

Poole Mark
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 VGF I Ltd | | (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 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) | |
| SAN FRANCISCO,Â CAÂ 94107 | | | | |
| (City) | (State) | (Zip) | | |
| 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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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 | 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.

(3) The preferred stock will automatically convert into shares of the Issuer's common stock upon the completion of the Issuer's initial public offering.

(4) 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.

^

Remarks:

Shai Weiss, Anup Jacob, Mark Poole, Niall Ritchie and Stephen Murphy are the directors of VGF

Exhibit 24.1 Power of 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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