

KHOSLA VINOD

Form 3

February 08, 2011

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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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 \*

Â Khosla Ventures I, L.P.

(Last)

(First)

(Middle)

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 Issuer5. 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 Person3000 SAND HILL  
ROAD,Â BUILDING THREE,  
SUITE 190

(Street)

MENLO PARK,Â CAÂ 94025

(City)

(State)

(Zip)

**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)

**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)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. 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 A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	945,172 (2) \$ (1)		D (6)	Â
Series A-2 Preferred Stock	Â (1)	Â (1)	Common Stock	1,024,566 (2) \$ (1)		D (6)	Â
Series A-3 Preferred Stock	Â (1)	Â (1)	Common Stock	864,833 (2) \$ (1)		D (6)	Â
Series A-4 Preferred Stock	Â (1)	Â (1)	Common Stock	811,305 (2) \$ (1)		D (6)	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	987,707 (2) \$ (1)		D (6)	Â
Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	16,111 (2) \$ (1)		I	See Footnote (7)
Series A-2 Preferred Stock	Â (1)	Â (1)	Common Stock	17,465 (2) \$ (1)		I	See Footnote (7)
Series A-3 Preferred Stock	Â (1)	Â (1)	Common Stock	14,742 (2) \$ (1)		I	See Footnote (7)
Series A-4 Preferred Stock	Â (1)	Â (1)	Common Stock	13,830 (2) \$ (1)		I	See Footnote (7)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	14,994 (2) \$ (1)		I	See Footnote (7)
Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	38,717 (2) \$ (1)		I	See Footnote (8)
Series A-2 Preferred Stock	Â (1)	Â (1)	Common Stock	41,969 (2) \$ (1)		I	See Footnote (8)
Series A-3 Preferred Stock	Â (1)	Â (1)	Common Stock	35,425 (2) \$ (1)		I	See Footnote (8)
Series A-4 Preferred Stock	Â (1)	Â (1)	Common Stock	33,234 (2) \$ (1)		I	See Footnote (8)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	36,032 (2) \$ (1)		I	See Footnote (8)
Series D Preferred Stock	Â (3)	Â (3)	Common Stock	1,065,342 (4) \$ (3)		I	See Footnote (9)
Series D-1 Preferred Stock	Â (5)	Â (5)	Common Stock	438,113 (5) \$ (5)		I	See Footnote (9)

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Khosla Ventures I, L.P.  
 3000 SAND HILL ROAD  
 BUILDING THREE, SUITE 190  
 MENLO PARK, CA 94025

Khosla Ventures Associates I, LLC  
 3000 SAND HILL ROAD  
 BUILDING THREE, SUITE 190  
 MENLO PARK, CA 94025

Khosla Ventures III, L.P.  
 3000 SAND HILL ROAD  
 BUILDING THREE, SUITE 190  
 MENLO PARK, CA 94025

Khosla Ventures Associates III, LLC  
 3000 SAND HILL ROAD  
 BUILDING THREE, SUITE 190  
 MENLO PARK, CA 94025

VK Services, LLC  
 3000 SAND HILL ROAD  
 BUILDING THREE, SUITE 190  
 MENLO PARK, CA 94025

KHOSLA VINOD  
 3000 SAND HILL ROAD  
 BUILDING THREE, SUITE 190  
 MENLO PARK, CA 94025

## Signatures

/s/ Vinod Khosla, Managing Director, Khosla Ventures Associates I, LLC, its General Partner for Khosla Ventures I, L.P. 02/08/2011

\_\_Signature of Reporting Person

Date

/s/ Vinod Khosla, Managing Director for Khosla Ventures Associates I, LLC 02/08/2011

\_\_Signature of Reporting Person

Date

/s/ Vinod Khosla, Managing Director, Khosla Ventures Associates III, LLC, its General Partner for Khosla Ventures III, L.P. 02/08/2011

\_\_Signature of Reporting Person

Date

/s/ Vinod Khosla, Managing Director for Khosla Ventures Associates III, LLC 02/08/2011

\_\_Signature of Reporting Person

Date

/s/ Vinod Khosla, Managing Member for VK Services, LLC 02/08/2011

\_\_Signature of Reporting Person

Date

/s/ Vinod Khosla 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 Series A-1 Preferred Stock, Series A-2 Preferred Stock, Series A-3 Preferred Stock and Series C Preferred Stock are convertible into shares of the Issuer's common stock at any time on a one-for-one basis and have no expiration date.
- (2) The Series A-1 Preferred Stock, Series A-2 Preferred Stock, Series A-3 Preferred Stock and Series C Preferred Stock will automatically convert into shares of the Issuer's common stock upon the completion of the Issuer's initial public offering.
- (3) The Series D 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.
- (4) The Series D Preferred Stock will automatically convert into shares of the Issuer's common stock upon the completion of the Issuer's initial public offering.

The Series D-1 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 Series D-1 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.

The securities are owned by Khosla Ventures I, L.P. ("Khosla I"). VK Services, LLC serves as the manager of Khosla Ventures Associates I, LLC ("KVA I"), which serves as the general partner of Khosla I. Vinod Khosla is the managing member of VK Services, LLC. Each of KVA I, VK Services, LLC and Vinod Khosla may be deemed to possess sole voting and investment control over the shares owned by Khosla I and may be deemed to have indirect beneficial ownership of such shares. Neither KVA I 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.

The securities are owned by VK Services, LLC. VK Services, LLC serves as the manager of KVA I, the general partner of Khosla I, and KVA III, the general partner of Khosla III. Vinod Khosla is the manager member of VK Services, LLC, and may be deemed to possess sole voting and investment control over the shares held by VK Services, LLC, and may be deemed to have indirect beneficial ownership of such shares. Neither KVA I 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.

The securities were originally purchased by Khosla I, and were distributed by Khosla I to KVA I, and in turn by KVA I to the current owners, who are members or affiliates of members of KVA I. However, Khosla I continues to possess voting and investment control over the shares. VK Services, LLC serves as the manager of KVA I, which serves as the general partner of Khosla I. Vinod Khosla is the managing member of VK Services, LLC. Each of KVA I, VK Services, LLC and Vinod Khosla may be deemed to possess sole voting and investment control over such shares, and each of Khosla I, KVA I, VK Services, LLC and Vinod Khosla may be deemed to have indirect beneficial ownership of such shares. Neither KVA I 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.

The securities are owned by Khosla Ventures III, L.P. ("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. Each of KVA III, VK Services, LLC and 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.

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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