

Weiss Shai
Form 3
February 08, 2011

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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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.