

Gevo, Inc.
Form DEF 14A
June 01, 2015

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

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- Preliminary Proxy Statement
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Gevo, Inc.

(Name of Registrant as Specified In Its Charter)

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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 7, 2015

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 Tuesday, July 7, 2015, 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 nominee as a Class II member of our Board of Directors to serve for a three-year term: Andy Marsh;
2. To amend the Gevo, Inc. Amended and Restated 2010 Stock Incentive Plan to, among other things, increase the number of shares issuable under the plan by 1,000,000 shares;
3. To ratify the appointment of Grant Thornton LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2015;
4. To approve, on an advisory (non-binding) basis, the compensation of our named executive officers, as presented in the proxy statement accompanying this notice; and
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 8, 2015 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.

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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 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 Legal Officer, General Counsel & Secretary

June 1, 2015

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 2015 Annual Meeting of Stockholders (the **Annual Meeting**) to be held on Tuesday, July 7, 2015 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 June 5, 2015 to stockholders who owned our common stock at the close of business on May 8, 2015, the record date for the Annual Meeting (the **Record Date**). 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.

QUESTIONS AND ANSWERS

Q: Who may vote at the meeting?

A: Our Board has fixed May 8, 2015 as the Record Date for the Annual Meeting. Only stockholders of record at the close of business on May 8, 2015 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.

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 Class II nominee to our Board named herein to serve for a three-year term (**Proposal 1**);

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amendment of the Gevo, Inc. Amended and Restated 2010 Stock Incentive Plan (the 2010 Plan) to, among other things, increase the number of shares issuable under the 2010 Plan by 1,000,000 shares (Proposal 2);

ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015 (Proposal 3); and

approval, on an advisory (non-binding) basis, of the compensation of our named executive officers, as presented in this proxy statement (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 8, 2015, the Record Date for the Annual Meeting, there were 10,067,794 shares of common stock outstanding. Thus, a total of 10,067,794 shares are entitled to vote at the Annual Meeting and holders of common stock representing at least 5,033,898 votes must be represented at the Annual Meeting in person or by proxy to have a quorum. The inspector of elections 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 Proposal 1. With respect to Proposals 2, 3 and 4, 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: 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, Proposal 4 provides for a say-on-pay advisory vote at this Annual Meeting. 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 package of proxy materials?

A: If you received 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 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 on your proxy card or voting instruction card. Please have your control number available. Your control number can be found on your proxy card or voting instruction card.

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: 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 on your proxy card or voting instruction card.

By Mail 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 6, 2015. 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 8, 2015, 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 8, 2015, 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 the rules of The NASDAQ Stock Market LLC (NASDAQ), 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 elections 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 that proposal. Thus, broker non-votes will not affect

the outcome of Proposal Numbers 1, 2 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, 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 Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015, 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 a Class II director, Proposal 2, regarding the amendment of the 2010 Plan, and Proposal 4, regarding the advisory vote on executive compensation, are generally 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 6, 2015 (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.

IMPORTANT NOTICE REGARDING INTERNET AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON JULY 7, 2015: The Notice of Annual Meeting, Annual Report, proxy statement and proxy card are available online at <http://www.astproxyportal.com/ast/20046>.

PROPOSAL 1

ELECTION OF DIRECTORS

Overview

The Company's Board is divided into three classes, designated Class I, Class II and Class III. Each class consists, as nearly as possible, 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.

There are currently six directors serving on the Board and three vacancies. Our Amended and Restated 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 term of the following Class II director will expire: Andy Marsh.

The nominating and corporate governance committee of our Board (the Nominating and Corporate Governance Committee) has recommended that Andy Marsh be elected to serve as a Class II director at the Annual Meeting. Mr. Marsh currently serves as a director of the Company and was originally recommended by Dr. Gruber. His appointment to the Board was approved by a majority of our directors then in office, effective February 12, 2015.

Our stockholders will vote for the Class II nominee listed above to serve until our 2018 annual meeting of stockholders and 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 III and Class I directors will be considered for nomination for election in 2016 and 2017, respectively.

Nominee for Election as a Class II Director with a Term Expiring in 2018

The nominee listed below has been recommended by the Nominating and Corporate Governance Committee to be elected to serve as a Class II director. If elected at the Annual Meeting, this nominee would serve until the 2018 annual meeting of stockholders and until his 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 the 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.

