

Gevo, Inc.
Form 424B5
February 13, 2018
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**Filed Pursuant to Rule 424(b)(5)
Registration File No. 333-211370**

Prospectus Supplement

(To Prospectus dated August 2, 2016)

Gevo, Inc.

Up to \$5,000,000

Common Stock

We have entered into an At-the-Market Offering Agreement (the "Sales Agreement") with H.C. Wainwright & Co., LLC ("H.C. Wainwright") relating to shares of our common stock, par value \$0.01 per share, offered by this prospectus supplement and the accompanying prospectus. In accordance with the terms of the Sales Agreement, we may from time to time offer and sell shares of our common stock having an aggregate offering price of up to \$5,000,000 through H.C. Wainwright as our sales agent.

Sales of the shares of common stock, if any, may be made by means of transactions that are deemed to be at-the-market offerings, as defined in Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), including ordinary brokers' transactions on the Nasdaq Capital Market ("Nasdaq") or other trading market. The sales agent will receive from us a commission of 1.0% based on the gross sales price per share for any shares sold through the sales agent under the Sales Agreement.

Under the terms of the Sales Agreement, we also may sell shares of our common stock to the sales agent as principal for its own account at a price agreed upon at the time of sale. If we sell shares to the sales agent as principal, we will enter into a separate terms agreement with the sales agent, and we will describe this agreement in a separate prospectus supplement or pricing supplement. In connection with the sale of shares of our common stock on our behalf, the sales agent may be deemed to be an underwriter within the meaning of the Securities Act, and the compensation paid to the sales agent may be deemed to be underwriting commissions or discounts.

The sales agent is not required to sell any specific number or dollar amount of shares of our common stock, but, subject to the terms and conditions of the Sales Agreement and unless otherwise agreed by us and the sales agent, the sales agent will use their commercially reasonable efforts to sell the shares offered as our sales agent. There is no arrangement for funds to be received in any escrow, trust or similar arrangement.

Our common stock is traded on the Nasdaq Capital Market under the symbol GEVO. On February 12, 2018, the last reported sale price of our common stock on the Nasdaq Capital Market was \$0.49 per share.

The aggregate market value of our outstanding common stock held by non-affiliates, or public float, is approximately \$15.8 million, based on the closing price of our common stock as reported on the Nasdaq Capital Market on January 4, 2018, as calculated in accordance with General Instruction I.B.6 of Form S-3. Pursuant to General Instruction I.B.6, in no event will we sell our common stock in a public primary offering with a value exceeding one-third of our public float in any 12-month period unless our public float subsequently rises to \$75.0 million or more. We have not offered any securities pursuant to General Instruction I.B.6 during the 12 calendar months prior to and including the date of this prospectus supplement.

Investing in our securities involves a high degree of risk. Before buying any securities, you should review carefully the risks and uncertainties described under the heading Risk Factors beginning on page S-6 of this prospectus supplement, on page 4 of the accompanying prospectus and in the documents incorporated by reference into this prospectus supplement.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

H.C. Wainwright & Co.

The date of this prospectus supplement is February 13, 2018.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the U.S. Securities and Exchange Commission (the SEC) utilizing a shelf registration process. This document is in two parts. The first part is this prospectus supplement, including the documents incorporated by reference herein, which describes the specific terms of this offering. The second part, the accompanying prospectus, including the documents incorporated by reference therein, provides more general information. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. We urge you to carefully read this prospectus supplement and the accompanying prospectus, and the documents incorporated by reference herein and therein, before buying any of the securities being offered under this prospectus supplement. This prospectus supplement may add or update information contained in the accompanying prospectus and the documents incorporated by reference therein. To the extent that any statement we make in this prospectus supplement is inconsistent with statements made in the accompanying prospectus or any documents incorporated by reference therein that were filed before the date of this prospectus supplement, the statements made in this prospectus supplement will be deemed to modify or supersede those made in the accompanying prospectus and such documents incorporated by reference therein.

