

Gevo, Inc.
Form DEF 14A
May 20, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Gevo, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(3) Filing Party:

(4) Date Filed:

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

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON JULY 3, 2014

To the Stockholders of Gevo, Inc.:

The annual meeting of stockholders (the Annual Meeting) of Gevo, Inc., a Delaware corporation (the Company), will be held at 2:00 p.m. on Thursday, July 3, 2014, at the Company's offices located at 345 Inverness Drive South, Building C, Suite 310, Englewood, Colorado 80112, for the following purposes:

1. To elect the following three nominees as Class I members of our Board of Directors to serve for a three-year term: Ruth Dreessen, Patrick Gruber, Ph.D. and Ganesh Kishore, Ph.D.
2. To approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of our common stock from 150,000,000 to 250,000,000.
3. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.
4. To approve, for purposes of the rules of The NASDAQ Stock Market LLC, the potential issuance of more than 19.99% of our outstanding common stock upon conversion of our 10% Convertible Senior Secured Notes due 2017.
5. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

If you owned our common stock at the close of business on May 5, 2014, you may attend and vote at the meeting. A list of stockholders eligible to vote at the meeting will be available for review during our regular business hours at our headquarters in Englewood, Colorado for the ten days prior to the date of the Annual Meeting for any purpose related to the meeting.

We are pleased to take advantage of the U.S. Securities and Exchange Commission rule that allows companies to furnish proxy materials to their stockholders over the Internet. As a result, on or about May 23, 2014, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials (the Notice) instead of a paper copy of our proxy materials, which include this notice of annual meeting, our proxy statement, our annual report and a proxy card or voting instruction card. We believe that this process will allow us to provide our stockholders with the information they need in a more timely manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials. The Notice contains instructions on how to access those documents over the Internet. The Notice also contains instructions on how to request a paper copy of our proxy materials, including this notice of annual meeting, our proxy statement, our annual report and a form of proxy card or voting instruction card.

Your vote is important. Whether or not you plan to attend the meeting, we hope that you will vote as soon as possible. You may vote your shares via a toll-free telephone number or over the Internet. If you received a proxy card or voting instruction card by mail, you may submit your proxy

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card or voting instruction card by completing, signing, dating and mailing your proxy card or voting instruction card in the envelope provided. Any stockholder attending the meeting may vote in person, even if you have already returned a proxy card or voting instruction card.

By Order of the Board of Directors,

Brett K. E. Lund

Chief Licensing Officer, General Counsel & Secretary

May 19, 2014

Englewood, Colorado

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

PROXY STATEMENT

INFORMATION CONCERNING SOLICITATION AND VOTING

The Board of Directors (the **Board**) of Gevo, Inc. (the **Company**) is soliciting proxies for our 2014 Annual Meeting of Stockholders (the **Annual Meeting**) to be held on Thursday, July 3, 2014 at 2:00 p.m. local time at our offices located at 345 Inverness Drive South, Building C, Suite 310, Englewood, Colorado 80112. Our telephone number is (303) 858-8358.

The proxy materials, including this proxy statement, our annual report and a proxy card or voting instruction card, are being distributed and made available on or about May 23, 2014. This proxy statement contains important information for you to consider when deciding how to vote on the matters brought before the meeting. Please read it carefully.

In accordance with rules and regulations adopted by the U.S. Securities and Exchange Commission (the **SEC**), we have elected to provide our stockholders access to our proxy materials over the Internet. Accordingly, a Notice of Internet Availability of Proxy Materials (the **Notice**) will be mailed on or about May 23, 2014 to stockholders who owned our common stock at the close of business on May 5, 2014, the record date for the Annual Meeting (the **Record Date**). Stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request that a printed set of the proxy materials be sent to them by following the instructions in the Notice.

Stockholders will also have the ability to request to receive proxy materials in printed form by mail or electronically on an ongoing basis. If you choose to receive future proxy materials electronically, you will receive an email next year with instructions containing a link to the proxy materials and a link to the proxy voting site. Your election to receive proxy materials electronically or in printed form by mail will remain in effect until you terminate such election.

Choosing to receive future proxy materials electronically will allow us to provide you with the information you need in a more timely manner, will save us the cost of printing and mailing documents to you and will conserve natural resources.

QUESTIONS AND ANSWERS

Q: Who may vote at the meeting?

A: Our Board has fixed May 5, 2014 as the Record Date for the Annual Meeting. Only stockholders of record at the close of business on May 5, 2014 will be entitled to vote at the Annual Meeting. Each stockholder is entitled to one vote for each share of common stock held on all matters to be voted on. As of May 5, 2014, there were 68,858,219 shares of our common stock outstanding and entitled to vote at the meeting.

Q: What proposals will be voted on at the meeting?

A: There are four proposals scheduled to be voted on at the meeting:

election of the three Class I nominees to our Board named herein to serve for a three-year term (Proposal 1);

approval of an amendment to our Amended and Restated Certificate of Incorporation (Certificate of Incorporation) to increase the number of authorized shares of our common stock from 150,000,000 to 250,000,000 (Proposal 2)

ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014 (Proposal 3); and

approval, for purposes of the rules of The NASDAQ Stock Market LLC (NASDAQ), of the potential issuance of more than 19.99% of our outstanding common stock upon conversion of the 2017 Notes (as defined below) (Proposal 4).

We will also consider any other business that properly comes before the meeting. As of the Record Date, we are not aware of any other matters to be submitted for consideration at the meeting. If any other matters are properly brought before the meeting, the persons named in the enclosed proxy card or voter instruction card will vote the shares they represent using their best judgment.

Q: What is the quorum requirement for the meeting?