Andy Marsh, age 59, has served as a director of the Company since February 2015. Since April 2008, Mr. Marsh has served as President and Chief Executive Officer of Plug Power, an alternative energy technology provider engaged in the design, development, manufacture, and commercialization of fuel cell systems for the industrial off-road markets worldwide. Previously, Mr. Marsh was a co-founder of Valere Power (Valere), where he served as Chief Executive Officer and a board member from Valere's inception in 2001 through its sale to Eltek ASA in 2007. Prior to founding Valere, Mr. Marsh spent almost 18 years with Lucent Bell Laboratories in a variety of sales and technical management positions. Mr. Marsh is a member of the board of directors for the California Hydrogen Business Council, a non-profit group comprised of organizations and individuals involved in the business of hydrogen. Mr. Marsh holds a BSEET from Temple University, an MSEE from Duke University and an M.B.A. from Southern Methodist University. We believe Mr. Marsh's qualifications to sit on our board of directors include his years of

experience as an executive in the alternative energy industry.

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 Andy Marsh as a Class II director to serve until the 2018 annual meeting of stockholders. A plurality means, with regard to the election of directors that the nominee for director receiving the greatest number of for 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 one, the number of nominees named above.

**THE BOARD RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR
THE ELECTION OF THE CLASS II NOMINEE.**

Incumbent Class III Directors with Terms Expiring in 2016

Shai Weiss, age 47, has served as a director of the Company since 2007 and was appointed chairman of our Board in September 2010. Since 2014, Mr. Weiss has served as Chief Financial Officer of Virgin Atlantic Limited and has served as a member of its board of directors since 2012. From 2012 to 2014, Mr. Weiss served as a Partner with the Virgin Group. Mr. Weiss previously 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 64, 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. In addition, Mr. Mize served Noble Group, Hong Kong, as Global Chief Operating Officer and Executive Director from July 2003 to December 2005 and 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.

Incumbent Class I Directors with Terms Expiring in 2017

Ruth I. Dreessen, age 59, 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. Since October 2010, Ms. Dreessen has served as Managing Director of Lion Chemical Partners, 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 Versar Inc. from 2010 until 2014 and the board of Better Minerals & Aggregates Corporation (USS Holdings, Inc.) from 1996 to 2007. 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

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qualifications to sit on our board of directors 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 54, 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.

Ganesh M. Kishore, Ph.D., age 61, 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 chairman of the scientific advisory board. He has also served as a director of Glori Energy since 2009, where he serves as chairman of the nominations and governance committee and as a member of the compensation 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. Since 2013, he has also served on the board of directors of Sri Tissue Engineering Private Limited. Between 2010 and 2014, he served as director of Akermin LLC, serving as a member of the compensation committee during that time. 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 October 2014, he has served as Managing Partner of Spruce Capital Management LLC, a manager of MLS Capital Fund II, a fund which invests in a diversified portfolio of biogreentech companies at all stages of development. 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.

PROPOSAL 2

AMENDMENT OF THE 2010 PLAN TO, AMONG OTHER THINGS, INCREASE THE NUMBER OF SHARES ISSUABLE BY 1,000,000 SHARES

The Board believes that the future success of the Company depends, in large part, upon our ability to attract, retain and motivate key employees and that the granting of stock options and other equity awards serves as an important factor in retaining key employees. On March 23, 2015, our Board approved, subject to stockholder approval, the amendment of the 2010 Plan to, among other things, increase the number of shares reserved for issuance under the 2010 Plan from 371,419 to 1,371,419 shares. As of April 30, 2014 there were 94,519 shares available for issuance under the 2010 Plan and 76,729 shares of common stock available for future grant under our Employee Stock Purchase Plan. All share numbers described in this Proposal 2 have been adjusted to reflect the fifteen-for-one reverse stock split that occurred on April 20, 2015.

The Board believes the current number of shares remaining available for issuance under the 2010 Plan is insufficient. Based on our current rate of option and other equity incentive grants, including contracted minimum grants contained in employment agreements of certain of our executive officers representing a fair value of \$265,000 per year, as well as our anticipated potential hiring of new employees, the Board believes the existing share reserve will be exhausted within the next two months. Without the ability to provide equity compensation, we may be unable to attract and retain key employees. If this proposal is approved, we intend to continue to provide equity incentives to existing key employees as well to certain newly hired employees, if any, and outside directors. If this proposal is approved, we expect to have sufficient shares available under the 2010 Plan for the next two years.

