

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): **December 30, 2023**

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 310, 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of exchange on which registered
Common Stock, par value \$0.01 per share	GEVO	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of January 2, 2024, the Board of Directors (the “Board”) of Gevo, Inc. (“Gevo” or the “Company”) approved the appointment of Mary Kathryn (Katie) Ellet to the Board as a Class III director, with a current term that will expire at the annual meeting of stockholders to be held in 2025. Ms. Ellet will receive an annual cash retainer of \$85,000 and an equity grant valued at \$73,500 for service as a non-employee director, subject to the Company’s compensation policy for non-employee directors as specified from time to time by the Board. The equity award will be made pursuant to the Company’s Amended and Restated 2010 Stock Incentive Plan. Ms. Ellet will also be eligible to receive annual grants of equity and other compensation consistent with the Company’s compensation policy for her service as a non-employee director, as specified from time to time by the Board. Ms. Ellet also entered into the Company’s customary form of indemnification agreement upon her appointment to the Board.

There are no understandings or arrangements with any person pursuant to which Ms. Ellet was selected as a director, and Ms. Ellet is not party to any related party transaction required to be reported pursuant to Item 404(a) of Regulation S-K.

The Board considered the independence of Ms. Ellet under The Nasdaq Stock Market LLC (“Nasdaq”) listing standards and concluded that Ms. Ellet is an independent director under the applicable Nasdaq standards.

Item 7.01. Regulation FD.

The Company issued the press release attached hereto as Exhibit 99.1 in connection with the appointment of Ms. Ellet to the Board.

The information included in this Current Report under Item 7.01, including Exhibit 99.1, is deemed to be “furnished” and shall not be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing under the Securities Act or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
99.1	Press Release, dated January 3, 2024
104	Cover Page Interactive Data File (Formatted as Inline XBRL)

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.

Date: January 3, 2024

By: /s/ E. Cabell Massey

E. Cabell Massey

Vice President, Legal and Corporate Secretary



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Gevo Announces Appointment of Katie Ellet to Board of Directors

ENGLEWOOD, Colo., January 3, 2024 -- Gevo, Inc. (NASDAQ: GEVO) is pleased to announce that Katie Ellet has been appointed to its board of directors as of January 2, 2024. Ms. Ellet serves as president, Hydrogen Energy and Mobility for North America at Air Liquide, a world leader in gases, technologies and services for Industry and Health, and a global innovator in low carbon hydrogen production. She has held a wide variety of leadership roles in the chemical and energy fields for the last 27 years.

"We are honored to have Katie join our Board of Directors," said Dr. Patrick Gruber, CEO of Gevo. "She has a demonstrated record of technology expertise, market knowledge, and innovation that we expect will be invaluable to help guide Gevo through the next stages of our commercialization and scaling of bio-based renewable fuels."

Over her career spanning nearly three decades, Ms. Ellet has held a variety of roles that speak to the many challenges inherent in a circular economy, which is central to Gevo's business system. Her extensive expertise and practical understanding of renewable energy applications, chemical products, hydrogen, go-to-market strategies, growth strategies, IP portfolio growth and management, and critical business intelligence will prove valuable. She holds a Bachelor of Science in Chemical Engineering from Michigan Technological University and a Master of Chemical Engineering from the University of Houston.

"I think we're at a pivotal moment in the development and implementation of renewable energy strategies on a global scale," Ellet said. "Gevo's business model seamlessly integrates benefits from agriculture, energy, technology, and transportation sectors. It's a forward-thinking business that maximizes emerging opportunities, and I'm excited to contribute to its success."

About Gevo

Gevo's mission is to transform renewable energy and carbon into energy-dense liquid hydrocarbons. These liquid hydrocarbons can be used for drop-in transportation fuels such as gasoline, jet fuel and diesel fuel, that when burned have potential to yield net-zero greenhouse gas emissions when measured across the full life cycle of the products. Gevo uses low-carbon renewable resource-based carbohydrates as raw materials, and is in an advanced state of developing renewable electricity and renewable natural gas for use in production processes, resulting in low-carbon fuels with substantially reduced carbon intensity (the level of greenhouse gas emissions compared to standard petroleum fossil-based fuels across their life cycle). Gevo's products perform as well or better than traditional fossil-based fuels in infrastructure and engines, but with substantially reduced greenhouse gas emissions. In addition to addressing the problems of fuels, Gevo's technology also enables certain plastics, such as polyester, to be made with more sustainable ingredients. Gevo's ability to penetrate the growing low-carbon fuels market depends on the price of oil and the value of abating carbon emissions that would otherwise increase greenhouse gas emissions. Gevo believes that its proven, patented technology enabling the use of a variety of low-carbon sustainable feedstocks to produce price-competitive low-carbon products such as gasoline components, jet fuel and diesel fuel yields the potential to generate project and corporate returns that justify the build-out of a multi-billion-dollar business.



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Gevo believes that the Argonne National Laboratory GREET model is the best available standard of scientific-based measurement for life cycle inventory or LCI.

Forward-Looking Statements

Certain statements in this press release may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to a variety of matters, without limitation, including the appointment of Mary Kathryn (Katie) Ellet, and other statements that are not purely statements of historical fact. These forward-looking statements are made on the basis of the current beliefs, expectations and assumptions of the management of Gevo and are subject to significant risks and uncertainty. Investors are cautioned not to place undue reliance on any such forward-looking statements. All such forward-looking statements speak only as of the date they are made, and Gevo undertakes no obligation to update or revise these statements, whether as a result of new information, future events or otherwise. Although Gevo believes that the expectations reflected in these forward-looking statements are reasonable, these statements involve many risks and uncertainties that may cause actual results to differ materially from what may be expressed or implied in these forward-looking statements. For a further discussion of risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to the business of Gevo in general, see the risk disclosures in the Annual Report on Form 10-K of Gevo for the year ended December 31, 2022, and in subsequent reports on Forms 10-Q and 8-K and other filings made with the U.S. Securities and Exchange Commission by Gevo.

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