A: A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if at least a majority of our outstanding shares of common stock are represented in person at the Annual Meeting or by proxy. At the close of business on May 5, 2014, the Record Date for the Annual Meeting, there were 68,858,219 shares of common stock outstanding. Thus, a total of 68,858,219 shares are entitled to vote at the Annual Meeting and holders of common stock representing at least 34,429,110 votes must be represented at the Annual Meeting in person or by proxy to have a quorum. The inspector of election appointed for the meeting by our Board will count the votes cast in person or by proxy at the Annual Meeting to determine whether or not a quorum is present.

Your shares will be counted as present at the meeting if you:

are present and entitled to vote in person at the meeting; or

have properly submitted a proxy card or voting instruction card, or voted by telephone or over the Internet.

Both abstentions and broker non-votes (as described below) will be included in the calculation of the number of shares considered to be present at the meeting for the purpose of determining the presence of a quorum. Abstentions will have no effect on Proposals 1 and 4. With respect to Proposals 2 and 3, abstentions will be treated as shares present and entitled to vote and will therefore have the same effect as a vote AGAINST such proposal. Each proposal identifies the votes needed to approve or ratify the proposed action. In the event we are unable to obtain a quorum, a majority of the shares present at the Annual Meeting may adjourn the Annual Meeting to another date.

Q: Why did I receive a Notice in the mail regarding the Internet availability of proxy materials this year instead of a full set of proxy materials?

A:

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We are pleased to take advantage of the SEC rule that allows companies to furnish their proxy materials over the Internet. Accordingly, we have sent to our stockholders of record and beneficial owners a Notice regarding the Internet availability of proxy materials. Instructions on how to access the proxy materials over the Internet or to request a paper copy may be found in the Notice. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically on an ongoing basis. A stockholder's election to receive proxy materials by mail or electronically by email will remain in effect until the stockholder terminates such election.

Q: What is the frequency of the Company's Say-on-Pay advisory vote?

A: At our 2011 annual meeting of stockholders (the 2011 Annual Meeting), we held our first advisory vote on executive compensation of our named executive officers and on the frequency of holding future advisory votes on executive compensation of our named executive officers. At the 2011 Annual Meeting, our stockholders approved the proposal to hold advisory votes on executive compensation for our named executive officers once every two years. Consistent with the preference expressed by our stockholders, our next say-on-pay advisory vote is scheduled to occur at our annual meeting of stockholders to be held in 2015. Stockholders will have an opportunity to cast an advisory vote on the frequency of Say-on-Pay votes at least every six years. The next advisory vote on the frequency of the Say-on-Pay vote will occur no later than 2017.

Q: What does it mean if I receive more than one Notice or package of proxy materials?

A: If you received more than one Notice or more than one package of proxy materials, this means that you have multiple accounts holding shares of our common stock. These may include accounts with our transfer agent, American Stock Transfer & Trust Company, and accounts with a broker, bank or other holder of record. Please vote all proxy cards and voting instruction cards that you receive with each Notice or package of proxy materials to ensure that all of your shares are voted.

Q: How can I get electronic access to the proxy materials?

A: You can view the proxy materials on the Internet at the website referred to in your Notice. Please have your control number available. Your control number can be found on your Notice. If you received a paper copy of your proxy materials, your control number can be found on your proxy card or voting instruction card.

Q: Can I vote my shares by filling out and returning the Notice?

A: No. The Notice will, however, provide instructions on how to vote by Internet, by telephone, by requesting and returning a paper proxy card or voting instruction card, or by submitting a ballot in person at the meeting.

Q: How may I vote my shares in person at the meeting?

A: If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, you are considered, with respect to those shares, the stockholder of record. As the stockholder of record, you have the right to vote in person at the meeting. If your shares are held in an account at a brokerage firm, bank, dealer or other similar organization, you are considered the beneficial owner of shares held in street name. As the beneficial owner, you are also invited to attend the meeting. However, since a beneficial owner is not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a legal proxy from your broker, bank or other agent that holds your shares, giving you the right to vote the shares at the meeting.

The meeting will be held at our offices located at 345 Inverness Drive South, Building C, Suite 310, Englewood, Colorado 80112. You can find directions to our offices on our website at <http://www.gevo.com/contact>.

Q: How can I vote my shares without attending the meeting?

A:

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Whether you hold shares directly as a registered stockholder of record or beneficially in street name, you may vote without attending the meeting. You may vote by granting a proxy or, for shares held beneficially in street name, by submitting voting instructions to your broker, bank or other agent. In most cases, you will be able to do this by telephone, by using the Internet or by mail if you received a printed set of the proxy materials.

By Telephone or Internet If you have telephone or Internet access, you may submit your proxy by following the instructions provided in the Notice, or if you received a printed version of the proxy

materials by mail, by following the instructions provided with your proxy materials and on your proxy card or voting instruction card.

By Mail If you received printed proxy materials, you may submit your proxy by mail by signing your proxy card if your shares are registered or, for shares held beneficially in street name, by following the voting instructions included by your broker, bank or other agent, and mailing it in the enclosed envelope. If you provide specific voting instructions, your shares will be voted as you have instructed.

Votes submitted via the Internet or by telephone must be received by 11:59 p.m. Eastern Daylight Time on July 2, 2014. Submitting your proxy via the Internet or by telephone will not affect your right to vote in person should you decide to attend the Annual Meeting. Even if you plan to attend the Annual Meeting, we encourage you to submit your proxy to vote your shares in advance of the Annual Meeting.

We provide Internet and telephone proxy voting with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your Internet and telephone access, such as usage charges from Internet access providers and telephone companies.

Q: What happens if I do not give specific voting instructions?

A: Registered Stockholder of Record If, at the close of business on May 5, 2014, you are a registered stockholder of record and you indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Board, or sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares in the manner recommended by the Board on all matters presented in this proxy statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the meeting.

