

KHOSLA VINOD
Form 4
February 15, 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 *
Khosla Ventures I, L.P.

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)
3000 SAND HILL
ROAD, BUILDING THREE, SUITE
190

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

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

(Street)
MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(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)
Common Stock	02/14/2011		C	V Amount 4,633,583 (1)	A (2) 4,633,583 (1)	D (3)	
Common Stock	02/14/2011		P	333,334	A \$ 15 4,966,917	D (3)	
Common Stock	02/14/2011		C	77,142 (1)	A (2) 77,142 (1)	I	See Footnote (4)
Common Stock	02/14/2011		C	185,377 (1)	A (2) 185,377 (1)	I	See Footnote (5)

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Common Stock	02/14/2011	C	1,898,730 <u>(1)</u>	A	<u>(2)</u> <u>(6)</u>	1,898,730 <u>(1)</u>	I	See Footnote <u>(7)</u>
Common Stock	02/14/2011	P	133,333	A	\$ 15	2,032,063	I	See Footnote <u>(7)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A-1 Preferred Stock	<u>(2)</u>	02/14/2011		C	945,172	<u>(2)</u> <u>(2)</u>	Common Stock 945,172 <u>(2)</u>
Series A-2 Preferred Stock	<u>(2)</u>	02/14/2011		C	1,024,566	<u>(2)</u> <u>(2)</u>	Common Stock 1,024,566 <u>(2)</u>
Series A-3 Preferred Stock	<u>(2)</u>	02/14/2011		C	864,833	<u>(2)</u> <u>(2)</u>	Common Stock 864,833 <u>(2)</u>
Series A-4 Preferred Stock	<u>(2)</u>	02/14/2011		C	811,305	<u>(2)</u> <u>(2)</u>	Common Stock 811,305 <u>(2)</u>
Series C Preferred Stock	<u>(2)</u>	02/14/2011		C	987,707	<u>(2)</u> <u>(2)</u>	Common Stock 987,707 <u>(2)</u>
Series A-1 Preferred Stock	<u>(2)</u>	02/14/2011		C	16,111	<u>(2)</u> <u>(2)</u>	Common Stock 16,111 <u>(2)</u>

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Series A-2 Preferred Stock	(2)	02/14/2011	C	17,465	(2)	(2)	Common Stock	17,465	(2)
Series A-3 Preferred Stock	(2)	02/14/2011	C	14,742	(2)	(2)	Common Stock	14,742	(2)
Series A-4 Preferred Stock	(2)	02/14/2011	C	13,830	(2)	(2)	Common Stock	13,830	(2)
Series C Preferred Stock	(2)	02/14/2011	C	14,994	(2)	(2)	Common Stock	14,994	(2)
Series A-1 Preferred Stock	(2)	02/14/2011	C	38,717	(2)	(2)	Common Stock	38,717	(2)
Series A-2 Preferred Stock	(2)	02/14/2011	C	41,969	(2)	(2)	Common Stock	41,969	(2)
Series A-3 Preferred Stock	(2)	02/14/2011	C	35,425	(2)	(2)	Common Stock	35,425	(2)
Series A-4 Preferred Stock	(2)	02/14/2011	C	33,234	(2)	(2)	Common Stock	33,234	(2)
Series C Preferred Stock	(2)	02/14/2011	C	36,032	(2)	(2)	Common Stock	36,032	(2)
Series D Preferred Stock	(2)	02/14/2011	C	1,065,342	(2)	(2)	Common Stock	1,065,342	(2)
Series D-1 Preferred Stock	(6)	02/14/2011	C	438,113	(6)	(6)	Common Stock	833,388	(6)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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 applicable reporting person following conversion of the shares of preferred stock previously held by such 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 applicable reporting person, other than shares of Series D-1 Preferred Stock, were converted into shares of the Issuer's common stock on a one-for-one basis and had no expiration date.

(3) The securities are owned by Khosla Ventures I, L.P. ("Khosla I"). VK Services, LLC serves as the manager of Khosla Ventures Associates I, LLC ("KVA I"), which serves as the general partner of Khosla I. Vinod Khosla is the managing member of VK Services, LLC. Each of KVA I, VK Services, LLC and Vinod Khosla may be deemed to possess sole voting and investment control over the shares owned by Khosla I and may be deemed to have indirect beneficial ownership of such shares. Neither KVA I nor Vinod Khosla owns any securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(4) The securities are owned by VK Services, LLC. VK Services, LLC serves as the manager of KVA I, the general partner of Khosla I, and KVA III, the general partner of Khosla III. Vinod Khosla is the managing member of VK Services, LLC, and may be deemed to possess sole voting and investment control over the shares held by VK Services, LLC, and may be deemed to have indirect beneficial ownership of such shares. Neither KVA I nor Vinod Khosla owns any securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(5) The securities were originally purchased by Khosla I, and were distributed by Khosla I to KVA I, and in turn by KVA I to the current owners, who are members or affiliates of members of KVA I. However, Khosla I continues to possess voting and investment control over the shares. VK Services, LLC serves as the manager of KVA I, which serves as the general partner of Khosla I. Vinod Khosla is the managing member of VK Services, LLC. Each of KVA I, VK Services, LLC and Vinod Khosla may be deemed to possess sole voting and investment control over such shares, and each of Khosla I, KVA I, VK Services, LLC and Vinod Khosla may be deemed to have indirect beneficial ownership of such shares. Neither KVA I nor Vinod Khosla owns any securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(6) 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.

(7) The securities are owned by Khosla Ventures III, L.P. ("Khosla III"). VK Services, LLC serves as the manager of Khosla Ventures Associates III, LLC ("KVA III"), which serves as the general partner of Khosla III. Vinod Khosla is the managing member of VK Services, LLC. Each of KVA III, VK Services, LLC and Vinod Khosla may be deemed to possess sole voting and investment control over the shares owned by Khosla III and may be deemed to have indirect beneficial ownership of such shares. Neither KVA III nor Vinod Khosla owns any securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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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