The proposed increase of 1,000,000 shares was determined by comparing our past option and other equity incentive grants to key employees and newly hired employees to our current hiring and retention plan, planned grants to certain key employees as a retention tool and contracted fair value amounts included in the employment agreements of certain of our executive officers. The proposed increase in the number of shares reserved from 371,419 to 1,371,419, which when combined with outstanding options under our predecessor 2006 Omnibus Securities and Incentive Plan (the 2006 Plan), under which no further shares have been granted since the adoption of the 2010 Plan, would result in an aggregate number of shares reserved for issuance under our stock plans that is equal to approximately 8.3% of our outstanding common stock as of the date of this proxy statement. The Board believes that the increase in the number of shares available for issuance under the 2010 Plan is in the best interests of our Company and our stockholders.

In addition, the Board believes that the current provision of the 2010 Plan generally requiring that awards must vest on a pro rata basis over a period of not less than three years (one year in the case of Performance Awards (as defined in the 2010 Plan)) unnecessarily hampers the Company's ability to design awards to participants in a flexible manner to maximize the Company's goals and appropriately incentivize and award 2010 Plan participants. Although the 2010 Plan provides for a limited carve out from these general requirements, the Board believes that the carve out is too restrictive. Therefore, the Board has approved deleting these minimum vesting restrictions. If this proposal is approved, we intend to provide equity incentives to participants subject to vesting conditions that we determine appropriate under the circumstances.

In sum, the Board believes that the proposed amendment of the 2010 Plan is in the best interests of our Company and our stockholders, and recommends a vote for this proposal.

A summary of the 2010 Plan appears in the section titled "Compensation of Executive Officers Employee Benefit and Stock Plans Amended and Restated 2010 Stock Incentive Plan," beginning on page 41, and is qualified by the full text of the 2010 Plan. A copy of the 2010 Plan, as proposed to be amended, is attached as Appendix A to this proxy statement.

Interests of Certain Persons in This Proposal

In April 2015, each of our executive officers received (i) in lieu of a cash bonus for 2014, a contingent grant of fully vested shares of common stock (2014 Bonus Awards), in an amount equal to the amount listed by such executive officer's name in the New Plan Benefits table (below), and (ii) a contingent grant of restricted shares of common stock (2015 Equity Award), in an amount equal to the dollar amount listed by such person's name in the New Plan Benefits table (below). The 2015 Equity Awards issued to the executive officers will vest monthly over a period of three years beginning on March 23, 2015.

In April 2015, each of our directors (with the exception of Messrs. Kishore and Weiss) received (i) a contingent 2015 Equity Award, in an amount equal to the dollar amount listed by such person's name in the New Plan Benefits table (below), and (ii) in lieu of a cash fee for 2015, a contingent grant of fully vested shares of common stock (2015 Annual Fee), in an amount equal to the dollar amount listed by such person's name in the New Plan Benefits table (below). The 2015 Equity Awards issued to the directors will vest monthly over a period of three years beginning on March 23, 2015.

The 2014 Bonus Awards, 2015 Equity Awards and 2015 Annual Fees are contingent upon stockholder approval of the amendment of the 2010 Plan, or the earlier availability of sufficient shares under the 2010 Plan, and the number of shares to be issued pursuant to such awards will be determined based on the closing price of our common stock on the date that the contingency is satisfied.

New Plan Benefits

If Proposal 2 is approved, the compensation committee of our Board (the Compensation Committee) will be able to grant awards to eligible participants at its discretion. Consequently, except for the exceptions noted below, it is not possible to determine at this time the amount or dollar value of awards to be provided under the 2010 Plan should Proposal 2 be approved.

Name	2014 Bonus Award		2015 Equity Award		2015 Annual Fee	
	Dollar Value (\$)	Number of Shares	Dollar Value (\$)	Number of Shares	Dollar Value (\$)	Number of Shares
Patrick R. Gruber, Ph.D.	250,000		850,000			
Brett Lund, J.D., M.B.A.	130,000		595,000			
Greg Roda	122,000		300,000			
Christopher Ryan, Ph.D.	134,000		595,000			
Mike Willis	123,500		600,000			
All current executive officers as a group	759,500		2,940,000			
All current directors, who are not executive officers, as a group			500,000		160,000	
All current employees as a group (excluding executive officers)						

Vote Required and Board Recommendation

Approval of this proposal will require the affirmative vote of the holders of a majority of the common stock present in person or represented by proxy and entitled to vote at the Annual Meeting. Abstentions will be treated as shares

present and entitled to vote and will therefore have the same effect as a vote against this proposal. Broker non-votes will not have any effect on this proposal.