Beneficial Owners of Shares Held in Street Name If, at the close of business on May 5, 2014, you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, under NASDAQ rules, the organization that holds your shares may generally vote at its discretion on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a broker non-vote. In tabulating the voting results for any particular proposal, shares that constitute broker non-votes are not considered entitled to vote on the proposal, nor are they considered to be votes cast on the proposal. Thus, broker non-votes will not affect the outcome of Proposals 1, 3 and 4, provided a quorum is established. However, for proposals for which the required vote is based on the number of shares of common stock issued and outstanding, including Proposal 2, broker non-votes have the same effect as a vote AGAINST the proposal.

Q: Which ballot measures are considered routine or non-routine?

A: Proposal 3, the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014, is considered a routine matter under applicable rules. A broker, bank or other holder of record may generally vote on routine matters, and therefore no broker non-votes are expected to exist in connection with Proposal 3. Proposal 1, regarding the election of Class I directors, Proposal 2, regarding the amendment of our Certificate of Incorporation, and Proposal 4, regarding the approval, for purposes of the NASDAQ rules, of the potential issuance of more than 19.99% of our outstanding common stock, are considered non-routine matters under applicable rules. A broker, bank or other agent cannot vote without instructions on non-routine matters, and therefore there may be broker non-votes on Proposals 1, 2 and 4.

If you hold your shares in street name and you do not instruct your bank, broker, or other agent how to vote your shares on Proposals 1, 2 and 4, no votes will be cast on your behalf on these proposals. Therefore, it is critical that you indicate your vote on these proposals if you want your vote to be counted.

Q: How can I revoke my proxy and change my vote after I return my proxy card?

A: You may revoke your proxy and change your vote at any time before the final vote at the meeting. If you are a stockholder of record, you may do this by signing and submitting a new proxy card with a later date, by voting by telephone or by using the Internet, either of which must be completed by 11:59 p.m. Eastern Daylight Time on July 2, 2014 (your latest telephone or Internet proxy will be counted); or by attending the meeting and voting in person. Attending the meeting alone will not revoke your proxy unless you specifically request your proxy to be revoked. If you hold shares through a broker, bank or other agent, you must contact that broker, bank or other agent directly to revoke any prior voting instructions.

Q: Who will pay the costs of this proxy solicitation?

A: We will bear the entire cost of solicitation of proxies, including preparation, assembly, printing and mailing of this proxy statement, the proxy card and any additional information furnished to our stockholders. We and our directors, officers and regular employees may solicit proxies by mail, personally, by telephone or by other appropriate means. No additional compensation will be paid to directors, officers or other regular employees for such services. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding shares of our common stock in their names for others to send proxy materials to and obtain proxies from the beneficial owners of such shares, and we may reimburse them for their costs in forwarding the solicitation materials to such beneficial owners.

Q: Where can I find the voting results of the meeting?

A: The preliminary voting results will be announced at the meeting. The final voting results will be reported in a current report on Form 8-K, which will be filed with the SEC within four business days after the meeting. If our final voting results are not available within four business days after the meeting, we will file a current report on Form 8-K reporting the preliminary voting results and subsequently file the final voting results in an amendment to the current report on Form 8-K within four business days after the final voting results are known to us.

PROPOSAL 1

ELECTION OF DIRECTORS

Overview

The Company's Board presently has nine members and is divided into three classes, designated Class I, Class II and Class III. Each class consists of one-third of the total number of directors constituting the entire Board and each class has a three-year term. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election.

Our Certificate of Incorporation provides that the authorized number of directors may be changed only by resolution of the Board. Directors may be removed only for cause by the affirmative vote of the holders of at least a majority of the votes that all our stockholders would be entitled to cast in an annual election of directors. Any vacancy on our Board, including a vacancy resulting from an enlargement of our Board, may be filled only by vote of a majority of our directors then in office, even if less than a quorum. Each director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall have been duly elected and qualified.

At this Annual Meeting, the terms of the following Class I directors will expire: Ruth Dreessen; Patrick Gruber, Ph.D.; and Ganesh Kishore, Ph.D.

The nominating and corporate governance committee of our Board (the Nominating and Corporate Governance Committee) has recommended that each of Ms. Ruth Dreessen and Drs. Patrick Gruber and Ganesh Kishore be elected to serve as Class I directors at the Annual Meeting. Ms. Dreessen stands for election at this Annual Meeting. She was originally recommended by Dr. Gruber and her appointment to the Board was approved by a majority of our directors then in office, effective March 14, 2012. Drs. Gruber and Kishore stand for re-election at this Annual Meeting.

Our stockholders will vote for the three Class I nominees listed above to serve until our 2017 annual meeting of stockholders and, in each case, until such director's successor has been elected and qualified, or until such director's earlier death, resignation or removal. The members of our Board who are Class II and Class III directors will be considered for nomination for election in 2015 and 2016, respectively.

Nominees for Election as Class I Directors with Terms Expiring in 2017

Each of the nominees listed below is currently a director of the Company. If elected at the Annual Meeting, each of these nominees would serve until the 2017 annual meeting of stockholders and until his or her successor is elected and qualified or until such director's earlier death, resignation or removal. There are no family relationships among our directors or executive officers. If any nominee is unable or declines to serve as a director, the Board may designate another nominee to fill the vacancy and the proxy will be voted for that nominee.

