

Green Plains Inc.
Form 4
January 05, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tourbillon Capital Partners LP

(Last) (First) (Middle)

444 MADISON AVENUE, 26TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Green Plains Inc. [GPRE]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock ⁽¹⁾ | 12/31/2014 | | P | 50,000 A \$ 24.821 | 1,064,903 | I ⁽²⁾ | By Tourbillon Global Master Fund Ltd. |
| Common Stock ⁽¹⁾ | 12/31/2014 | | P | 50,000 A \$ 24.8395 | 1,114,903 | I ⁽²⁾ | By Tourbillon Global Master Fund Ltd. |
| Common Stock ⁽¹⁾ | 12/31/2014 | | P | 10,000 A \$ 24.692 | 1,124,903 | I ⁽²⁾ | By Tourbillon |

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| | | | | | | | | |
|-----------------------------|------------|---|--------|---|------------|-----------|------------------|---|
| Common Stock ⁽¹⁾ | 12/31/2014 | P | 25,000 | A | \$ 24.7974 | 1,149,903 | I ⁽²⁾ | Global Master Fund Ltd. By Tourbillon Global Master Fund Ltd. |
| Common Stock ⁽¹⁾ | 12/31/2014 | P | 25,000 | A | \$ 24.8544 | 1,174,903 | I ⁽²⁾ | By Tourbillon Global Master Fund Ltd. |
| Common Stock ⁽¹⁾ | 12/31/2014 | P | 20 | A | \$ 24.9214 | 30,117 | I ⁽³⁾ | By GFS Map Trust Tourbillon |
| Common Stock ⁽¹⁾ | 12/31/2014 | P | 124 | A | \$ 24.7149 | 30,241 | I ⁽³⁾ | By GFS Map Trust Tourbillon |
| Common Stock ⁽¹⁾ | 12/31/2014 | P | 288 | A | \$ 24.692 | 30,529 | I ⁽³⁾ | By GFS Map Trust Tourbillon |

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

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 control number.

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Tourbillon Capital Partners LP 444 MADISON AVENUE 26TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

| | | |
|---|---------------------------------|------------|
| /s/ Brian A. Kessler, Chief Financial Officer and Chief Compliance Officer of Tourbillon Capital Partners LP | | 01/05/2015 |
| | **Signature of Reporting Person | Date |
| /s/ Jason H. Karp | | 01/05/2015 |
| | **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) This Form 4 is filed jointly Tourbillon Capital Partners LP ("Tourbillon") and Jason H. Karp (together, the "Reporting Persons"). Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.

Securities held for the account of Tourbillon Global Master Fund Ltd. ("Global Master Fund"). Each of Tourbillon, as the Investment Manager of Global Master Fund, and Jason H. Karp as the Chief Executive Officer of Tourbillon, may be deemed to beneficially own the securities held for the account of Global Master Fund.
 - (2) Securities held for the account of GFS Map Trust Tourbillon ("GFS Map Trust"). Each of Tourbillon, as the Investment Manager of GFS Map Trust, and Jason H. Karp as the Chief Executive Officer of Tourbillon, may be deemed to beneficially own the securities held for the account of GFS Map Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.