FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: Estimated average burden

0.5

hours per response:

e Act of 1934 or Section 30(h) of the Investment Company Act of 1940

)	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
	Instruction 1(h)	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Name and Address of Reporting Person*					ssuer Name <b>and</b> Ti			ng Symbol		Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Voytas Daniel F					<u>llyxt, Inc.</u> [ Cl	LXI J				(******	Director	10% C		
(Last) (First) (Middle) 2800 MOUNT RIDGE ROAD					Pate of Earliest Tran	nsaction	ı (Mor	nth/Day/Year)		X	Officer (give title below)  Chief Scie	Other below) ence Officer	(specify	
Street) ROSEVILLE MN 55113					Amendment, Date	of Orig	inal F	iled (Month/D	6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting				
(City)									Person	·	·			
	Та	ıble I - I	Non-Deriva	tive	Securities A	cquire	ed, D	isposed o	of, or E	Beneficially	Owned			
Date						3. Transaction Code (Instr. 8)								
. Title of Security (	Instr. 3)		2. Transaction Date (Month/Day/Ye	ear)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transa Code (l		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
Title of Security (	Instr. 3)		Date	ear)	Execution Date, if any	Transa Code (l					Securities Beneficially	Form: Direct (D) or Indirect	of Indirect Beneficial	
Title of Security (	Instr. 3)		Date	ear)	Execution Date, if any	Transa Code (I 8)	Instr.	Disposed Of	(D) (Insti	r. 3, 4 and 5)	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
	Instr. 3)		Date (Month/Day/Ye	ear)	Execution Date, if any	Transa Code (I 8)	Instr.	Disposed Of  Amount	(A) or	Price	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (	Transaction of Code (Instr. Derivative		6. Date Exerc Expiration Da (Month/Day/\	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$3.7143	09/10/2018		М			4,083	(4)	12/03/2024	Common Stock	4,083	\$0	24,502	D	

#### **Explanation of Responses:**

- 1. Includes 85,443 restricted stock units with respect to Calyxt, Inc. common stock, which were granted on June 14, 2017 and remain unvested; 15,078 shares will vest on the second anniversary of the grant date, with the remainder vesting quarterly in equal installments over the following 42 months.
- 2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2017.
- 3. The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.79 to \$16.62, inclusive. The reporting person undertakes to provide Calyxt, Inc., any security holder of Calyxt, Inc., or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.
- 4. The stock option to purchase shares of Calyxt, Inc. common stock ("Stock Option") was granted on December 3, 2014, and vests 20% on January 3, 2015 and 20% on April 10, 2015, with the remainder vesting quarterly in equal installments over the following three years (or with an additional 25% vesting immediately if Calyxt, Inc. undergoes a change in control, liquidation, dissolution or initial public offering and the remainder vesting quarterly thereafter).

/s/ Dr. Andre Choulika, Ph.D., attorney-in-fact for Dr. Voytas

09/11/2018

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## **EXHIBIT 24**

## Calyxt, Inc.

# Power of Attorney for Executing Forms 3, 4 and 5

Know all men by these presents, that the undersigned, director or officer, or both, of Calyxt, Inc., hereby constitutes and appoints each of David M. Vander Haar, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Calyxt, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities of Calyxt, Inc. unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 12<sup>th</sup> day of March, 2018

/s/ Daniel F Voytas

Daniel F Voytas