Ruth I. Dreessen, age 58, has served as a director of the Company since March 2012. Ms. Dreessen has also been a director of Targa Resources Partners LP since February 2013 and of Versar, Inc. since November 2010. Since October 2010, Ms. Dreessen has served as Managing Director of Huntsman Lion Capital, LLC, formerly Lion Chemical Capital, LLC, a private equity firm focused on building a portfolio of companies operating primarily in the chemical and chemical-related industries. Ms. Dreessen previously served on the board of Better Minerals & Aggregates Corporation (USS Holdings, Inc.) from 1996 to 2007 and from 2005 to 2010, Ms. Dreessen served as Executive Vice President and Chief Financial Officer of TPC Group, Inc., a leading producer of value-added products derived from niche petrochemical raw materials such as C4 hydrocarbons. From 2003 to 2005, Ms. Dreessen served as Senior Vice President, Chief Financial Officer and director

(2004-2005) of Westlake Chemical Corporation. Prior to joining Westlake Chemical Corporation, Ms. Dreessen served JPMorgan Chase & Co. (formerly Chase Manhattan Corporation) in several executive positions, most recently as Managing Director, Global Chemicals Group, in Houston, Texas, where she focused on leveraged and private equity transactions in chemicals and related industries. Ms. Dreessen holds an M.S. in International Affairs from Columbia University and a B.A. in European History from New College of Florida. We believe Ms. Dreessen's qualifications to sit on our Board include her years of experience as an executive in the chemicals industry and her experience serving on other public company boards.

Patrick R. Gruber, Ph.D., age 53, has served as Chief Executive Officer and a director of the Company since 2007. Prior to joining the Company, from 2005 to 2007 Dr. Gruber was President and Chief Executive Officer of Outlast Technologies, Inc. (Outlast Technologies), a technology and marketing company primarily serving the textile industry, where he was responsible for all aspects of Outlast Technologies business. Previously, Dr. Gruber co-founded NatureWorks LLC (formerly Cargill Dow, LLC) (NatureWorks) and served as Vice President, Technology and Operations, and Chief Technology Officer from 1997 to 2005, where he was responsible for all aspects of the business project, application and process technology development. Dr. Gruber is a member of the Bioenergy Technical Advisory Committee for the Energy Future Coalition. From 2007 to May 2012, Dr. Gruber served on the board of directors of Segetis, Inc. From 2007 to January 2012, Dr. Gruber served on the board of directors of Green Harvest Technologies, LLC and from 2007 to 2008, he served on the board of directors of Outlast Technologies. In 2011, Dr. Gruber was awarded the University of Minnesota Outstanding Achievement Award. In 2008, Dr. Gruber was awarded the first ever George Washington Carver Award, recognizing significant contributions by individuals in the field of industrial biotechnology and its application in biological engineering, environmental science, biorefining and biobased products. Dr. Gruber holds a Ph.D. in chemistry from the University of Minnesota, an M.B.A. from the University of Minnesota and a B.S. in chemistry and biology from the University of St. Thomas. We believe Dr. Gruber's qualifications to sit on our Board include his experience as a Chief Executive Officer and business leader and his extensive experience developing and commercializing industrial biotechnology products.

Ganesh M. Kishore, Ph.D., age 60, has served as a director of the Company since 2008. Since 2011, Dr. Kishore has also served as a director of Evolva Holding SA and as a director of Kaiima, where he currently serves as a member of the advisory board and the compensation committee. He has also served as a director of Akermin LLC since 2010, where he serves as a member of the compensation committee, a director of Glori Energy since 2009, where he serves as a member of the compensation and risk committees and chair of the executive committee, and a director of Sentinext since 2013, where he serves as chairman of the board of directors and as a member of the compensation committee. Between 2002 and 2007, he served as a director of Embrex, Inc., serving as a member of the compensation committee and nominations committee during that time. Since April 2007, he has served as Chief Executive Officer of Malaysian Life Sciences Capital Fund, where he oversees fund management, investment portfolio management and governance of companies in which Malaysian Life Sciences Capital Fund has made investments. Since January 2009, he has also served as President and Chief Executive Officer of K Life Sciences, LLC where he provides advisory services to life science businesses. Between April 2007 and December 2008, Dr. Kishore served as a Managing Director of Burrill & Company, where his responsibilities included fund management, fund raising and governance of companies in which Burrill & Company invested. Prior to joining Burrill & Company, Dr. Kishore served as Chief Biotechnology Officer at E. I. du Pont de Nemours and Company (DuPont) from 2005 to 2007, where he was responsible for overall biotechnology leadership for DuPont's life science businesses. Previously, he was Vice President, Technology, and Chief Technology Officer for DuPont's Agriculture and Nutrition Division from 2002 to 2005. In his time at DuPont, Dr. Kishore focused on research and development related to biotechnology. Before joining DuPont, Dr. Kishore held several positions between 1980 and 2000 at Monsanto Company (Monsanto), including Co-President, Nutrition and Consumer Sector, and Assistant Chief Scientist/Chief Biotechnologist. His contributions include the discovery, development and commercialization of agricultural biotechnology products such as ROUNDUP READY SOY, the development of a manufacturing process for Nutrasweet® and aiding in transforming Monsanto into a leading food and nutrition company. Dr. Kishore co-founded the plant biotechnology and informatics company Metahelix Life Sciences Pvt Ltd. in India, Mogene LC

in St. Louis, Missouri and Abunda in San Francisco, California. He serves or has served on the boards of numerous nonprofit institutions, including the School of Nutrition and Policy at Tufts University, the St. Louis RCGA and the National Research Advisory Board of Washington University at St. Louis. He is also a member of the American Association for the Advancement of Science. Dr. Kishore holds a Ph.D. in biochemistry from the Indian Institute of Science, an M.S. in biochemistry from the University of Mysore and a B.S. in physics and chemistry from the University of Mysore. We believe Dr. Kishore's qualifications to sit on our Board include his years of experience as an executive in the field of agricultural biotechnology and his experience in advising and managing startup companies.

Vote Required and Board Recommendation

The affirmative vote of a plurality of the votes cast in person or by proxy at the Annual Meeting is required to elect each of Ms. Ruth I. Dreesen and Drs. Patrick R. Gruber and Ganesh M. Kishore as Class I directors to serve until the 2017 annual meeting of stockholders. A plurality means, with regard to the election of directors that the three nominees for director receiving the greatest number of votes from the votes cast at the Annual Meeting will be elected. Abstentions and broker non-votes will have no effect on the outcome of this proposal. Proxies cannot be voted for a greater number of persons than three, the number of nominees named above.

