Gevo, Inc. Form 3 February 08, 2011

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

02/08/2011

Gevo, Inc. [GEVO]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O MALAYSIAN LIFE SCIENCES CPL FUND LTD, 36-01, L MENARA DION, 27 JALAN SULTAN IS

(Street)

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

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

50250 KUALA LUMPUR. N8Â

> (City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)

5. 4. Conversion or Exercise Price of

Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Derivative Security:

Edgar Filing: Gevo, Inc. - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series C Preferred Stock	(1)	(1)	Common Stock	802,920 (3)	\$ <u>(1)</u>	I	By fund (4)
Series D Preferred Stock	(1)	(1)	Common Stock	497,160 (3)	\$ <u>(1)</u>	I	By fund (4)
Series D-1 Preferred Stock	(2)	(2)	Common Stock	126,515 ⁽²⁾	\$ <u>(2)</u>	I	By fund (4)

Reporting Owners

Reporting Owner Name / Address		Relationships				
		10% Owner	Officer	Othe		
KISHORE GANESH						
C/O MALAYSIAN LIFE SCIENCES CPL FUND LTD 36-01, L MENARA DION, 27 JALAN SULTAN IS		Â	Â	Â		
					50250 KUALA LUMPUR, N8Â	

Signatures

/s/ Ganesh
Kishore

**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.
- The shares of preferred stock were issued to Malaysian Life Sciences Capital Fund Ltd. ("Malaysian Life Sciences"). Ganesh Kishore, Ph.D. is the Chief 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.

Â

Remarks:

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. 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.

Reporting Owners 2