**THE BOARD RECOMMENDS A VOTE FOR THE APPROVAL OF THE
AMENDMENT OF THE 2010 PLAN.**

PROPOSAL 3

RATIFICATION OF APPOINTMENT OF

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of the Board (the *Audit Committee*) has appointed Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending on December 31, 2015, and urges you to vote for ratification of Grant Thornton LLP's appointment. Stockholder ratification of the appointment of Grant Thornton 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 Grant Thornton 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 Grant Thornton 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.

Deloitte & Touche LLP served as our independent registered public accounting firm for the years ended December 31, 2014 and 2013. During the second quarter of 2015, the Audit Committee solicited proposals from several audit firms to serve as our independent registered public accounting firm. The Audit Committee conducted this review in keeping with its responsibilities to evaluate and select our independent registered public accounting firm and because it believes that it should conduct periodic reviews as a matter of good corporate governance. Following approval from the Audit Committee, on May 26, 2015 the Audit Committee approved the dismissal of Deloitte & Touche LLP and the engagement of Grant Thornton LLP to serve as our independent registered public accountants for the 2015 fiscal year. In deciding to engage Grant Thornton LLP, the Audit Committee considered its reputation in the auditing field and its professional qualifications, and reviewed auditor independence issues and existing commercial relationships with Grant Thornton LLP. The Audit Committee concluded that Grant Thornton LLP had no relationship with us that would impair its independence.

Deloitte & Touche LLP's reports on our consolidated financial statements for the years ended December 31, 2014 and December 31, 2013 contained no adverse opinions or disclaimer of opinions, nor were they qualified or modified as to uncertainty, audit scope or accounting principles, except that Deloitte & Touche LLP's reports for the years ended December 31, 2014 and December 31, 2013 included explanatory paragraphs referring to our going concern uncertainty and development activities.

In addition, the Company is not required to have, nor did the Company engage the Deloitte & Touche LLP to perform, an audit of its internal control over financial reporting. Deloitte & Touche LLP's reports included consideration of internal control over financial reporting as a basis for designing audit procedures that were appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, Deloitte & Touche LLP expressed no such opinion. Our management performed an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2014 and 2013 utilizing the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. The objective of this assessment was to determine whether the Company's internal control over financial reporting was effective.

During the years ended December 31, 2014 and 2013, and through the subsequent interim periods through May 26, 2015:

- i. there have been no disagreements (as that term is used in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) between the Company and Deloitte & Touche LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of Deloitte & Touche LLP would have caused Deloitte & Touche LLP to make reference to the subject matter of the disagreement in connection with its reports on the Company's consolidated financial statements for such years; and

- ii. there were no reportable events (as that term is defined in Item 304(a)(1)(v) of Regulation S-K), except that in its assessment of the effectiveness of internal control over financial reporting as of December 31, 2014, the Company identified a material weakness in accounting for certain non-routine aspects of the underwritten public offering completed in August 2014 and consequently concluded that its internal control over financial reporting was not effective as of December 31, 2014. The Company has given Deloitte & Touche LLP permission to respond fully to the inquiries of the successor accountant concerning this reportable event.

We expect representatives of Grant Thornton LLP and Deloitte & Touche LLP to be present at the Annual Meeting and available to respond to appropriate questions by stockholders. Additionally, the representatives of Grant Thornton LLP and 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, the Company's previous independent auditor, during the last two fiscal years:

Type	2014	2013
Audit Fees	\$ 433,000	\$ 415,000
Audit Related Fees		
Tax Fees	17,000	25,000
All Other Fees		
Total Fees	\$ 450,000	\$ 440,000

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 auditor 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 auditor 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, each such engagement is approved by our Audit Committee. From time to time, our Audit Committee may pre-approve specified types of services that are expected to be provided to us by our registered public accounting firm during the next 12 months. Any such pre-approval is detailed as to the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

Our Audit Committee may delegate the authority to approve any audit or non-audit services to be provided to us by our registered public accounting firm to one or more subcommittees (including a subcommittee consisting of a single member). Any approval of services by a subcommittee of our Audit Committee pursuant to this delegated authority is reported at the next meeting of our Audit Committee.

Vote Required and Board Recommendation

Stockholder ratification of Grant Thornton LLP as our independent registered public accounting firm requires the affirmative vote of a majority of the shares of common stock present in person or represented by proxy and entitled to vote at the Annual Meeting. Abstentions will be treated as shares present and entitled to vote and will therefore have the same effect as a vote against this proposal.

