

Gevo, Inc.
Form 8-K
February 27, 2019
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 21, 2019

Gevo, Inc.

(Exact name of registrant as specified in its charter)

Delaware	001-35073	87-0747704
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

345 Inverness Drive South, Building C, Suite 310

Englewood, CO 80112
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(303) 858-8358**

N/A

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On February 21, 2019, Gevo, Inc. (the “Company”) entered into a Renewable Isooctane Purchase and Sale Agreement (the “Agreement”) with HCS Holding GmbH (“HCS”), pursuant to which the Company agreed to supply renewable isooctane to HCS under a ten-year offtake agreement. HSC will initially purchase certain minimum quantities of renewable isooctane produced at a demonstration hydrocarbons plant operated by the Company in partnership with South Hampton Resources, Inc. located in Silsbee, Texas. The Company expects to sell HCS increasing amounts of minimum quantities of renewable isooctane each year upon the completion of two expansion projects to increase renewable isooctane production capabilities at the Company’s biofuels production facility in Luverne, Minnesota. The first expansion project is referred to as the “Interim Project” and the second, larger expansion project is referred to as the “Expansion Project.” The Company will sell the renewable isooctane to HCS under the Agreement at certain fixed prices over the term of the Agreement.

Subject to certain conditions, either party may terminate the Agreement if (i) the Interim Project is not completed within two years of execution of the Agreement (the “Execution Date”), (ii) the Company does not provide HCS with a notice to proceed with the Expansion Project within two years of the Execution Date, or (iii) the Expansion Project is not completed within five years of the Execution Date. The Agreement also contains customary representations, warranties, covenants and confidentiality provisions, and also contains mutual indemnification obligations.

The foregoing description of the Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of such Agreement, a copy of which is attached hereto as Exhibit 10.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No. Description

10.1†	<u>Renewable Isooctane Purchase and Sale Agreement, dated February 21, 2019, between Gevo, Inc. and HCS Holding GmbH.</u>
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Certain portions of the exhibit have been omitted pursuant to a confidential treatment request. Omitted information has been filed separately with the SEC.

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 hereunto duly authorized.

GEVO, INC.

Dated: February 27, 2019 By: /s/ Geoffrey T. Williams, Jr.
Geoffrey T. Williams, Jr.
General Counsel and Secretary