

Gevo, Inc.  
Form 10-Q/A  
August 03, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

**Amendment No. 1**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2012**

**or**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934**

**Commission File Number 001-35073**

**GEVO, INC.**

**(Exact name of registrant as specified in its charter)**

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**Delaware** **87-0747704**  
(State or other jurisdiction of **(I.R.S. Employer**  
incorporation or organization) **Identification No.)**  
**345 Inverness Drive South, Building C, Suite 310**

**Englewood, CO 80112**

**(303) 858-8358**

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of July 31, 2012, 39,328,052 shares of the registrant's common stock were outstanding.

**Explanatory Note**

Gevo, Inc. (the Company) is filing this Amendment No. 1 on Form 10-Q/A (this Amendment) to amend the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012 (the Original Form 10-Q). This Amendment is being filed solely to re-file Exhibit 10.2 (the Exhibit) to the Original Form 10-Q in response to comments the Company received from the Securities and Exchange Commission (the SEC) on a confidential treatment request the Company made for certain portions of the Exhibit. The Exhibit, as re-filed, includes certain portions that had previously been redacted pursuant to the Company's request for confidential treatment. Nothing in the Form 10-Q is being amended other than the re-filing of the Exhibit as described above.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment.

This Amendment should be read in conjunction with the Original Form 10-Q and the Company's other filings with the SEC. Except as stated herein, this Amendment does not reflect events occurring after the filing of the Original Form 10-Q with the SEC on May 2, 2012 and no attempt has been made in this Amendment to modify or update other disclosures as presented in the Original Form 10-Q.

**Item 6. Exhibits.**

The following documents are filed as part of this Amendment:

Exhibit Number	Description	Form	Previously Filed		Exhibit	Filed Herewith
			File No.	Filing Date		
10.2	Amended and Restated Commercialization Agreement, by and between Gevo, Inc. and ICM, Inc., dated August 11, 2011.					X
31.1	Section 302 Certification of the Principal Executive Officer.					X
31.2	Section 302 Certification of the Principal Financial Officer.					X

Certain portions have been omitted pursuant to a confidential treatment request. Omitted information has been filed separately with the SEC.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Gevo, Inc.

By: /s/ MARK SMITH  
Mark Smith

*Chief Financial Officer*

*(Principal Financial and Accounting Officer)*

Date: August 3, 2012