

Weiss Shai
Form 4
February 16, 2011

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

OMB APPROVAL

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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 *
Weiss Shai

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2011

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94107

(City) (State) (Zip)

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 (1) | A | (2) (3) 2,567,251 (1) | I | See footnote (4) |
| 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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number.

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|------------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | |
| Series B Preferred Stock | (2) | 02/14/2011 | | C | | 1,027,397 | (2) | (2) | Common Stock |
| Series C Preferred Stock | (2) | 02/14/2011 | | C | | 456,204 | (2) | (2) | Common Stock |
| Series D Preferred Stock | (2) | 02/14/2011 | | C | | 639,206 | (2) | (2) | Common Stock |
| Series D-1 Preferred Stock | (3) | 02/14/2011 | | C | | 233,645 | (3) | (3) | Common Stock |
| Warrants (right to buy) | \$ 5.48 (5) | 02/14/2011 | | C | | 28,786 | 01/18/2008 | 01/18/2018 | Series C Preferred Stock |
| Warrants (right to buy) | \$ 5.48 | 02/14/2011 | | C | 28,786 | | 01/18/2008 | 01/18/2018 | Common Stock |

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 | 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 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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