

Gevo, Inc.
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 *
KISHORE GANESH

(Last) (First) (Middle)

**NO. 36-01, LEVEL MENARA
DION, 27, JALAN SULTAN
ISMAIL**

(Street)

50250 KUALA LUMPUR, N8

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/14/2011 | | C | (A) V Amount 1,540,739 (1) | (D) Price (2) (3) 1,540,739 (1) | I | By fund (4) |
| Common Stock | 02/14/2011 | | P | 130,686 | A \$ 15 1,671,425 | I | By fund (4) |

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

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SEC 1474
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series C Preferred Stock | (2) | 02/14/2011 | | C | 802,920 | (2) (2) | Common Stock | 802,920 (2) |
| Series D Preferred Stock | (2) | 02/14/2011 | | C | 497,160 | (2) (2) | Common Stock | 497,160 (2) |
| Series D-1 Preferred Stock | (3) | 02/14/2011 | | C | 126,515 | (3) (3) | Common Stock | 240,659 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KISHORE GANESH NO. 36-01, LEVEL MENARA DION 27, JALAN SULTAN ISMAIL 50250 KUALA LUMPUR, N8 | X | | | |

Signatures

/s/ Brett Lund,
Attorney-in-Fact
Date: 02/14/2011

**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).
- Represents the aggregate number of shares of common stock deemed to be beneficially owned by the reporting person following
- (1) conversion of the shares of preferred stock previously deemed to be beneficially owned by the 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 deemed to be beneficially owned 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.
 - (3)

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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.

- The securities were issued to Malaysian Life Sciences Capital Fund Ltd. ("Malaysian Life Sciences"). Ganesh Kishore, Ph.D. is the Chief
- (4) Executive Officer of Malaysian Life Sciences and may be held to have voting and dispositive power over shares held by the fund. Dr. Kishore disclaims beneficial ownership of shares held by Malaysian Life Sciences except to the extent of his 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. 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.