

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u><a href="#">Khosla Ventures I, L.P.</a></u>  (Last) (First) (Middle) 3000 SAND HILL ROAD BUILDING THREE, SUITE 190  (Street) MENLO PARK CA 94025  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u><a href="#">Gevo, Inc.</a></u> [ <u><a href="#">GEVO</a></u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
	(Empty)	

**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	02/14/2011		C		4,633,583 <sup>(1)</sup>	A	(2)	4,633,583 <sup>(1)</sup>	D <sup>(3)</sup>	
Common Stock	02/14/2011		P		333,334	A	\$15	4,966,917	D <sup>(3)</sup>	
Common Stock	02/14/2011		C		77,142 <sup>(1)</sup>	A	(2)	77,142 <sup>(1)</sup>	I	See Footnote <sup>(4)</sup>
Common Stock	02/14/2011		C		185,377 <sup>(1)</sup>	A	(2)	185,377 <sup>(1)</sup>	I	See Footnote <sup>(5)</sup>
Common Stock	02/14/2011		C		1,898,730 <sup>(1)</sup>	A	(2)(6)	1,898,730 <sup>(1)</sup>	I	See Footnote <sup>(7)</sup>
Common Stock	02/14/2011		P		133,333	A	\$15	2,032,063	I	See Footnote <sup>(7)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Preferred Stock	(2)	02/14/2011		C			945,172	(2)	(2)	Common Stock	945,172 <sup>(2)</sup>	\$0	0	D <sup>(3)</sup>	
Series A-2 Preferred Stock	(2)	02/14/2011		C			1,024,566	(2)	(2)	Common Stock	1,024,566 <sup>(2)</sup>	\$0	0	D <sup>(3)</sup>	
Series A-3 Preferred Stock	(2)	02/14/2011		C			864,833	(2)	(2)	Common Stock	864,833 <sup>(2)</sup>	\$0	0	D <sup>(3)</sup>	
Series A-4 Preferred Stock	(2)	02/14/2011		C			811,305	(2)	(2)	Common Stock	811,305 <sup>(2)</sup>	\$0	0	D <sup>(3)</sup>	
Series C Preferred Stock	(2)	02/14/2011		C			987,707	(2)	(2)	Common Stock	987,707 <sup>(2)</sup>	\$0	0	D <sup>(3)</sup>	
Series A-1 Preferred Stock	(2)	02/14/2011		C			16,111	(2)	(2)	Common Stock	16,111 <sup>(2)</sup>	\$0	0	I	See Footnote <sup>(4)</sup>
Series A-2 Preferred Stock	(2)	02/14/2011		C			17,465	(2)	(2)	Common Stock	17,465 <sup>(2)</sup>	\$0	0	I	See Footnote <sup>(4)</sup>
Series A-3 Preferred Stock	(2)	02/14/2011		C			14,742	(2)	(2)	Common Stock	14,742 <sup>(2)</sup>	\$0	0	I	See Footnote <sup>(4)</sup>
Series A-4 Preferred Stock	(2)	02/14/2011		C			13,830	(2)	(2)	Common Stock	13,830 <sup>(2)</sup>	\$0	0	I	See Footnote <sup>(4)</sup>
Series C Preferred Stock	(2)	02/14/2011		C			14,994	(2)	(2)	Common Stock	14,994 <sup>(2)</sup>	\$0	0	I	See Footnote <sup>(4)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Preferred Stock	(2)	02/14/2011		C			38,717	(2)	(2)	Common Stock	38,717 <sup>(2)</sup>	\$0	0	I	See Footnote <sup>(5)</sup>
Series A-2 Preferred Stock	(2)	02/14/2011		C			41,969	(2)	(2)	Common Stock	41,969 <sup>(2)</sup>	\$0	0	I	See Footnote <sup>(5)</sup>
Series A-3 Preferred Stock	(2)	02/14/2011		C			35,425	(2)	(2)	Common Stock	35,425 <sup>(2)</sup>	\$0	0	I	See Footnote <sup>(5)</sup>
Series A-4 Preferred Stock	(2)	02/14/2011		C			33,234	(2)	(2)	Common Stock	33,234 <sup>(2)</sup>	\$0	0	I	See Footnote <sup>(5)</sup>
Series C Preferred Stock	(2)	02/14/2011		C			36,032	(2)	(2)	Common Stock	36,032 <sup>(2)</sup>	\$0	0	I	See Footnote <sup>(5)</sup>
Series D Preferred Stock	(2)	02/14/2011		C			1,065,342	(2)	(2)	Common Stock	1,065,342 <sup>(2)</sup>	\$0	0	I	See Footnote <sup>(7)</sup>
Series D-1 Preferred Stock	(6)	02/14/2011		C			438,113	(6)	(6)	Common Stock	833,388 <sup>(6)</sup>	\$0	0	I	See Footnote <sup>(7)</sup>

1. Name and Address of Reporting Person\*

[Khosla Ventures I, L.P.](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD  
BUILDING THREE, SUITE 190

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Khosla Ventures Associates I, LLC](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD  
BUILDING THREE, SUITE 190

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Khosla Ventures III, L.P.](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD  
BUILDING THREE, SUITE 190

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Khosla Ventures Associates III, LLC](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD  
BUILDING THREE, SUITE 190

(Street)  
MENLO PARK CA 94025

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">VK Services, LLC</a>		
(Last)	(First)	(Middle)
3000 SAND HILL ROAD		
BUILDING THREE, SUITE 190		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">KHOSLA VINOD</a>		
(Last)	(First)	(Middle)
3000 SAND HILL ROAD		
BUILDING THREE, SUITE 190		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents the aggregate number of shares of common stock held by the applicable reporting person following conversion of the shares of preferred stock previously held by such 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 held by the applicable reporting person, other than shares of Series D-1 Preferred Stock, were converted into shares of the Issuer's common stock on a one-for-one basis and had no expiration date.
3. 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.
4. 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 managing 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.
5. 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.
6. 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.
7. 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.

<a href="#">/s/Vinod Khosla, Managing Director, Khosla Ventures Associates I, LLC, its General Partner for Khosla Ventures I, L.P.</a>	<a href="#">02/15/2011</a>
<a href="#">/s/Vinod Khosla, Managing Director for Khosla Ventures Associates I, LLC</a>	<a href="#">02/15/2011</a>
<a href="#">/s/Vinod Khosla, Managing Director, Khosla Ventures Associates III, LLC, its General Partner for Khosla Ventures III, L.P.</a>	<a href="#">02/15/2011</a>
<a href="#">/s/Vinod Khosla, Managing Director for Khosla Ventures Associates III, LLC</a>	<a href="#">02/15/2011</a>
<a href="#">/s/Vinod Khosla, Managing Member for VK Services, LLC</a>	<a href="#">02/15/2011</a>
<a href="#">/s/Vinod Khosla</a>	<a href="#">02/15/2011</a>
** Signature of Reporting Person	Date

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

\* 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).

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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