

Poole Mark
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 *

Â VGF I Ltd

(Last)

(First)

(Middle)

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

(Street)

SAN
FRANCISCO,Â CAÂ 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

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

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (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 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)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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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 (I) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	1,027,397 (3)	\$ (1)	I	See footnote (5)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	456,204 (3)	\$ (1)	I	See footnote (5)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	639,206 (3)	\$ (1)	I	See footnote (5)
Series D-1 Preferred Stock	Â (2)	Â (2)	Common Stock	233,645 (2)	\$ (2)	I	See footnote (5)
Warrants (right to buy)	01/18/2008	01/18/2018	Series C Preferred Stock	28,786 (4)	\$ 5.48	I	See footnote (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VGFI Ltd C/O VGF ADVISERS (US) LLC 27 SOUTH PARK STREET, SUITE 200 SAN FRANCISCO, CA 94107	Â	Â X	Â	Â
VGFI Partners I, L.P. C/O VGF ADVISERS (US) LLC 27 SOUTH PARK STREET, SUITE 200 SAN FRANCISCO, CA 94107	Â	Â X	Â	Â
Virgin Green Fund I LP C/O VGF ADVISERS (US) LLC 27 SOUTH PARK STREET, SUITE 200 SAN FRANCISCO, CA 94107	Â	Â X	Â	Â
Jacob Anup C/O VGF ADVISERS (US) LLC 27 SOUTH PARK STREET, SUITE 200 SAN FRANCISCO, CA 94107	Â	Â X	Â	Â
Poole Mark C/O VGF ADVISERS (US) LLC 27 SOUTH PARK STREET, SUITE 200 SAN FRANCISCO, CA 94107	Â	Â X	Â	Â
Ritchie Niall C/O VGF ADVISERS (US) LLC 27 SOUTH PARK STREET, SUITE 200 SAN FRANCISCO, CA 94107	Â	Â X	Â	Â
	Â	Â X	Â	Â

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

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.

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.
- (5)

Â

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

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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