

USRG POWER & BIOFUELS FUND II LP

Form 4/A

August 29, 2012

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31, 2005
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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 *
USRG Power & Biofuels Fund II
GP, LLC

(Last) (First) (Middle)

2425 OLYMPIC
BOULEVARD, SUITE 4050W

(Street)

SANTA MONICA, CA 90404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

RENEWABLE ENERGY GROUP,
INC. [REGI]

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

01/24/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/26/2012

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)
____ Form filed by One Reporting Person
__X__ 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	(D)	Price

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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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Sec (In			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock, par value \$0.0001	<u>(1)</u>	01/24/2012	J ⁽⁷⁾		75,137 <u>(5)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.0001	75,137 <u>(5)</u>
Class A Common Stock, par value \$0.0001	<u>(1)</u>	01/24/2012	01/24/2012	P ⁽¹¹⁾	28,125 <u>(11)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.0001	28,125 <u>(11)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
USRG Power & Biofuels Fund II GP, LLC 2425 OLYMPIC BOULEVARD SUITE 4050W SANTA MONICA, CA 90404		X		
USRG Management Company, LLC 2425 OLYMPIC BOULEVARD SUITE 4050W SANTA MONICA, CA 90404		X		
USRG Holdco V, LLC 2425 OLYMPIC BOULEVARD SUITE 4050 SANTA MONICA, CA 90404		X		
USRG POWER & BIOFUELS FUND II LP 2425 OLYMPIC BOULEVARD SUITE 4050W SANTA MONICA, CA 90404		X		
USRG POWER & BIOFUELS FUND II-A LP 2425 OLYMPIC BOULEVARD SUITE 4050W SANTA MONICA, CA 90404		X		
Koch Jonathan C/O US RENEWABLES GROUP	X			

10 BANK STREET, SUITE 580
WHITE PLAINS, NY 10606

USRG Holdco IX, LLC
2425 OLYMPIC BOULEVARD
SUITE 4050W
SANTA MONICA, CA 90404

X

USRG Blocker IX, LLC
2425 OLYMPIC BOULEVARD
SUITE 4050W
SANTA MONICA, CA 90404

X

Signatures

USRG Power & Biofuels Fund II GP, LLC, By : /s/ Jonathan Koch, Managing Director	08/28/2012
__Signature of Reporting Person	Date
USRG Management Company, LLC, By : /s/ Jonathan Koch, Managing Director	08/28/2012
**Signature of Reporting Person	Date
USRG Holdco V, LLC, By: USRG Management Company, LLC, its Manager, By: /s/ Jonathan Koch, Managing Director	08/28/2012
__Signature of Reporting Person	Date
USRG Power & Biofuels Fund II, LP, By: USRG Power & Biofuels Fund II GP, LLC, its General Partner, By: /s/ Jonathan Koch, Managing Director	08/28/2012
__Signature of Reporting Person	Date
USRG Power & Biofuels Fund II-A, LP, By: USRG Power & Biofuels Fund II GP, LLC, its General Partner, By: /s/ Jonathan Koch, Managing Director	08/28/2012
__Signature of Reporting Person	Date
/s/ Jonathan Koch	08/28/2012
**Signature of Reporting Person	Date
USRG Holdco IX, LLC, By: USRG Management Company, LLC, its Manager, By: /s/ Jonathan Koch, Managing Director	08/28/2012
__Signature of Reporting Person	Date
USRG Blocker IX, LLC, By: USRG Management Company, LLC, its Manager, By: /s/ Jonathan Koch, Managing Director	08/28/2012
__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 Class A Common Stock will automatically convert into shares of Common Stock, par value \$0.0001, on a one-for-one basis on July 16, 2012, subject to extension, and has no expiration date.
- (2) Reflects securities of the issuer owned directly by USRG Holdco V, LLC ("Holdco V").
- (3) USRG Power & Biofuels Fund II, LP ("Fund II") and USRG Power & Biofuels Fund II-A,LP ("Fund II-A") are members of Holdco V. USRG Power & Biofuels Fund II GP, LLC ("Fund II GP") is the general partner of Fund II and Fund II-A. USRG Management Company, LLC ("Management Company") is a manager of Holdco V and the management company for Fund II and Fund II-A. Jonathan Koch is a director of the issuer. An affiliate of Mr. Koch is a member of Fund II GP and indirectly a member of Management Company.

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- Fund II, Fund II-A, Fund II GP, Management Company and Mr. Koch may be deemed to indirectly beneficially own the securities of the issuer owned by Holdco V. Each of Fund II, Fund II-A, Fund II GP, Management Company and Mr. Koch expressly disclaims beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes, except to the extent of any pecuniary interest therein.
- (4)
- (5) The Form 4, as originally filed, incorrectly reported that Holdco V had received 75,138 shares of Class A Common Stock pursuant to a warrant exchange agreement and letter agreement among certain holders of the issuer's warrants.
- (6) Reflects a 1-for-2.5 reverse stock split, which became effective on January 3, 2012.
- Pursuant to a warrant exchange agreement and a letter agreement among certain holders of the issuer's warrants, the issuer cancelled the warrants to purchase 190,040 shares of its Common Stock held by Holdco V and Holdco V received 75,137 shares of Class A Common Stock, par value \$0.0001, of the issuer.
- (7)
- (8) Reflects securities of the issuer owned directly by Holdco IX.
- Fund II is a member of Holdco IX. Fund II-A is a member of USRG Blocker IX, LLC ("Blocker IX"), which is a member of Holdco IX. Fund II GP is the general partner of Fund II and Fund II-A. Management Company is a manager of Holdco IX and the management company for Fund II and Fund II-A. Jonahan Koch is a director of the issuer. An affiliate of Mr. Koch is a member of Fund II GP and indirectly a member of Management Company.
- (9)
- Fund II, Fund II-A, Fund II GP, Management Company and Mr. Koch may be deemed to indirectly beneficially own the securities of the issuer owned by Holdco IX. Each of Fund II, Fund II-A, Blocker IX, Fund II GP, Management Company and Mr. Koch expressly disclaims beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes, except to the extent of any pecuniary interest therein.
- (10)
- Seneca Biodiesel Holdco, LLC ("Seneca Holdco") acquired the Class A Common Stock pursuant to the exercise by the issuer of a call right, whereby the issuer purchased the equity interests in Seneca Landlord, LLC from Seneca Holdco for \$12 million in cash and 60,000 shares of Class A Common Stock, par value \$0.0001. The Form 4, as originally filed, failed to correctly report that 28,125 of such shares were distributed by Seneca Holdco to Holdco IX effective January 24, 2012.
- (11)

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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