You should rely only on the information contained in this prospectus supplement and the accompanying prospectus or incorporated by reference herein or therein. We have not authorized anyone to provide you with different information. No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus supplement and the accompanying prospectus. You should not rely on any unauthorized information or representation. This prospectus supplement is an offer to sell only the securities offered hereby, and only under circumstances and in jurisdictions where it is lawful to do so. You should assume that the information in this prospectus supplement and the accompanying prospectus is accurate only as of the date on the front of the applicable document and that any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference, regardless of the date of delivery of this prospectus supplement or the accompanying prospectus, or the date of any sale of a security.

Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus to the Company, we, us, our, and Gevo refer to Gevo, Inc., a Delaware corporation, and its consolidated subsidiaries.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, levels of activity, performance or achievements to differ materially from those expressed or implied by the forward-looking statements. Forward-looking statements may include, but are not limited to, statements relating to the achievement of advances in our technology platform, the success of our Retrofit production model, the availability of suitable and cost-competitive feedstocks, our ability to gain market acceptance for our products, the expected cost-competitiveness and relative performance attributes of our isobutanol and the products derived from it, additional competition, changes in economic conditions, the future price and volatility of petroleum and products derived from petroleum and statements regarding our intended uses of the proceeds of the securities offered hereby. In some cases, you can identify forward-looking statements by terminology such as may, will, should, expect, plan, anticipate, believe, estimate, predict, potential or continue, the negative of such terms or other comparable terminology.

Forward-looking statements reflect our current views about future events, are based on assumptions, and are subject to known and unknown risks and uncertainties. Many important factors could cause actual results, performance or achievements to differ materially from the results, performance or achievements expressed in or implied by our forward-looking statements, including the factors listed below. Many of the factors that will determine future results, performance or achievements are beyond our ability to control or predict. The following are important factors, among others, that could cause actual results, performance or achievements to differ materially from the results, performance or achievements reflected in our forward-looking statements:

our intent and ability to construct our first commercial hydrocarbons plant;

our ability to continue as a going concern;

our ability to maintain listing of our common stock on Nasdaq;

our ability to timely repay or restructure our outstanding debt obligations;

our ability to produce full-scale commercial quantities of isobutanol and/or ethanol in a timely and economic manner;

our ability to effectively use the net proceeds from this offering;

fluctuations in the market price of petroleum;

fluctuations in the market price of corn and other feedstocks;

unexpected delays, operational difficulties, cost-overruns or failures in the Retrofit process;

our ability to successfully identify and acquire access to additional facilities suitable for efficient Retrofitting;

our ability to successfully commercialize isobutanol and the products derived from it;

our ability to market our isobutanol to potential customers;

our ability to obtain regulatory approval for the use of our isobutanol and the products derived from our isobutanol, including, without limitation, our renewable jet fuel, in our target markets;

our ability to adequately protect our intellectual property, or the loss of some of our intellectual property rights through costly litigation or administrative proceedings;

our ability to transition our preliminary commitments into definitive supply and distribution agreements or to negotiate sufficient long-term supply agreements for our production of isobutanol; and

general economic conditions and inflation, interest rate movements and access to capital.

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The forward-looking statements contained herein reflect our views and assumptions only as of the date such forward-looking statements are made. You should not place undue reliance on forward-looking statements. Except as required by law, we assume no responsibility for updating any forward-looking statements nor do we intend to do so. Our actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. The risks included in this section are not exhaustive. Additional factors that could cause actual results to differ materially from those described in the forward-looking statements are set forth in the section entitled "Risk Factors" beginning on page S-6 of this prospectus supplement.

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Table of Contents**PROSPECTUS SUPPLEMENT SUMMARY**

This summary is not complete and does not contain all of the information that you should consider before investing in the securities offered by this prospectus supplement. You should read this summary together with the entire prospectus supplement and the accompanying prospectus, including our financial statements, the notes to those financial statements and the other documents that are incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision. See the Risk Factors section of this prospectus supplement beginning on page S-6 for a discussion of the risks involved in investing in our securities.

