

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

FORM 8-K

CURRENT REPORT
Pursuant To Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 28, 2018

Gevo, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35073
(Commission File Number)

87-0747704
(IRS Employer
Identification No.)

345 Inverness Drive South, Building C, Suite 301
Englewood, CO 80112

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(303) 858-8358**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On June 28, 2018, Gevo, Inc. (the “Company”) entered into an amendment (the “Third Amendment”) to the At-The-Market Offering Agreement, dated February 13, 2018, as amended on June 20, 2018 (the “First Amendment”) and June 25, 2018 (the “Second Amendment”) (as amended, the “Sales Agreement”), with H.C. Wainwright & Co., LLC (the “Agent”), which provides for the sale and issuance from time to time of common stock of the Company in an “at-the-market” offering (the “ATM Offering”). The Third Amendment, among other things, provides for an increase in the amount of common stock for issuance and sale under the ATM Offering by up to an additional \$66,900,000 of shares of common stock (the “Shares”). The previous Sales Agreement provided for the sale and issuance of up to \$22,995,000 of shares of common stock in the ATM Offering. To date, the Company has issued 2,920,781 shares of common stock under the ATM Offering for gross proceeds of approximately \$22.9 million, including 2,915,573 shares of common stock for gross proceeds of approximately \$22.9 million since March 31, 2018.

The Shares have been registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to the Company’s Registration Statement on Form S-3 (File No. 333-211370), declared effective by the Securities and Exchange Commission (the “Commission”) on August 2, 2016 (the “Registration Statement”), and a prospectus, which consists of a base prospectus filed with the Registration Statement, and a prospectus supplement, dated June 28, 2018. Sales of the Shares, if any, may be made by any method permitted by law deemed to be an “at-the-market offering” as defined in Rule 415(a)(4) of the Securities Act, including sales made directly on or through the Nasdaq Capital Market or any other existing trading market for the Shares, in negotiated transactions at market prices prevailing at the time of sale or at prices related to such prevailing market prices and/or any other method permitted by law. If the Company and the Agent agree on any method of distribution other than sales of shares of the Company’s common stock into the Nasdaq Capital Market or another existing trading market in the United States at market prices, the Company will file a further prospectus supplement providing all information about such offering as required by Rule 424(b) under the Securities Act.

The Company intends to use the net proceeds from this offering to fund working capital and for other general corporate purposes, which may include the repayment of outstanding indebtedness.

The Sales Agreement contains customary representations, warranties and agreements by the Company, including obligations of the Company to indemnify the Agent for certain liabilities under the Securities Act. Under the terms of the Sales Agreement, the Company will pay the Agent a commission of 2.5% of the gross proceeds from sales of the Shares.

This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the Company’s common stock in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The foregoing description of the Sales Agreement, the First Amendment, the Second Amendment and the Third Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Sales Agreement, the First Amendment, the Second Amendment and the Third Amendment, copies of which are incorporated by reference or filed herewith as Exhibits 1.1, 1.2, 1.3 and 1.4, and are incorporated herein by reference. A legal opinion relating to the Shares is filed herewith as Exhibit 5.1.

Item 7.01. Regulation FD Disclosure.

As of June 28, 2018, the Company had cash and cash equivalents of approximately \$27.3 million.

This amount is unaudited and preliminary, and does not present all information necessary for an understanding of the Company’s financial condition as of June 28, 2018. The Company’s estimate is based solely on information available to it as of June 28, 2018. Actual results for the quarter ending June 30, 2018 remain subject to the completion of management’s and the Company’s audit committee’s final reviews and the Company’s other financial closing procedures and the completion of the preparation of the Company’s unaudited consolidated financial statements.

Item 8.01. Other Events.*Exercise of Series K Warrants*

During June 2018, the Company received notices of exercise from holders of its Series K warrants to purchase common stock (the "Series K Warrants") to issue an aggregate of 299,823 shares of common stock for total gross proceeds of approximately \$1.36 million. Following these exercises, Series K Warrants to purchase 4,677 shares of common stock remain outstanding at an exercise price of \$4.20 per share.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
1.1	<u>At-The-Market Offering Agreement, dated February 13, 2018, between Gevo, Inc. and H.C. Wainwright & Co., LLC (incorporated by reference to Exhibit 1.1 of the Current Report on Form 8-K filed on February 13, 2018).</u>
1.2	<u>Amendment to At-The-Market Offering Agreement and Engagement Agreement, dated June 20, 2018, between Gevo, Inc. and H.C. Wainwright & Co., LLC.</u>
1.3	<u>Amendment to At-The-Market Offering Agreement, dated June 25, 2018, between Gevo, Inc. and H.C. Wainwright & Co., LLC (incorporated by reference to Exhibit 1.3 of the Current Report on Form 8-K filed on June 25, 2018).</u>
1.4	<u>Amendment to At-The-Market Offering Agreement and Engagement Agreement, dated June 28, 2018, between Gevo, Inc. and H.C. Wainwright & Co., LLC.</u>
5.1	<u>Opinion of Perkins Coie LLP, with respect to the legality of the securities being registered.</u>
23.1	<u>Consent of Perkins Coie LLP (contained in Exhibit 5.1 hereto).</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GEVO, INC.

