

KHOSLA VINOD
Form 4
August 24, 2011

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Khosla Ventures I, L.P.

2. Issuer Name and Ticker or Trading Symbol
Gevo, Inc. [GEVO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2011

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

3000 SAND HILL ROAD, BUILDING 3, SUITE 190

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/22/2011		J ⁽¹⁾	185,377 D \$ 0 ⁽¹⁾	0	I	See Footnote ⁽¹⁾
Common Stock					4,966,917	D ⁽²⁾	
Common Stock					2,032,063	I	See Footnote ⁽³⁾
Common Stock					77,142	I	See Footnote ⁽⁴⁾

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khosla Ventures I, L.P. 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK, CA 94025		X		
Khosla Ventures Associates I, LLC 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK, CA 94025		X		
Khosla Ventures III, L.P. 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK, CA 94025		X		
Khosla Ventures Associates III, LLC 3000 SAND HILL ROAD BUILDING 3, SUITE 190 MENLO PARK, CA 94025		X		
VK Services, LLC 3000 SAND HILL ROAD BUILDING 3, SUITE 190		X		

MENLO PARK, CA 94025
 KHOSLA VINOD
 3000 SAND HILL ROAD
 BUILDING 3, SUITE 190
 MENLO PARK, CA 94025

X

Signatures

By: /s/ Kimberly Totah, Kimberly Totah, as Attorney-in-Fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates I, LLC, in its capacity as general partner of Khosla Ventures I, L.P. 08/24/2011

__Signature of Reporting Person Date

By: /s/ Kimberly Totah, Kimberly Totah, as Attorney-in-Fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates III, LLC, in its capacity as general partner of Khosla Ventures III, L.P. 08/24/2011

**Signature of Reporting Person Date

By: /s/ Kimberly Totah, Kimberly Totah, as Attorney-in-Fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates I, LLC 08/24/2011

**Signature of Reporting Person Date

By: /s/ Kimberly Totah, Kimberly Totah, as Attorney-in-Fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates III, LLC 08/24/2011

**Signature of Reporting Person Date

By: /s/ Kimberly Totah, Kimberly Totah, as Attorney-in-Fact for Vinod Khosla, as Managing Member of VK Services, LLC 08/24/2011

**Signature of Reporting Person Date

By: /s/ Kimberly Totah, Kimberly Totah, as Attorney-in-Fact for Vinod Khosla 08/24/2011

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) Consists of securities originally purchased by Khosla Ventures I, L.P. ("Khosla I") that were distributed by Khosla I to Khosla Ventures Associates I, LLC ("KVA I"), which serves as the general partner of Khosla I, which were then distributed in turn by KVA I to the current owners who are members or affiliates of members of KVA I as part of a pro rata distribution.

(2) The securities are owned by Khosla I. 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 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.

(3) 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.

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- (4) The securities are owned by VK Services, LLC. VK Services, LLC serves as the manager of each of KVA I and KVA 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. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.