

Gevo, Inc.

Form 4

December 18, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Weiss Shai

(Last) (First) (Middle)

C/O VGF ADVISERS (US) LLC, 27
SOUTH PARK STREET, SUITE
200

(Street)

SAN FRANCISCO, CA 94107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Gevo, Inc. [GEVO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/16/2013		P	18,519	A <u>11</u> 18,519	D <u>(2)</u>	
Common Stock	12/16/2013		P	370,370	A <u>11</u> 3,124,288	I <u>(2)</u>	See footnote <u>(2)</u>

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

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information contained in this form are not
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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Common Stock Warrants (right-to-buy)	\$ 1.85 ⁽¹⁾	12/16/2013		P		18,519		12/16/2013	12/16/2018	Common Stock	18,519
Common Stock Warrants (right-to-buy)	\$ 1.85 ⁽¹⁾	12/16/2013		P		370,370		12/16/2013	12/16/2018	Common Stock	370,370

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weiss Shai C/O VGF ADVISERS (US) LLC 27 SOUTH PARK STREET, SUITE 200 SAN FRANCISCO, CA 94107	X			

Signatures

/s/ Brett Lund,
Attorney-in-fact

Signature of Reporting Person _____ Date _____

Explanation of Responses:

- * 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).
- (1) The shares of common stock and the warrants to purchase common stock were purchased together as common stock units, but were issued separately. Each common stock unit consisted of one share of common stock and a warrant to purchase one share of common stock, at a public offering price of \$1.35 per common stock unit. Each warrant has an exercise price of \$1.85 per share (subject to adjustment in certain circumstances), became exercisable on the date of original issuance and will expire on December 16, 2018.
- (2) Mr. Weiss purchased 18,519 shares of Gevo common stock and warrants to purchase 18,519 shares of common stock on December 16, 2013 and owns such shares and warrants directly. The additional securities reported as indirectly owned by Mr. Weiss reflect securities owned directly by Virgin Green Fund I, L.P. (the "Fund"). VGF Partners I, L.P. is the general partner (the "Direct General Partner") of the Fund and may be deemed to have the sole voting and dispositive power over the securities held by the Fund. VGF I Limited is the general partner of the Direct General Partner (the "Ultimate General Partner") and may be deemed to have the sole voting and dispositive power over the securities held by the Fund. Mr. Weiss is a director of the Ultimate General Partner and may be deemed to share in the voting and dispositive power over the securities held by the Fund. Mr. Weiss disclaims beneficial ownership of the

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securities held by the Fund except to the extent of any pecuniary interest therein.

- (3) The number of securities beneficially owned following the reported transaction have been estimated based on the 4.999% ownership limitation contained in the warrants. Under the terms of the warrants, during any period of time in which a holder's beneficial ownership of Gevo's common stock is less than 5%, any exercise notice with respect to the warrants delivered by such holder will be deemed automatically not to have been so delivered by such holder to the extent, but only to the extent, that delivery of shares of Gevo's common stock otherwise deliverable upon such exercise would result in such holder having a beneficial ownership of Gevo's common stock in excess of 4.999%. A holder may only increase the 4.999% ownership limitation upon 65 days prior written notice to Gevo.

Remarks:

Shai Weiss, Anup Jacob, Mark Poole, Niall Ritchie and Stephen Murphy are the directors of VGF I Limited, which serves as t

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

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