THE BOARD UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR THE ELECTION OF EACH OF THE CLASS I NOMINEES.

Incumbent Class II Directors with Terms Expiring in 2015

Carlos A. Cabrera, age 62, has served as a director of the Company since June 2010. Since December 2011, Mr. Cabrera has served as Executive Co-Chairman of Ivanhoe Energy, a publicly traded international heavy-oil development and production company. He has also served as a director of Ivanhoe Energy since May 2010. From December 2009 to November 2011, he served as President and Chief Executive Officer of the National Institute of Low Carbon and Clean Energy, or NICE, a wholly owned subsidiary of the Shenhua Group, a major Chinese coal company. At NICE, Mr. Cabrera led efforts to invent, acquire and develop technologies to reduce the environmental and climate impact of producing energy from coal. From January 2009 to July 2009, he served as Chairman of UOP LLC, a subsidiary of Honeywell International, Inc. (UOP). From November 2005 to January 2009, Mr. Cabrera served as UOP's President and Chief Executive Officer, where he oversaw all of UOP's operations and helped grow the company's revenue from \$850 million when he assumed the role of Chief Executive Officer to \$2 billion in 2008. From January to October 2005, Mr. Cabrera served as UOP's Senior Vice President, Process Technology and Equipment, where he led UOP's development in the refining and petrochemicals sectors. Mr. Cabrera's previous roles at UOP include Senior Vice President, Process Technology and Equipment, Senior Vice President, Refining and Petrochemicals, Vice President, Corporate Business Development and Ventures, and Vice President and General Manager, Refining. Mr. Cabrera holds an M.B.A. in business from the University of Chicago and a B.S. in chemical engineering from the University of Kentucky. We believe Mr. Cabrera's qualifications to sit on our Board include his broad technical and management experience in the refining, chemicals and fuels industries and his experience structuring joint ventures and leading acquisition activities in these fields.

Stacy J. Smith, age 51, has served as a director of the Company since June 2010. Since November 2011, Mr. Smith has also served as a director of Autodesk, Inc. Mr. Smith currently serves as Executive Vice President at Intel Corporation (Intel), a position he has held since 2010, as well as Chief Financial Officer, a position he has held since 2007, and director of Corporate Strategy. Previously, he was Intel's Assistant Chief Financial Officer from 2006 to 2007, and Vice President, Finance and Enterprise Services and Chief Information Officer from 2004 to 2006, where he was responsible for Intel's Information Technology Group. From 2002 to 2004, Mr. Smith was Intel's Vice President, Sales and Marketing Group, and General Manager of Intel Europe, Middle East and Africa, where he was responsible for product sales and marketing across that region. Before

then, he served in various finance positions at Intel, where he has been employed since 1988, working in the U.S., Asia, Europe and Latin America. Mr. Smith holds an M.B.A. in finance from the University of Texas and a B.A. in finance from the University of Texas. Mr. Smith brings global business leadership experience to our Board from his current position as Executive Vice President and Chief Financial Officer of Intel. We believe that Mr. Smith's qualifications to sit on our Board include his experience serving for over 20 years in various finance and senior management positions for Intel and his experience overseeing and advising on strategy and financial matters, including financial reporting.

Samir Kaul, age 40, has served as a director of the Company since March 2013. Mr. Kaul has been a General Partner at Khosla Ventures, a venture capital firm with a substantial focus on clean technologies, since February 2006. Previously, Mr. Kaul was a member of Flagship Ventures, a venture capital firm, from 2002 to May 2006. Prior to Flagship, Mr. Kaul worked at The Institute for Genomic Research. Mr. Kaul currently serves on the board of directors of KiOR, Inc., as well as the boards of directors of several private companies, and he previously served on the board of directors of Amyris, Inc. from 2006 to 2012. Mr. Kaul holds a B.S. in Biology from the University of Michigan, an M.S. in Biochemistry from the University of Maryland and an M.B.A. from Harvard Business School. We believe that Mr. Kaul's qualifications to sit on our Board include his wide-ranging experience in clean technology companies and insight in the management of startup companies and the building of companies from early stage to commercial scale.

Incumbent Class III Directors with Terms Expiring in 2016

Shai Weiss, age 46, has served as a director of the Company since 2007 and was appointed chairman of our Board in September 2010. Mr. Weiss led the formation of Virgin Green Fund I, L.P. (Virgin Green Fund), where he has been a partner since 2007. Prior to forming Virgin Green Fund, he held several management positions at ntl:Telewest (now Virgin Media, Inc.), including Managing Director of Consumer Products from 2004 to 2006, Integration Director for the merger between ntl, Inc. and Telewest Global, Inc. from 2005 to 2006, Director of Operations for the ntl Group from 2003 to 2004 and Director of Financial Planning for the Consumer division from 2002 to 2003. In his work as Managing Director of Consumer Products, Mr. Weiss was responsible for the development of internet, telephone and television for the consumer division and the Virgin.net broadband internet service provider. As director of operations for the ntl Group, he was responsible for major operational and business development projects, joint ventures and development of relationships with strategic partners. Prior to joining ntl:Telewest, Mr. Weiss organized the European office of the early-stage technology venture fund Jerusalem Venture Partners, L.P. in 2000, and was an associate with Morgan Stanley's hi-tech mergers and acquisitions and corporate finance teams from 1997 to 2000. Mr. Weiss holds an M.B.A. from Columbia University and a B.B.A. from City University of New York, Baruch College in business and finance. We believe Mr. Weiss's qualifications to sit on our Board include his extensive experience as a business leader and venture capitalist and his experience in advising growth-focused companies with respect to strategic direction and business transactions.

