

Gevo, Inc.  
Form 8-A12B  
February 04, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-A**  
**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**GEVO, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**87-0747704**

(I.R.S. Employer Identification No.)

**345 Inverness Drive South, Building C, Suite 310**

**Englewood, CO**

(Address of principal executive offices)

**80112**

(Zip Code)

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

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<b>Title of each class to be so registered</b>	<b>Name of exchange on which each class is to be registered</b>
<b>Common Stock, \$0.01 par value per share</b>	<b>The NASDAQ Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐ "

**Securities Act registration statement file number to which the form relates: 333-168792**

**Securities to be registered pursuant to Section 12(g) of the Act: n/a**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the common stock, par value \$0.01 per share (the "Common Stock"), of Gevo, Inc., a Delaware corporation (the "Registrant"), to be registered hereunder is contained in the section entitled "Description of Capital Stock" in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-168792), initially filed with the Securities and Exchange Commission on August 12, 2010, as amended from time to time (the "Registration Statement"), and is incorporated herein by reference. In addition, a description of the Common Stock will be included in a prospectus to be subsequently filed by the Registrant pursuant to Rule 424(b) of the Securities Act of 1933, as amended, relating to the Registration Statement, and such prospectus is incorporated herein by reference.

**Item 2. Exhibits.**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**GEVO, INC.**

Date: February 4, 2011

By:

/s/ Patrick R. Gruber  
Patrick R. Gruber

*Chief Executive Officer*