**THE BOARD RECOMMENDS A VOTE FOR THE RATIFICATION
OF THE APPOINTMENT OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015.**

PROPOSAL 4

ADVISORY VOTE ON EXECUTIVE COMPENSATION

In accordance with Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) and Section 14A of the Securities Exchange Act of 1934, as amended, we are providing our stockholders the opportunity to vote on a non-binding, advisory resolution, commonly known as a say-on-pay resolution, to approve the compensation of our named executive officers as described in this proxy statement in the section titled

Compensation Discussion and Analysis, beginning on page 26, including the compensation tables and any related narrative discussion contained in this proxy statement. This proposal gives our stockholders the opportunity to express their views on the design and effectiveness of our executive compensation program.

Our executive compensation program is designed to retain, attract and motivate talented, qualified senior executives to effectively manage and promote the success of our Company at a reasonable total compensation cost. To achieve this balance of objectives, the Compensation Committee has adopted a compensation approach that includes a mix of short-term and long-term components, cash and equity elements and fixed and contingent payments in proportions that we believe will provide appropriate incentives to reward our senior executives and management team. Under these programs, our executive officers are rewarded for the achievement of both specific financial and strategic goals, which are expected to result in increased stockholder value.

At our 2013 annual meeting of stockholders, approximately 88% of the votes cast by our stockholders were voted in favor of the compensation of the our named executive officers. The Compensation Committee generally believes that such results affirmed stockholder support of our approach to executive compensation.

Please read the Compensation Discussion and Analysis and the tables and related narrative discussion for additional details about our executive compensation programs, including information about the fiscal year 2014 compensation of our named executive officers.

Fiscal Year 2014 Business Highlights

For the fiscal year ending December 31, 2014:

in June 2014, our Luverne, MN plant commenced the co-production of isobutanol and ethanol, with one fermenter dedicated to isobutanol production and three fermenters dedicated to ethanol production;

we met our milestone of producing greater than fifty thousand gallons of isobutanol in one month at our Luverne plant in December 2014;

we introduced new ethanol-to-hydrocarbons technology which could provide the ethanol industry a much broader set of end-product market and margin opportunities;

in March 2014, we came to an agreement with Lufthansa to evaluate our renewable jet fuel with the goal of approving our alcohol-to-jet fuel (ATJ) for commercial aviation use;

in May 2014, we closed a private debt financing with Whitebox Advisors, generating aggregate proceeds of approximately \$25.9 million; and

in August 2014, we closed an underwritten public offering of 30,000,000 shares of common stock and warrants to purchase an additional 15,000,000 shares of common stock, generating aggregate proceeds of approximately \$18 million, not including any future proceeds from the exercise of the warrants.

We believe that the compensation of our named executive officers for the 2014 fiscal year was appropriate and reasonable in light of the Company's achievement of several critical financial and strategic goals and that our compensation policies and procedures are sound and support the best interests of our Company and our stockholders. Additionally, we believe that our compensation policies and procedures are effective in aligning the executives' long-term interests with those of our stockholders.

Accordingly, the following resolution will be submitted for a stockholder vote at the Annual Meeting:

RESOLVED, that the stockholders of Gevo, Inc. (the Company) approve, on an advisory and non-binding basis, the compensation of the Company s named executive officers, as disclosed in the Company s proxy statement for the 2015 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, compensation tables and narrative discussion in the proxy statement.

Vote Required and Board Recommendation

This vote is not intended to address any specific element of compensation, but rather the overall compensation of our named executive officers and the compensation philosophy, policies and practices described in this proxy statement. Approval of the above resolution requires the affirmative vote of a majority of the shares of common stock present in person or represented by proxy and entitled to vote at the Annual Meeting. Abstentions will be treated as shares present and entitled to vote and will therefore have the same effect as a vote against this proposal. Broker non-votes will have no effect on the outcome of this proposal.

As an advisory vote, the outcome of the vote on this proposal is not binding upon us. However, our Compensation Committee, which is responsible for designing and administering our executive compensation programs, values the opinions expressed by our stockholders in their vote on this proposal and will consider the outcome of this vote when making future compensation decisions for our named executive officers.