Gary W. Mize, age 63, has served as a director of the Company since September 2011. Since October 2009, Mr. Mize has held the position of partner and owner at MR & Associates. Mr. Mize served as President of Rawhide Energy LLC, an ethanol company, from April 2007 to April 2009. Mr. Mize also served as non-executive Chairman at Ceres Global AG, a Canadian public company that serves as a vehicle for agribusiness investments, from December 2007 to April 2010, and has served as an independent director of Ceres Global AG and a member of its audit committee since October 2013. Mr. Mize has also served Noble Group, Hong Kong, as Global Chief Operating Officer and Executive Director from July 2003 to December 2005 and as Non-Executive Director from December 2005 to December 2006. Previously, he was President of the Grain Processing Group at ConAgra Foods, Inc., President and Chief Executive Officer of ConAgra Malt and held various positions at Cargill, Inc. Mr. Mize holds a B.A. in Business and Marketing from Michigan State University. Mr. Mize brings international business experience to the Board having previously held expatriate positions in Switzerland, Brazil and Hong Kong. We believe Mr. Mize's qualifications to sit on our Board include his international experience, coupled with more than 35 years of experience in agribusiness.

Bruce A. Smith, age 70, has served as a director of the Company since June 2010. Since January 2012, Mr. Bruce Smith has also served as a director of Ventech Engineers, Inc., a fully integrated engineering and procurement services company for the petroleum industry. In addition, since December 2011, he has served as a director and Chief Executive Officer of One Cypress Energy, a private crude logistics and marketing company. Since July 2010, he has also served as a member of the supervisory board of LyondellBasell Industries N.V., a publicly traded independent chemical company. Mr. Bruce Smith served as Chairman of Tesoro Corp. (Tesoro) from 1996 until June 2010, and from 1995 until May 2010 he served as Tesoro's President and Chief Executive Officer. Between 1992 and 1995, Mr. Bruce Smith held positions as Tesoro's Chief Operating Officer, Executive Vice President, Exploration and Production, and Chief Financial Officer. Under Mr. Bruce Smith's leadership, Tesoro went from a small integrated oil company to a Fortune 100 refining and marketing company with a global supply chain and 650,000 barrels per day of production in the western U.S. From March 2002 to February 2008, Mr. Bruce Smith also served as a director of Noble Energy Corp., a publicly traded oil exploration and production company, where he served on the audit, compensation and corporate governance and nominating committees, including service as chair of the audit committee in 2005 and 2006 and chair of the compensation committee in 2003 and 2004. Mr. Bruce Smith holds an M.B.A. in finance from the University of Kansas and a B.A. in biology from Westminster College. We believe Mr. Bruce Smith's qualifications to sit on our Board include his extensive senior leadership experience in the refining and marketing industry, his substantial management background and his previous experience serving as a director and chairman of the audit and compensation committees of a publicly traded company.

PROPOSAL 2**AMENDMENT TO THE COMPANY S CERTIFICATE OF INCORPORATION****TO INCREASE THE AUTHORIZED SHARES OF COMMON STOCK**

The Board has voted to recommend to the stockholders that the Company amend its Certificate of Incorporation to increase the number of authorized shares of common stock from 150,000,000 to 250,000,000 shares.

The Company is currently authorized to issue 150,000,000 shares of common stock, \$0.01 par value per share, of which 68,858,219 are issued and outstanding as of April 30, 2014 and an additional 40,546,763 are reserved for issuance as of such date. The following table reflects the number of authorized, outstanding, reserved and unreserved shares of common stock as of April 30, 2014⁽¹⁾:

	Number of Common Shares
Total Authorized Shares of Common Stock	150,000,000
Less: Issued and Outstanding Shares of Common Stock	68,858,219
Shares of Common Stock Available for Future Issuance	81,141,781
Common Stock Reserved for Future Issuance	
Common Stock Warrants	22,563,748
Conversion of Convertible Senior Notes	4,725,514
Settlement of Coupon Make-Whole Payments ⁽²⁾	6,356,726
2006 Omnibus Securities and Incentive Plan	1,612,589
2010 Stock Incentive Plan	4,153,070
Employee Stock Purchase Plan	1,183,371
Total Outstanding Common Shares and Common Shares Reserved	109,453,237
Unreserved Common Shares Available for Issuance	40,546,763

- (1) This table does not take into account any shares reserved for issuance in connection with the Loan Agreements (as defined in Proposal 4 below) which were entered into by the Company in May 2014.
- (2) The agreements governing our indebtedness may prohibit us from making cash payments in respect of any Coupon Make-Whole Payments due upon a conversion of our outstanding Convertible Senior Notes, as described below in the section entitled "Convertible Debt."

Text of the Proposed Amendment

We propose to amend and restate the first paragraph of the FOURTH article of the Certificate of Incorporation to read in its entirety as follows:

The Corporation is authorized to issue two classes of stock to be designated, respectively, Common Stock and Preferred Stock. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 260,000,000, of which 250,000,000 shares shall be Common Stock, having a par value of \$0.01 per share (the Common Stock), and 10,000,000 shares are Preferred Stock, having a par value of \$0.01 per share (the Preferred Stock).

Purpose of the Proposed Amendment

The Board believes that the proposed increase in the number of authorized shares of common stock is in the best interests of our Company and our stockholders. The Board believes that the authorized common stock should be increased to provide sufficient shares for such corporate purposes as may be determined by the Board.

These purposes may include, among others, the issuance of common stock to: (i) facilitate raising capital through the sale of stock and instruments convertible into shares of common stock; (ii) make Coupon Make-Whole Payments (as defined below) in common stock as allowed under our 7.5% convertible notes due 2022 (the Convertible Notes); (iii) settle conversions of the Convertible Notes, if any, and exercises of outstanding warrants; (iv) settle conversions of the 2017 Notes, if any, and make Make-Whole Payments (as defined in Proposal 4) in common stock in connection therewith; (v) facilitate potential mergers or acquisitions; and/or (vi) attract or retain valuable employees through the issuance of stock options. Except as described above or elsewhere in this proxy statement, we have no plans, understandings, commitments, agreements or undertakings concerning the issuance of any such additional shares. The Board, however, considers the authorization of additional shares of common stock advisable to ensure prompt availability of shares for issuance should the occasion arise.