Dated: June 28, 2018

By: /s/ Geoffrey T. Williams, Jr.
Geoffrey T. Williams, Jr.
General Counsel and Secretary

June 28, 2018

Gevo, Inc.
345 Inverness Drive South, Building C, Suite 301
Englewood, Colorado 80112
Attention: Patrick R. Gruber, Chief Executive Officer

Dear Mr. Gruber:

Reference is made to the At-The-Market Offering Agreement, dated as of February 13, 2018, as amended on June 20, 2018 and June 25, 2018 (the "ATM Agreement"), between Gevo, Inc. (the "Company") and H.C. Wainwright & Co., LLC (the "Wainwright") and to the Engagement Agreement, dated May 31, 2018 (the "Engagement Agreement"), between the Company and Wainwright, as amended on June 20, 2018. This letter (the "Amendment") constitutes an agreement between the Company and Wainwright to amend each of the ATM Agreement and the Engagement Agreement as set forth herein. Defined terms that are used but not defined herein shall have the meanings ascribed to such terms in the ATM Agreement.

1. The defined term "Agreement" in the ATM Agreement is amended to mean the ATM Agreement as amended by this Amendment.
2. The first sentence of Section 2 of the ATM Agreement is hereby amended by deleting "\$22,995,000" and inserting in its place "\$89,895,000".
3. The Company and Wainwright hereby agree that the date of this Amendment shall be a Representation Date under the ATM Agreement and the Company shall make the deliveries required by Section 6(a)-(c) of the ATM Agreement, including, without limitation, the filing of a Prospectus Supplement with the Commission, on the date hereof.
4. The defined term "Engagement Agreement" in the ATM Agreement is amended to mean the Engagement Agreement as amended by this Amendment.
5. The first sentence of Section B of the Engagement Agreement is hereby amended and restated as follows:

"Term and Termination of Engagement; Exclusivity. The term of Wainwright's exclusive engagement will begin on the date hereof and end on June 29, 2019 (the "Term")."

6. The defined term "Agreement" in the Engagement Agreement is amended to mean the Engagement Agreement as amended by this Amendment.
7. In connection with this Amendment, the Company shall reimburse Wainwright for its expenses in the amount of \$20,000, which shall be paid on the date hereof.
8. Except as expressly set forth herein, all of the terms and conditions of the ATM Agreement and the Engagement Agreement shall continue in full force and effect after the execution of this Amendment and shall not be in any way changed, modified or superseded by the terms set forth herein.
9. This Amendment may be executed in two or more counterparts and by facsimile or ".pdf" signature or otherwise, and each of such counterparts shall be deemed an original and all of such counterparts together shall constitute one and the same agreement.

[remainder of page intentionally left blank]

In acknowledgment that the foregoing correctly sets forth the understanding reached by the Company and Wainwright, please sign in the space provided below, whereupon this Amendment shall constitute a binding amendment to the ATM Agreement and the Engagement Agreement as of the date indicated above.

Very truly yours,

H.C. WAINWRIGHT & CO., LLC

By: /s/ Edward Silvera

Name: Edward Silvera

Title: Chief Operating Officer

Accepted and Agreed:

GEVO, INC.

By: /s/ Patrick Gruber

Name: Patrick Gruber

Title: Chief Executive Officer

[SIGNATURE PAGE TO GEVO AMENDMENT TO ATM AGREEMENT AND ENGAGEMENT AGREEMENT]



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June 28, 2018

Gevo, Inc.
345 Inverness Drive South
Building C, Suite 310
Englewood, Colorado 80112

Re: Gevo, Inc. - Registration Statement on Form S-3 (File No. 333-211370)

Ladies and Gentlemen:

We have acted as counsel to Gevo, Inc., a Delaware corporation (the "Company"), in connection with the issuance and sale from time to time of up to \$66,900,000 of shares of common stock of the Company, \$0.01 par value per share (the "Shares"), pursuant to the At-The-Market Offering Agreement, dated February 13, 2018, as amended on June 20, 2018 and June 25, 2018, and as further amended on June 28, 2018 (as amended, the "Sales Agreement"), between the Company and H.C. Wainwright & Co., LLC. The Shares will be issued pursuant to the Company's Registration Statement on Form S-3 (File No. 333-211370), declared effective by the Securities and Exchange Commission (the "Commission") on August 2, 2016 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), and the base prospectus filed as part of the Registration Statement, and the related prospectus supplement dated June 28, 2018 (collectively, the "Prospectus").

We have examined the Registration Statement, the Prospectus, the Sales Agreement and such documents and records of the Company and other documents as we have deemed necessary for the purposes of this opinion. In such examination, we have assumed the following: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; and (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed.

Based upon the foregoing, it is our opinion that the Shares have been duly authorized by all necessary corporate action of the Company and, upon (i) the due execution by the Company and registration by its registrar of the Shares, (ii) the offering and sale of the Shares in accordance with the Sales Agreement and the Prospectus, and (iii) receipt by the Company of the consideration therefor in accordance with the terms of the Sales Agreement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Company's Current Report on Form 8-K filed with the Commission on or about the date hereof, to the incorporation by reference of this opinion into the Registration Statement and any amendments thereto, including any and all post-effective amendments, and to the reference to us under the headings "Legal Matters" in the Prospectus. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or related rules and regulations of the Commission issued thereunder.

Very truly yours,

/s/ PERKINS COIE LLP