

Gevo, Inc.  
Form 8-K  
December 09, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant To Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 7, 2015**

**Gevo, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-35073</b> (Commission File Number)	<b>87-0747704</b> (I.R.S. Employer Identification No.)
<b>345 Inverness Drive South, Building C, Suite 310, Englewood, CO 80112</b> (Address of principal executive offices) (Zip Code)		

Registrant's telephone number, including area code: **(303) 858-8358**

**N/A**

(Former name, or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### Introductory Note

As previously announced, Gevo, Inc., a Delaware corporation (the *Company*), intends to offer and sell, subject to market and other conditions, Series A units (each a *Series A Unit*) and Series B units (each, a *Series B Unit* and, together with the Series A Units, *Units*) in an underwritten public offering. The Company intends to use the net proceeds from the offering of Units (the *Offering*), excluding any future proceeds from the exercise of the warrants included therein or sold in connection therewith, to fund working capital, including capital expenditures at the Luverne, MN facility, and for other general corporate purposes. The Units are being offered and sold pursuant to a base prospectus, dated May 15, 2013, and a prospectus supplement, dated December 8, 2015, pursuant to the Company's registration statement on Form S-3 (File No. 333-187893), which was declared effective by the Securities and Exchange Commission (the *SEC*) on May 15, 2013.

#### Item 1.01. Entry into a Material Definitive Agreement.

The information set forth in the Introductory Note is incorporated herein by reference.

#### *Underwriting Agreement*

On December 8, 2015, the Company entered into an underwriting agreement (the *Underwriting Agreement*) with Oppenheimer & Co. Inc. and the other underwriters named therein (the *Underwriters*) relating to the sale and issuance by the Company of Units to the Underwriters in a firm commitment underwritten public offering. Each Series A Unit consists of one share of the Company's common stock and a Series D warrant to purchase one share of the Company's common stock (each a *Series D Warrant*) and each Series B Unit consists of a pre-funded Series E warrant to purchase one share of the Company's common stock (each, a *Series E Warrant* and, together with the Series D Warrants, the *Warrants*) and a Series D Warrant. The shares of common stock and Series D Warrants comprising the Series A Units will be immediately separable and will be issued separately but will be sold together in the Offering. The Warrants comprising the Series B Units will be immediately separable and will be issued separately but will be sold together in the Offering. The Series D Warrants will be exercisable during the period commencing on June 11, 2016 and ending on December 11, 2020 at an exercise price of \$1.40 per share of common stock (subject to adjustment under certain circumstances). The Series E Warrants will be exercisable during the period commencing from the date of issuance and ending on December 11, 2016 at an exercise price of \$1.00 per share of common stock. The exercise price of \$1.00 per share, except for a nominal exercise price of \$0.01 per share, will be pre-paid upon issuance of the pre-funded Series E Warrants and, consequently, no additional payment or other consideration (other than the nominal exercise price of \$0.01 per share) will be required to be delivered to us by the holder upon exercise. Subject to the terms and conditions contained in the Underwriting Agreement, the Underwriters have agreed to purchase, and the Company has agreed to sell, 2,050,000 Series A Units at the public offering price of \$1.00 per Series A Unit and 8,000,000 Series B Units at the public offering price of \$0.99 per Series B Unit, in each case less certain underwriting discounts and commissions. The Company has agreed to reimburse the Underwriters for certain of their out-of-pocket expenses.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement are solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties.

The foregoing description of the Underwriting Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Underwriting Agreement, a copy of which is attached hereto as Exhibit 1.1, and the terms of which are incorporated herein by reference.

***Amendments to Existing Agreements***

On December 7, 2015, the Company and its subsidiaries, as guarantors, entered into a Seventh Supplemental Indenture (the ***Seventh Supplemental Indenture*** ) with Wilmington Savings Fund Society, FSB, as trustee (the ***Trustee*** ) and collateral trustee (the ***Collateral Trustee*** ), and WB Gevo, Ltd., as Requisite Holder. The Seventh Supplemental Indenture amends that certain Indenture, by and among the Company, and its subsidiaries, as guarantors, the Trustee and the Collateral Trustee, dated as of June 6, 2014, to, among other things, (a) permit the offering and issuance of the Warrants and the incurrence of indebtedness by the Company under the Warrants and (b) permit certain cash payments by Company to the holders of warrants issued by the Company from time to time.

