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

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**FORM S-1**  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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**Gevo, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**8731**  
(Primary Standard Industrial  
Classification Code Number)

**87-0747704**  
(I.R.S. Employer  
Identification Number)

**345 Inverness Drive South, Building C, Suite 310  
Englewood, Colorado 80112  
(303) 858-8358**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Patrick R. Gruber  
Chief Executive Officer  
345 Inverness Drive South, Building C, Suite 310  
Englewood, Colorado 80112  
(303) 858-8358**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**Jason Day  
Ned A. Prusse  
Perkins Coie LLP  
1900 Sixteenth Street, Suite 1400  
Denver, Colorado 80202  
(303) 291-2300**

**Joseph A. Smith  
Robert F. Charron  
Ellenoff Grossman & Schole LLP  
1345 Avenue of the Americas  
New York, New York 10105  
(212) 370-1300**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-238548)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 to Section 7(a)(2)(B) of the Securities Act.

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Series 1 Units consisting of:(4)	\$3,000,000	\$389.40
One share of Common Stock, par value \$0.01 per share(2)	—	—
One Series 2020-A Warrant to purchase one share of Common Stock(2)(3)	—	—
Series 2 Units consisting of: (4)	—	—
One Pre-Funded Series 2020-B Warrant to purchase one share of Common Stock(2)(3)	—	—
One Series 2020-A Warrant to purchase one share of Common Stock(2)(3)	—	—
Common Stock issuable upon exercise of the Series 2020-A Warrants(2)	\$3,000,000	\$389.40
Common Stock issuable upon exercise of the Pre-Funded Series 2020-B Warrants(2)(3)	—	—
<b>Total(4)</b>	<b>\$6,000,000</b>	<b>\$778.80(5)</b>

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the “Securities Act”).
- (2) Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of additional shares of common stock as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.
- (3) No additional registration fee is payable pursuant to Rule 457(i) under the Securities Act.
- (4) The proposed maximum aggregate offering price of the Series 1 units proposed to be sold in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any Series 2 units offered and sold in the offering, and the proposed maximum aggregate offering price of the Series 2 units to be sold in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any Series 1 units sold in the offering. Accordingly, the proposed maximum aggregate offering price of the Series 1 units and Series 2 units (including the shares of common stock issuable upon exercise of the pre-funded 2020-B Warrants included in the Series 2 units), if any, is \$18,000,000.
- (5) The registrant previously registered securities having a proposed maximum aggregate offering price of \$15,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-238548) (the “Related Registration Statement”), which was declared effective by the Securities and Exchange Commission on June 30, 2020 and paid a fee of \$3,894.00. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of no more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Related Registration Statement is hereby registered.

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**This registration statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Gevo, Inc. (the “Company”) is filing this Registration Statement on Form S-1 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-238548) (the “Prior Registration Statement”), which was originally filed with the Commission on May 21, 2020, and which the Commission declared effective on June 30, 2020.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of shares of common stock to be offered by the Registrant in the public offering by \$6,000,000. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

**Item 16. Exhibits and Financial Statement Schedules.**

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1, as amended (File No. 333-238548) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

<b>Exhibit No.</b>	<b>Description</b>
5.1	<a href="#">Opinion of Perkins Coie LLP.</a>
23.1	<a href="#">Consent of Grant Thornton LLP.</a>
23.2	<a href="#">Consent of Perkins Coie LLP (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-238548), filed with the Commission on May 21, 2020 and incorporated herein by reference).</a>

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Englewood, State of Colorado, on June 30, 2020.