**THE BOARD RECOMMENDS A VOTE FOR THE RESOLUTION
APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS
AS DISCLOSED IN THIS PROXY STATEMENT.**

**INFORMATION REGARDING THE BOARD OF DIRECTORS
AND CORPORATE GOVERNANCE**

General

This section describes key corporate governance guidelines and practices that we have adopted. Complete copies of our Corporate Governance Guidelines, the charters of the committees of our Board and our Code of Business Conduct and Ethics described below may be viewed on our website at <http://ir.gevo.com> under the heading Corporate Governance. Alternately, you can request a copy of any of these documents free of charge by writing to our Secretary, c/o Gevo, Inc., 345 Inverness Drive South, Building C, Suite 310, Englewood, Colorado 80112.

Our Board has adopted corporate governance guidelines to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of our Company and our stockholders. The corporate governance guidelines are available for review on our website at <http://ir.gevo.com> under the heading Corporate Governance. These guidelines, which provide a framework for the conduct of our Board's business, provide:

that the Board's principal responsibility is to oversee the management of the Company;

criteria for Board membership;

that a majority of the members of the Board shall be independent directors;

limits on a Board member's service on boards of directors of other public companies;

for the appointment of a lead independent director;

that the independent directors meet regularly in executive session;

that at least annually, the Board and its committees will conduct a self-evaluation; and

that directors have complete access to all officers and employees.

Independence of Directors

As required by the listing standards of NASDAQ, a majority of the members of our Board must qualify as independent, as affirmatively determined by our Board. Our Board consults with our legal counsel to ensure that its determinations are consistent with all relevant securities and other laws and regulations regarding the definition of independent, including those set forth in the applicable NASDAQ listing standards.

Our Board has unanimously determined that five of our current directors, constituting a majority of the Board, are independent directors as that term is defined by NASDAQ Marketplace Rule 5605(a)(2). In making this

determination, the Board has affirmatively determined, considering broadly all relevant facts and circumstances regarding each independent director, that none of the independent directors has a material relationship with us (either directly or as a partner, stockholder, officer or affiliate of an organization that has a relationship with us). In addition, based upon such standards, the Board determined that Dr. Patrick Gruber, who currently serves as a Class I director, is not independent because he is our Chief Executive Officer.

Board Leadership Structure

The Board believes that its current independent Board structure is best for our Company and provides good corporate governance and accountability. The Board does not have a fixed policy regarding the separation of the roles of the Chairman of the Board and the Chief Executive Officer because it believes the Board should be able to freely select the Chairman of the Board based on criteria that it deems to be in the best interests of the Company and its stockholders. The functions of the Board are carried out by the full Board, and when delegated, by the Board committees. Each director is a full and equal participant in the major strategic and policy decisions of our Company.

Mr. Shai Weiss is the Chairman of our Board and Dr. Patrick Gruber is our Chief Executive Officer. Mr. Weiss was originally elected to the Board in 2007 as the designee of Virgin Green Fund pursuant to the

terms of our Amended and Restated Certificate of Incorporation, as in effect at that time, and was subsequently elected to the Board by our stockholders at the 2013 annual meeting of stockholders. The Board believes that the current structure of a separate Chairman of the Board and Chief Executive Officer is the optimum structure for the Company at this time.

Board's Role in Risk Oversight

The risk oversight function of the Board is carried out by both the Board and the Audit Committee. The Board regularly reviews information regarding our credit, liquidity and operations, as well as the risks associated with each. Our Audit Committee meets periodically with management to discuss our major financial and operating risk exposures and the steps, guidelines and policies taken or implemented relating to risk assessment and risk management. The Compensation Committee is responsible for overseeing the management of risks relating to our executive compensation plans and arrangements. Our Nominating and Corporate Governance Committee manages risks associated with the independence of the Board and potential conflicts of interest and oversees management of risks associated with environmental, health and safety concerns. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is informed about such risks by the committees.

Meetings

Our Board is responsible for overseeing the management of our business. We keep our directors informed of our business at meetings and through reports and analyses presented to the Board and the committees of the Board. Regular communications between our directors and management also occur apart from meetings of the Board and committees of the Board. During fiscal year 2014, there were twelve meetings of the Board. The Board also encourages its directors to attend annual meetings of our stockholders and four directors attended the annual meeting of our stockholders held on July 3, 2014.

Information Regarding Board Committees

Our Board has established a standing Audit Committee, a standing Compensation Committee and a standing Nominating and Corporate Governance Committee to devote attention to specific subjects and to assist it in the discharge of its responsibilities. All three committees operate under written charters adopted by our Board, each of which is available on our website at <http://ir.gevo.com> and