

Weiss Shai  
Form 4  
February 16, 2011

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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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)  
02/14/2011

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) |                         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D)   | Price  |   |                         |
| Common Stock                    | 02/14/2011                           |  | C                              |   | 2,567,251 <u>(1)</u>  | A <u>(2)</u><br><u>(3)</u>                               | 2,567,251 <u>(1)</u> I                                | See footnote <u>(4)</u> |
| Common Stock                    | 02/14/2011                           |  | P                              |   | 186,667   | A \$ 15  | 2,753,918 I   | See footnote (4)        |

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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displays a currently valid OMB control**

SEC 1474  
(9-02)

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number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |           | 7. Title and A<br>Underlying Se<br>(Instr. 3 and 4) |                    |                                |
|---|--|---|---|--------------------------------------|---|--|-----------|---|--------------------|--------------------------------|
|   |  |   |   | Code                                 | V   | (A)  | (D)       | Date<br>Exercisable                                 | Expiration<br>Date | Title                          |
| Series B<br>Preferred<br>Stock                      | (2)  | 02/14/2011                              |   | C                                    |   |  | 1,027,397 | (2)   | (2)                | Common<br>Stock                |
| Series C<br>Preferred<br>Stock                      | (2)  | 02/14/2011                              |   | C                                    |   |  | 456,204   | (2)   | (2)                | Common<br>Stock                |
| Series D<br>Preferred<br>Stock                      | (2)  | 02/14/2011                              |   | C                                    |   |  | 639,206   | (2)   | (2)                | Common<br>Stock                |
| Series<br>D-1<br>Preferred<br>Stock                 | (3)  | 02/14/2011                              |   | C                                    |   |  | 233,645   | (3)   | (3)                | Common<br>Stock                |
| Warrants<br>(right to<br>buy)                       | \$ 5.48 (5)  | 02/14/2011                              |   | C                                    |   |  | 28,786    | 01/18/2008  | 01/18/2018         | Series C<br>Preferred<br>Stock |
| Warrants<br>(right to<br>buy)                       | \$ 5.48  | 02/14/2011                              |   | C                                    |   | 28,786   |           | 01/18/2008  | 01/18/2018         | Common<br>Stock                |

## Reporting Owners

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

## Signatures

/s/ Michael Odai, by Power of  
Attorney  
02/16/2011  
\*\*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) Represents the aggregate number of shares of common stock held by the reporting person following conversion of the shares of preferred stock previously held by the reporting person and reflected in Table II of this Form 4.
- (2) Upon completion of the Issuer's initial public offering of common stock, all shares of preferred stock held by the reporting person, other than shares of Series D-1 Preferred Stock, were automatically converted into shares of the Issuer's common stock on a one-for-one basis and had no expiration date.
- (3) Upon completion of the Issuer's initial public offering and in accordance with the terms of the Issuer's Amended and Restated Certificate of Incorporation, filed with the Secretary of State of the State of Delaware on May 4, 2010, a copy of which is attached as Exhibit 3.1 to the Issuer's Registration Statement on Form S-1 (File No. 333-168792), as amended, initially filed with the Securities and Exchange Commission on August 12, 2010, the Series D-1 Preferred Stock was automatically converted into shares of the Issuer's common stock at a ratio of 1:1.90222 and had no expiration date.
- (4) The securities are 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 securities held by the Fund except to the extent of any pecuniary interest therein.
- (5) Upon completion of the Issuer's initial public offering, this warrant to purchase shares of Series C Preferred Stock automatically converted into a warrant to purchase an equal number of shares of the Issuer's common stock.

### Remarks:

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

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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