Potential Effects of the Proposed Amendment

Following the increase in authorized shares, each share of authorized common stock will have the same rights and privileges as each share of existing common stock. The issuance of additional common stock, whether before or after the increase in authorized shares, will decrease the percentage ownership of us by our existing stockholders and, depending upon the price at which such shares are issued, could be dilutive to existing stockholders. The availability of the additional shares resulting from the increase in authorized shares could have an anti-takeover effect by making it more difficult and less desirable for a third party to seek to gain control of the Company.

Timing of the Proposed Amendment

If the proposed amendment to increase the number of authorized shares of our common stock is approved by our stockholders, it will become effective immediately upon the filing of a Certificate of Amendment to our Certificate of Incorporation with the Secretary of State of the State of Delaware, which we expect to file promptly after the Annual Meeting. If the proposed amendment is not approved by our stockholders, the number of authorized shares of common stock will remain unchanged.

Convertible Debt

In July 2012, we sold \$45.0 million in aggregate principal amount of Convertible Notes, with net proceeds of \$40.9 million. The Convertible Notes bear interest at 7.5% which is to be paid semi-annually in arrears on January 1 and July 1 of each year commencing on January 1, 2013. The Convertible Notes will mature on July 1, 2022, unless earlier repurchased, redeemed or converted.

The Convertible Notes are convertible at an initial Conversion Rate of 175.6697 shares of our common stock per \$1,000 principal amount of Convertible Notes, subject to adjustment in certain circumstances as described in the indenture governing our Convertible Notes (the Indenture). This is equivalent to an initial Conversion Price of approximately \$5.69 per share of common stock. If a Make-Whole Fundamental Change (as defined in the Indenture) occurs and a holder elects to convert its Convertible Notes prior to July 1, 2017, the Conversion Rate will increase based upon reference to the table set forth in Schedule A of the Indenture. In no event will the Conversion Rate increase to more than 202.0202 per \$1,000 principal amount of Convertible Notes. Holders may convert the Convertible Notes at any time prior to the close of business on the third business day immediately preceding the maturity date of July 1, 2022.

If a holder elects to convert its Convertible Notes prior to July 1, 2017, such holder shall be entitled to receive, in addition to the shares of common stock due upon such conversion, a payment (the Coupon Make-Whole Payment) equal to the sum of the present values of the number of semi-annual interest payments that would have been payable on the Convertible Notes that a holder has elected to convert from the last day through which interest was paid up to but excluding July 1, 2017, computed using a discount rate of 2%. We may pay any

Coupon Make-Whole Payment either in cash or in shares of our common stock at our election. If we elect to pay in common stock, the stock will be valued at 90% of the average of the daily volume weighted average prices of our common stock for the 10 trading days preceding the date of conversion. The agreements governing our indebtedness, including our secured indebtedness with TriplePoint Capital Partners LLC (TriplePoint), may prohibit us from paying, repurchasing or redeeming the Convertible Notes or making cash payments in respect of any Coupon Make-Whole Payment upon a conversion. Hence, we may be unable to make such payment in cash in periods when we have indebtedness outstanding with such lenders. As of April 30, 2014, we would be obligated to issue 4,725,514 shares of common stock upon the conversion of the entire outstanding principal amount of Convertible Notes and an additional 6,356,726 shares associated with settlement of the Coupon Make-Whole Payments that would become due in connection with such conversion. At April 30, 2014, total principal and final payments outstanding to TriplePoint were approximately \$10.8 million.

During the year ended December 31, 2013, certain holders of the Convertible Notes elected to convert bonds totaling \$18.1 million, reducing the outstanding principal balance of the Convertible Notes to \$26.9 million. Upon conversion of the \$18.1 million principal amount of Convertible Notes, the holders of such Convertible Notes received 3,179,608 shares of common stock. In addition, such holders also received 2,957,775 shares of common stock in settlement of the \$4.9 million of Coupon Make-Whole Payments due in accordance therewith.

On May 9, 2014, the Company entered into the Loan Agreements (as defined in Proposal 4) pursuant to which the Company may initially issue up to approximately \$63.1 million in aggregate principle amount of 2017 Notes which would be convertible into shares of the Company's common stock. The terms of the Loan Agreements and the 2017 Notes are described in greater detail in Proposal 4 below.

Under the terms of the Loan Agreements, there are consequences to the Company if the stockholders do not approve this Proposal 2, including:

The Senior Loan (as defined in Proposal 4 below) is exchangeable into the 2017 Notes in the sole discretion of the Lenders (as defined in Proposal 4 below). Without stockholder approval of this Proposal 2, the number of authorized and unreserved shares of our common stock available for issuance will not be sufficient to support full conversion of the 2017 Notes (assuming that the full initial \$63.1 million aggregate principal amount of the 2017 Notes is issued). Therefore, absent stockholder approval of this Proposal 2, the Lenders' ability to convert the 2017 Notes into shares of common stock will be limited. Any limitation on the Lenders' ability to convert the 2017 Notes into shares of common stock could negatively impact their decision to exchange the Senior Loan for 2017 Notes. The Senior Loan carries a 5.0% higher interest rate than the 2017 Notes, and does not contain a conversion feature, which means that the outstanding principal amount of the Senior Note and any accrued interest thereon must be paid by the Company in cash;

The Lender Option (as defined in Proposal 4 below) to purchase up to an additional \$32.0 million of 2017 Notes is exercisable in the sole discretion of the Lenders. As indicated above, absent stockholder approval of this Proposal 2, the Lenders' ability to convert the 2017 Notes that they receive upon exercise of the Lender Option could be limited. Any limitation on the Lenders' ability to convert the 2017 Notes into shares of common stock could negatively impact their decision to exercise the Lender Option and provide the Company with additional capital;

If the stockholders do not vote in favor of this Proposal 2, the Company will lose its ability to use its common stock to satisfy any Make-Whole Payments triggered upon conversion of the 2017 Notes. The Company will be required to pay all such Make-Whole Payments in cash; and

Under the terms of the Loan Agreements, under certain circumstances, if the stockholders do not vote in favor of this Proposal 2, the Board will be required to include this proposal in its proxy statement for the Company's next scheduled annual meeting and incur the costs associated therewith.

