliver to the Holders in exchange for Series B Preferred Stock a security of the Successor Entity evidenced by a written instrument substantially similar in form and substance to Series B Preferred Stock which is convertible into a corresponding number of shares of capital stock of such Successor Entity (or its parent entity) equivalent to the shares of Common Stock acquirable and receivable upon conversion of Series B Preferred Stock (without regard to any limitations on the conversion of Series B Preferred Stock) prior to such Fundamental Transaction, and with a conversion price which applies the Conversion Price to such shares of capital stock (but taking into account the relative value of the shares of Common Stock pursuant to such Fundamental Transaction and the value of such shares of capital stock, such number of shares of capital stock and such conversion price being for the purpose of protecting the economic value of Series B Preferred Stock immediately prior to the consummation of such Fundamental Transaction), and which is reasonably satisfactory in form and substance to the Holders. Upon the occurrence of any such Fundamental Transaction, the Successor Entity shall succeed to, and be substituted for (so that from and after the date of such Fundamental Transaction, the provisions of this Certificate of Designation and the other Transaction Documents referring to the "Corporation" shall refer instead to the Successor Entity), and may exercise every right and power of the Corporation and shall assume all of the obligations of the Corporation under this Certificate of Designation and the other Transaction Documents with the same effect as if such Successor Entity had been named as the Corporation herein.

e) Calculations. All calculations under this Section 7 shall be made to the nearest cent or the nearest 1/100th of a share, as the case may be. For purposes of this Section 7, the number of shares of Common Stock deemed to be issued and outstanding as of a given date shall be the number of shares of Common Stock (excluding any treasury shares of the Corporation) issued and outstanding.

f) Notice to the Holders of Adjustment to Conversion Price. Whenever the Conversion Price is adjusted pursuant to any provision of this Section 7, the Corporation shall promptly deliver to each Holder a notice setting forth the Conversion Price after such adjustment and setting forth a brief statement of the facts requiring such adjustment.

Section 8. Miscellaneous.

a) Notices. Any and all notices or other communications or deliveries to be provided by the Holders hereunder shall be in writing and delivered personally, by facsimile, or sent by a nationally recognized overnight courier service, addressed to the Corporation, at the address set forth above Attention: Secretary, or such other address as the Corporation may specify for such purposes by notice to the Holders delivered in accordance with this Section 8(a). Any and all notices or other communications or deliveries to be provided by the Corporation hereunder shall be in writing and delivered personally, by facsimile, or sent by a nationally recognized overnight courier service addressed to each Holder at the facsimile number or address of such Holder appearing on the books of the Corporation, or if no such facsimile number or address appears on the books of the Corporation, at the facsimile number or address of such Holder, as set forth in Schedule I to the Purchase Agreement. Any notice or other communication or deliveries hereunder shall be deemed given and effective on the earliest of (i) the date of transmission, if such notice or communication is delivered via facsimile at the facsimile number set forth in this Section 8(a) prior to 5:30 p.m. (New York City time) on any date, (ii) the next Trading Day after the date of transmission, if such notice or communication is delivered via facsimile at the facsimile number set forth in this Section 8(a) on a day that is not a Trading Day or later than 5:30 p.m. (New York City time) on any Trading Day, (iii) the second Trading Day following the date of mailing, if sent by U.S. nationally recognized overnight courier service, or (iv) upon actual receipt by the party to whom such notice is required to be given.

b) Lost or Mutilated Series B Preferred Stock Certificate. If a Holder's Series B Preferred Stock certificate shall be mutilated, lost, stolen or destroyed, the Corporation shall execute and deliver, in exchange and substitution for and upon cancellation of a mutilated certificate, or in lieu of or in substitution for a lost, stolen or destroyed certificate, a new certificate for the shares of Series B Preferred Stock so mutilated, lost, stolen or destroyed, but only upon receipt of evidence of such loss, theft or destruction of such certificate, and of the ownership hereof reasonably satisfactory to the Corporation and, if requested by the Corporation, in its reasonable discretion, the receipt of a bond in a customary amount

