

Gevo, Inc.

Form 4

December 13, 2013

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Khosla Ventures III, L.P.

(Last) (First) (Middle)

C/O KHOSLA VENTURES, 2128
SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Gevo, Inc. [GEVO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (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 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	12/11/2013		P		1,111,111	A	<u>(2)</u>	3,175,225	I	See footnote (1)
Common Stock	12/11/2013		P		1,111,111	A	<u>(2)</u>	1,111,111	I	See footnote (3)

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

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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Warrant (right to buy)	\$ 1.85 ⁽²⁾	12/11/2013		A		1,111,111		12/11/2013	12/16/2016	Common Stock	1,111,111
Common Stock Warrant (right to buy)	\$ 1.85 ⁽²⁾	12/11/2013		A		1,111,111		12/11/2013	12/16/2018	Common Stock	1,111,111

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khosla Ventures III, L.P. C/O KHOSLA VENTURES 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
KHOSLA VINOD C/O KHOSLA VENTURES 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures I, L.P. C/O KHOSLA VENTURES 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures Associates I, LLC C/O KHOSLA VENTURES 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures Associates III, LLC C/O KHOSLA VENTURES 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		

VK Services, LLC
C/O KHOSLA VENTURES
2128 SAND HILL ROAD
MENLO PARK, CA 94025

X

Signatures

/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, as Manager of Khosla Ventures Associates I, LLC, in its capacity as general partner of Khosla Ventures I, L.P.	12/13/2013
__Signature of Reporting Person	Date
/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, as Manager of Khosla Ventures Associates I, LLC	12/13/2013
__Signature of Reporting Person	Date
/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, as Manager of Khosla Ventures Associates III, LLC	12/13/2013
__Signature of Reporting Person	Date
/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, as Manager of Khosla Venture Associates III, LLC, in its capacity as general partner of Khosla Ventures III, L.P.	12/13/2013
__Signature of Reporting Person	Date
/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC	12/13/2013
__Signature of Reporting Person	Date
/s/ Kimberly Totah, as attorney in fact for Vinod Khosla	12/13/2013
__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).
- The securities are owned by Khosla Ventures III ("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 and
- (1) 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.
- Each common stock unit consists of one share of common stock and a warrant to purchase one share of common stock, at a public offering price of \$1.35 per common stock unit. Each warrant included in a common stock unit will have an exercise price of \$1.85 per share share, will be exercisable from the date of original issuance and will expire on December 16, 2018. The shares of common stock and the warrants will be immediately separable and will be issued separately.
- (2)
- The securities are owned by KFT Trust, for which Vinod Khosla and his spouse are the trustees. Mr. Khosla may be deemed to possess voting and investment control over such shares, and to have indirect beneficial ownership of such shares. Mr. Khosla disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3)
- The warrants are subject to ownership limitations, such that the warrants are not exercisable to the extent that their exercise would result in the beneficial ownership by the holder in the Issuer's securities to exceed certain thresholds. A more complete description of the ownership limitations is set forth in the Prospectus Supplement, filed by the issuer with the Securities and Exchange Commission on December 12, 2013.
- (4)

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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