

Poole Mark
Form 4
February 16, 2011

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to 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 *
VGF I Ltd

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)

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

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

02/14/2011

(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
X 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474
(9-02)

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 |
| VGF I Ltd C/O VGF ADVISERS (US) LLC 27 SOUTH PARK STREET, SUITE 200 SAN FRANCISCO, CA 94107 | | X | | |
| VGF Partners I, L.P. C/O VGF ADVISERS (US) LLC 27 SOUTH PARK STREET, SUITE 200 SAN FRANCISCO, CA 94107 | | X | | |
| | | X | | |

Virgin Green Fund I LP
 C/O VGF ADVISERS (US) LLC
 27 SOUTH PARK STREET, SUITE 200
 SAN FRANCISCO, CA 94107

Jacob Anup
 C/O VGF ADVISERS (US) LLC
 27 SOUTH PARK STREET, SUITE 200
 SAN FRANCISCO, CA 94107 X

Poole Mark
 C/O VGF ADVISERS (US) LLC
 27 SOUTH PARK STREET, SUITE 200
 SAN FRANCISCO, CA 94107 X

Ritchie Niall
 C/O VGF ADVISERS (US) LLC
 27 SOUTH PARK STREET, SUITE 200
 SAN FRANCISCO, CA 94107 X

Murphy Stephen
 C/O VGF ADVISERS (US) LLC
 27 SOUTH PARK STREET, SUITE 200
 SAN FRANCISCO, CA 94107 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.

 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.
 - (2) 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.
 - (3) Shares 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. Each of Shai Weiss, Anup Jacob, Mark Poole, Niall Ritchie and Stephen Murphy (the "Directors") are directors of the Ultimate General Partner and each Director may be deemed to share in the voting and dispositive power over the securities held by the Fund. Each of the Direct General Partner, the Ultimate General Partner and the Directors disclaim beneficial ownership of the securities held by the Fund except to the extent of any pecuniary interest therein.
 - (4) 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.
 - (5)

Edgar Filing: Poole Mark - Form 4

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.

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.