

Weiss Shai
 Form 3
 February 08, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 (Last) (First) (Middle) C/O VGF ADVISERS (US) LLC, ^ 27 SOUTH PARK STREET, SUITE 200 (Street) SAN FRANCISCO, ^ CA ^ 94107 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/08/2011	3. Issuer Name and Ticker or Trading Symbol Gevo, Inc. [GEVO]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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				Shares		or Indirect (1) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	1,027,397 (3)	\$ (1)	I	By fund (5)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	456,204 (3)	\$ (1)	I	By fund (5)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	639,206 (3)	\$ (1)	I	By fund (5)
Series D-1 Preferred Stock	Â (2)	Â (2)	Common Stock	233,645 (2)	\$ (2)	I	By fund (5)
Warrants (right to buy)	01/18/2008	01/18/2018	Series C Preferred Stock	28,786 (4)	\$ 5.48	I	By fund (5)

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	Â X	Â X	Â	Â

Signatures

/s/ Michael Odai, by power of attorney

02/08/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 preferred stock is convertible into shares of the Issuer's common stock at any time on a one-for-one basis and has no expiration date.

The preferred stock is currently convertible into shares of the Issuer's common stock on a one-for-one basis and has no expiration date. However, upon completion of the Issuer's initial public offering, each share of the preferred stock will automatically convert into a number of shares of the Issuer's common stock as determined pursuant to 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.
 - (2) The preferred stock will automatically convert into shares of the Issuer's common stock upon the completion of the Issuer's initial public offering.
 - (3) Upon completion of the Issuer's initial public offering, this warrant to purchase shares of Series C Preferred Stock will automatically convert into a warrant to purchase an equal number of shares of the Issuer's common stock.
 - (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

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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.

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Remarks:

ShaiÂ Weiss,Â AnupÂ Jacob,Â MarkÂ Poole,Â NiallÂ RitchieÂ andÂ StephenÂ MurphyÂ areÂ theÂ directorsÂ ofÂ VGFÂ

ExhibitÂ 24.1Â Â PowerÂ ofÂ Attorney

ExhibitÂ 24.2Â PowerÂ ofÂ Attorney

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.