Warrants

In January 2008, prior to our initial public offering on February 14, 2011, we issued warrants to purchase shares of preferred stock to our affiliate, Virgin Green Fund, in conjunction with entering into a bridge financing agreement. Upon the closing of our initial public offering, the preferred stock warrants were automatically converted to warrants to purchase common stock. The warrants have an expiration date of February 13, 2016. Virgin Green Fund holds 28,786 warrants with an exercise price of \$5.48 per share.

On September 18, 2009, we formed Gevo Development, LLC (Gevo Development) to finance and develop biorefineries through joint venture, tolling arrangements or direct acquisition. Gevo Development became a wholly owned subsidiary of Gevo, Inc. on September 22, 2010. In connection with the formation of Gevo Development, we granted CDP Gevo, LLC, the then sole owner of the Class B interests in Gevo Development, 858,000 warrants to purchase shares of our common stock with an exercise price of \$2.70 per share. The warrants have an expiration date of September 21, 2016. As of the Record Date, 812,771 of these warrants remain outstanding.

Upon entering into various secured debt arrangements with TriplePoint, we issued warrants to purchase shares of our common stock in the following amounts:

in August 2010, we issued TriplePoint 199,999 warrants to purchase shares of our common stock in connection with our borrowing of \$5 million and TriplePoint's commitment to provide a borrowing facility of \$12.5 million for the purpose of acquiring an ethanol facility in Luverne, Minnesota. The warrants, which were amended in December 2013 in connection with our issuance of common stock units, have an exercise price of \$1.18 per share and an expiration date of August 5, 2017; and

in October 2011 and January 2012, we issued TriplePoint an aggregate of 188,442 warrants to purchase shares of our common stock in connection with our borrowing up to a total of \$15 million for the retrofit of the Agri-Energy Facility to isobutanol production. The warrants, which were amended in December 2013 in connection with our issuance of common stock units, have an exercise price of \$1.18 and an expiration date of October 20, 2018.

In December 2013, we sold 21,303,750 common stock units at an offering price of \$1.35 per common stock unit in a firm commitment underwritten public offering which resulted in net proceeds of \$26.8 million. Each common stock unit consisted of one share of our common stock and a warrant to purchase one share of our common stock (each a Warrant). The Warrants have an exercise price of \$1.85 per share and an expiration date of December 16, 2018. A holder of Warrants may exercise the Warrants through a cashless exercise if, and only if, we do not have an effective registration statement then available for the issuance of the shares of our common stock. The exercise price and the number and type of securities purchasable upon exercise of Warrants are subject to adjustment upon certain corporate events, including certain combinations, consolidations, liquidations, mergers, recapitalizations, reclassifications, reorganizations, stock dividends and stock splits, a sale of all or substantially all of our assets and certain other events.

Vote Required and Board Recommendation

Approval of this amendment to our Certificate of Incorporation will require the affirmative vote of the holders of a majority of the common stock issued and outstanding and entitled to vote as of the Record Date. Abstentions and broker non-votes will have the same effect as a vote against the proposal.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE APPROVAL OF AN AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 150,000,000 TO 250,000,000.

PROPOSAL 3**RATIFICATION OF APPOINTMENT OF****INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The audit committee of the Board (the *Audit Committee*) has appointed Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending on December 31, 2014, and urges you to vote for ratification of Deloitte & Touche LLP's appointment. Deloitte & Touche LLP has audited our financial statements since fiscal year 2008. Stockholder ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm is not required by our amended and restated bylaws (*Bylaws*) or otherwise. However, the Board is submitting the appointment of Deloitte & Touche LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders do not ratify the selection, the Board and the Audit Committee will reconsider whether or not to retain Deloitte & Touche LLP. Even if the selection is ratified, the Board and the Audit Committee may, in their discretion, direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of our Company and our stockholders.

We expect representatives of Deloitte & Touche LLP to be present at the Annual Meeting and available to respond to appropriate questions by stockholders. Additionally, the representatives of Deloitte & Touche LLP will have the opportunity to make a statement if they so desire.

Principal Accountant Fees and Services

The following table presents the aggregate fees billed or accrued for professional services rendered by Deloitte & Touche LLP during the last two fiscal years:

Type	2013	2012
Audit Fees	\$ 415,000	\$ 425,000
Audit Related Fees		
Tax Fees	25,000	27,790
All Other Fees		
Total Fees	\$ 440,000	\$ 452,790

Audit Fees This category includes the aggregate fees billed or accrued for each of the last two fiscal years for professional services rendered by the independent auditors for the audit of the Company's annual financial statements, review of financial statements included in the Company's Registration Statement on Form S-3 and quarterly reports filed with the SEC and services that are normally provided by the independent auditors in connection with other statutory and regulatory filings made by the Company during those fiscal years.

Tax Fees This category includes the aggregate fees billed in each of the last two years for professional services rendered by the independent auditors for tax compliance, tax planning and tax advice.

Audit Committee's Pre-Approval Policies and Procedures

Before our independent registered public accounting firm is engaged by us to render audit or non-audit services, e