On December 7, 2015, the Company entered into (i) an amendment (the ***Security Agreement Amendment*** ) to that certain Plain English Security Agreement, by and between the Company and TriplePoint Capital LLC ( ***TriplePoint*** ), dated as of September 22, 2010 (as amended, the ***Security Agreement*** ), which secures the Company's guarantee of the obligations of Agri-Energy, LLC, a Minnesota limited liability company ( ***Agri-Energy*** ), under that certain Amended and Restated Plain English Growth Capital Loan and Security Agreement, by and among the Company, Agri-Energy and TriplePoint, dated as of October 20, 2011 (as amended, the

*Amended Agri-Energy Loan Agreement* ); and (ii) an amendment (the *TriplePoint Amendment* ) to the Amended Agri-Energy Loan Agreement. The Security Agreement Amendment and the TriplePoint Amendment amend the Security Agreement and Amended Agri-Energy Loan Agreement to, among other things, (a) permit the offering and issuance of the Warrants and the incurrence of indebtedness by the Company under the Warrants and (b) permit certain cash payments by Company to the holders of warrants issued by the Company from time to time.

The foregoing descriptions of the Seventh Supplemental Indenture, the TriplePoint Amendment and the Security Agreement Amendment do not purport to be complete and are subject to, and qualified in their entirety by, the full text of such agreements, copies of which are attached hereto as Exhibit 4.1 Exhibit 10.1 and Exhibit 10.2, respectively, and the terms of each of which are incorporated herein by reference.

#### **Item 8.01. Other Events.**

On December 8, 2015, the Company issued a press release announcing that the Series A Units to be sold in the Offering would be sold at a public offering price of \$1.00 per unit and that the Series B Units to be sold in the Offering would be sold at a public offering price of \$0.99 per unit. The Offering is expected to close on or about December 11, 2015, subject to customary closing conditions. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

#### **Additional Information and Where to Find It**

A shelf registration statement relating to the shares of common stock and Warrants to be issued in the Offering was filed with the SEC and is effective. Preliminary and final prospectus supplements describing the terms of the Offering have also been filed with the SEC. Copies of the final prospectus supplement and the accompanying prospectus relating to the securities being offered may also be obtained from Oppenheimer & Co. Inc., Attention: Syndicate Prospectus Department, 85 Broad Street, 26th Floor, New York, NY 10004, or by telephone at (212) 667-8563, or by email at [EquityProspectus@opco.com](mailto:EquityProspectus@opco.com). Electronic copies of the final prospectus supplement and accompanying prospectus will also be available on the SEC's website at <http://www.sec.gov>.

#### **Forward-Looking Statements**

Certain statements in this Current Report on Form 8-K and in the attached exhibits may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements relate to a variety of matters, including, without limitation, the Company's expectations regarding the sale of its securities in the Offering, the Company's intended use of the net proceeds from the Offering, the anticipated closing date of the Offering and other statements that are not purely statements of historical fact. These forward-looking statements are made on the basis of the current beliefs, expectations and assumptions of the management of the Company and are subject to significant risks and uncertainty. Factors that could cause actual results to differ materially from those described in the forward-looking statements are set forth in the prospectus supplement for the Offering. Investors are cautioned not to place undue reliance on any such forward-looking statements. All such forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update or revise these statements, whether as a result of new information, future events or otherwise.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

- 1.1 Underwriting Agreement, dated December 8, 2015, by and among Gevo, Inc. and the Underwriters named therein.
- 4.1 Seventh Supplemental Indenture, dated December 7, 2015, by and among Gevo, Inc., the guarantors party thereto, Wilmington Savings Fund Society, FSB, as trustee and collateral trustee, and WB Gevo, Ltd., as Requisite Holder.
- 5.1 Opinion of Paul Hastings LLP.
- 10.1 Consent Under and Eighth Amendment to Amended and Restated Plain English Growth Capital Loan and Security Agreement, dated December 7, 2015, by and among Gevo, Inc., Agri-Energy, LLC and TriplePoint Capital LLC.
- 10.2 Ninth Amendment to Plain English Security Agreement, dated December 7, 2015, by and between Gevo, Inc. and TriplePoint Capital LLC.
- 23.1 Consent of Paul Hastings LLP (included in Exhibit 5.1).
- 99.1 Press Release, dated December 8, 2015.

**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 hereunto duly authorized.

**Gevo, Inc.**

By: /s/ Mike Willis  
Mike Willis  
Chief Financial Officer

Date: December 8, 2015