c) Governing Law. All questions concerning the construction, validity, enforcement and interpretation of this Certificate of Designation shall be governed by and construed and enforced in accordance with the internal laws of the State of Delaware, without regard to the principles of conflict of laws thereof. Each party agrees that all legal proceedings concerning the interpretation, enforcement and defense of the transactions contemplated by any of the Transaction Documents (whether brought against a party hereto or its respective Affiliates, directors, officers, shareholders, employees or agents) shall be commenced in the state and federal courts of the State of Delaware (the "Delaware Courts"). Each party hereto hereby irrevocably submits to the exclusive jurisdiction of the Delaware Courts for the adjudication of any dispute hereunder or in connection herewith or with any transaction contemplated hereby or discussed herein (including with respect to the enforcement of any of the Transaction Documents), and hereby irrevocably waives, and agrees not to assert in any suit, action or proceeding, any claim that it is not personally subject to the jurisdiction of such Delaware Courts, or such Delaware Courts are improper or inconvenient venue for such proceeding. Each party hereby irrevocably waives personal service of process and consents to process being served in any such suit, action or proceeding by mailing a copy thereof via registered or certified mail or overnight delivery (with evidence of delivery) to such party at the address in effect for notices to it under this Certificate of Designation and agrees that such service shall constitute good and sufficient service of process and notice thereof. Nothing contained herein shall be deemed to limit in any way any right to serve process in any other manner permitted by applicable law. Each party hereto hereby irrevocably waives, to the fullest extent permitted by applicable law, any and all right to trial by jury in any legal proceeding arising out of or relating to this Certificate of Designation or the transactions contemplated hereby. If any party shall commence an action or proceeding to enforce any provisions of this Certificate of Designation, then the prevailing party in such action or proceeding shall be reimbursed by the other party for its attorneys' fees and other costs and expenses incurred in the investigation, preparation and prosecution of such action or proceeding.

d) Waiver. Any waiver by the Corporation or a Holder of a breach of any provision of this Certificate of Designation shall not operate as or be construed to be a waiver of any other breach of such provision or of any breach of any other provision of this Certificate of Designation or a waiver by any other Holders. The failure of the Corporation or a Holder to insist upon strict adherence to any term of this Certificate of Designation on one or more occasions shall not be considered a waiver or deprive that party (or any other Holder) of the right thereafter to insist upon strict adherence to that term or any other term of this Certificate of Designation on any other occasion. Any waiver by the Corporation or a Holder must be in writing.

e) Severability. If any provision of this Certificate of Designation is invalid, illegal or unenforceable, the balance of this Certificate of Designation shall remain in effect, and if any provision is inapplicable to any Person or circumstance, it shall nevertheless remain applicable to all other Persons and circumstances.

f) Next Business Day. Whenever any payment or other obligation hereunder shall be due on a day other than a Business Day, such payment shall be made on the next succeeding Business Day.

g) Headings. The headings contained herein are for convenience only, do not constitute a part of this Certificate of Designation and shall not be deemed to limit or affect any of the provisions hereof.

h) Status of Converted or Redeemed Series B Preferred Stock. Shares of Series B Preferred Stock may only be issued pursuant to the Purchase Agreement. If any shares of Series B Preferred Stock shall be converted, redeemed or reacquired by the

Corporation, such shares shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as Series B Convertible Preferred Stock.

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RESOLVED, FURTHER, that the Chairman, the president or any vice-president, and the secretary or any assistant secretary, of the Corporation be, and they hereby are, authorized and directed to prepare and file this Certificate of Designation of Preferences, Rights and Limitations in accordance with the foregoing resolution and the provisions of Delaware law.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 22nd day of August 2014.

/s/ Joseph Shaulson	/s/ Sarah P. Cecil
Joseph Shaulson	Sarah P. Cecil
President	Secretary

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 first paragraph of ARTICLE IV of the Certificate is hereby amended and restated in its entirety to read as set forth below:

"The total number of shares of capital stock which the Corporation shall have authority to issue is Two Hundred Fifty Five Million (255,000,000) shares, of which (i) Two Hundred Fifty Million (250,000,000) shares shall be a class designated as common stock, par value $.01 per share (the "**Common Stock**"), (ii) Four Million Nine Hundred Fifty Thousand (4,950,000) shares shall be a class designated as undesignated preferred stock, par value $.01 per share (the "**Undesignated Preferred Stock**") and (iii) Fifty Thousand (50,000) shares shall be a class designated as Series B Convertible Preferred Stock, par value $.01 per share (the "**Series B Preferred Stock**")."

[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 October 30, 2014.

METABOLIX, INC.

/s/ Joseph Shaulson

Name: Joseph Shaulson
Title: President & CEO

EXHIBIT 31.1

CERTIFICATION

I, Joseph Shaulson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Metabolix, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 14, 2014

/s/ JOSEPH SHAULSON

Name: Joseph Shaulson
Title: *President and Chief Executive Officer*
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION

I, Charles B. Haaser, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Metabolix, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 14, 2014

/s/ CHARLES B. HAASER

Name: Charles B. Haaser
Title: *Chief Accounting Officer*
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Metabolix, Inc. (the "Company") for the quarter ended September 30, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Joseph Shaulson, President, Chief Executive Officer and Principal Executive Officer of the Company and Charles B. Haaser, Chief Accounting Officer and Principal Financial and Accounting Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to our knowledge that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

2. The information in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is being provided pursuant to 18 U.S.C. 1350 and is not to be deemed a part of the Report, nor is it to be deemed to be "filed" for any purpose whatsoever.

Dated: November 14, 2014

/s/ JOSEPH SHAULSON
President and Chief Executive Officer
(Principal Executive Officer)

Dated: November 14, 2014

/s/ CHARLES B. HAASER
Chief Accounting Officer
(Principal Financial and Accounting Officer)