### GEVO, INC.

By: /s/ Patrick R. Gruber  
Patrick R. Gruber  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick R. Gruber</u> Patrick R. Gruber, Ph.D.	Chief Executive Officer (Principal Executive Officer) and Director	June 30, 2020
<u>*</u> L. Lynn Smull	Chief Financial Officer (Principal Financial Officer)	June 30, 2020
<u>*</u> Carolyn M. Romero, CPA	VP – Controller (Principal Accounting Officer)	June 30, 2020
<u>*</u> Ruth I. Dreessen	Chairperson of the Board of Directors	June 30, 2020
<u>*</u> Gary W. Mize	Director	June 30, 2020
<u>*</u> Andrew J. Marsh	Director	June 30, 2020
<u>*</u> Johannes Minho Roth	Director	June 30, 2020
<u>*</u> William H. Baum	Director	June 30, 2020

\* By: /s/ Geoffrey T. Williams, Jr.  
Geoffrey T. Williams, Jr., Attorney-in-Fact

June 30, 2020

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

Ladies and Gentlemen:

We have acted as counsel to Gevo, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), of a registration statement on Form S-1 pursuant to Rule 462(b) of the Commission (the "Rule 462(b) Registration Statement"), relating to the issuance and sale by the Company of an aggregate of (i) \$6,000,000 of: (a) Series 1 Units (the "Units"), each consisting of one share of the Company's common stock, par value \$0.01 per share ("Shares"), and one Series 2020-A Warrant to purchase one Share (the "Common Stock Warrants") and (b) Series 2 Units (the "Pre-Funded Units"), each consisting of one Pre-Funded Series 2020-B Warrant to purchase one Share (the "Pre-Funded Warrants" and together with the Common Stock Warrants, the "Warrants") and one Common Stock Warrant, and (ii) the Shares issuable upon exercise of the Warrants (the "Warrant Shares"). The Units, the Pre-Funded Units, the Warrants, the Warrant Shares, and the Shares underlying the Units are collectively referred to herein as the "Securities." The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1, as amended (File No. 333-238548) (the "Original Registration Statement", and together with the Rule 462(b) Registration Statement, the "Registration Statement"), initially filed by the Company on May 21, 2020 and declared effective by the Commission on June 30, 2020. The Securities will be issued pursuant to the form of Securities Purchase Agreement filed as an exhibit to the Registration Statement (the "Securities Purchase Agreement").

We have examined the Registration Statement, the Warrants, the Securities Purchase 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:

1. The Shares underlying the Units 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 such Shares, (ii) the offering and sale of such Shares in accordance with the Securities Purchase Agreement and (iii) receipt by the Company of the consideration therefor in accordance with the terms of the Securities Purchase Agreement, the Shares underlying the Units will be validly issued, fully paid and non-assessable.

2. Upon (i) the offering and sale of the Warrants in accordance with the Securities Purchase Agreement, (ii) the Warrants having been duly executed and delivered by the Company, and (iii) receipt by the Company of the consideration for the Warrants in accordance with the terms of the Securities Purchase Agreement, the Warrants will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

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3. The Warrant 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 Warrant Shares, and (ii) delivery and payment therefor upon exercise of the Warrants in accordance with their respective terms, the Warrant Shares will be validly issued, fully paid and non-assessable.

4. Upon (i) the offering and sale of the Securities underlying the Units and the Pre-Funded Units in accordance with the Securities Purchase Agreement, (ii) the Securities underlying the Units and the Pre-Funded Units having been duly executed and delivered by the Company, and (iii) receipt by the Company of the consideration for the Units and the Pre-Funded Units in accordance with the terms of the Securities Purchase Agreement, the Units and the Pre-Funded Units will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

We hereby consent to the filing of this opinion as Exhibit 5.1 to 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 contained in the Registration Statement. 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

## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 17, 2020, with respect to the consolidated financial statements of Gevo, Inc. and subsidiaries incorporated by reference from the Annual Report on Form 10-K for the year ended December 31, 2019 in the Registration Statement on Form S-1, as amended (File No. 333-238548), which is incorporated by reference in this Registration Statement on Form S-1MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption “Experts” in the prospectus incorporated by reference in this Registration Statement.

/s/ GRANT THORNTON LLP

Salt Lake City, Utah  
June 30, 2020