Our Business

We are a renewable chemicals and next generation biofuels company. We have developed proprietary technology that uses a combination of synthetic biology, metabolic engineering, chemistry and chemical engineering to focus primarily on the production of renewable isobutanol as well as related products from renewable feedstocks. Isobutanol is a four-carbon alcohol that can be sold directly for use as a specialty chemical in the production of solvents, paints and coatings or as a value-added gasoline blendstock. Isobutanol can also be converted into butenes using dehydration chemistry deployed in the refining and petrochemicals industries today. The convertibility of isobutanol into butenes is important because butenes are primary hydrocarbon building blocks used in the production of hydrocarbon fuels, including isooctane, isooctene and alcohol-to-jet-fuel (ATJ), as well as lubricants, polyester, rubber, plastics, fibers and other polymers. We believe that the products derived from isobutanol have potential applications in substantially all of the global hydrocarbon fuels markets and in approximately 40% of the global petrochemicals markets.

In order to produce and sell isobutanol made from renewable sources, we have developed the Gevo Integrated Fermentation Technology® (GIFT®), an integrated technology platform for the efficient production and separation of renewable isobutanol. GIFT® consists of two components, proprietary biocatalysts that convert sugars derived from multiple renewable feedstocks into isobutanol through fermentation, and a proprietary separation unit that is designed to continuously separate isobutanol during the fermentation process. We developed our technology platform to be compatible with the existing approximately 25 billion gallons per year of global operating ethanol production capacity, as estimated by the Renewable Fuels Association.

GIFT® is designed to permit (i) the retrofit of existing ethanol capacity to produce isobutanol, ethanol or both products simultaneously or (ii) the addition of renewable isobutanol or ethanol production capabilities to a facility's existing ethanol production by adding additional fermentation capacity side-by-side with the facility's existing ethanol fermentation capacity (collectively referred to as Retrofit®). Having the flexibility to switch between the production of isobutanol and ethanol, or produce both products simultaneously, should allow us to optimize asset utilization and cash flows at a facility by taking advantage of fluctuations in market conditions. GIFT® is also designed to allow relatively low capital expenditure Retrofits of existing ethanol facilities, enabling a relatively rapid route to isobutanol production from the fermentation of renewable feedstocks. Alternatively, GIFT® can be deployed at a greenfield or brownfield site to produce isobutanol only. We believe that our production route will be cost-efficient, will enable relatively rapid deployment of our technology platform and allow our isobutanol and related renewable products to be economically competitive with many of the petroleum-based products used in the chemicals and fuels markets today.

Recent Developments**Cash**

At December 31, 2017, we had cash and cash equivalents of \$11.6 million. This amount is unaudited and preliminary, and does not present all information necessary for an understanding of our financial condition as of

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December 31, 2017. The review of our financial statements for the year ended December 31, 2017 is ongoing and could result in changes to this amount. Our financial statements for the year ended December 31, 2017 may not be available until after this offering is completed, and consequently may not be available to you prior to investing in this offering.

2022 Note Exchange

In January 2018, we entered into a private exchange agreement with a holder of our 7.5% convertible senior notes due July 2022 (the 2022 Notes) to exchange the remaining \$515,000 of outstanding principal amount of the 2022 Notes for 780,303 shares of our common stock. Upon completion of this exchange, the 2022 Notes were satisfied in their entirety and there are no remaining obligations under the 2022 Notes.

2018 Corporate Update

In January 2018, we announced that we are reaffirming our focus on the commercial development of renewable jet fuel, renewable isooctane, isobutanol and related products. Our goal in 2018 is to aggregate enough confirmed commercial off-take to support the capital expense of expanding our production facility based in Luverne, MN, (the Luverne Facility). In 2018, we expect to improve the cash flow out of the Luverne Facility by optimizing the plant's ethanol production processes, developing value added products for ethanol and animal feed produced at the plant and further reducing the cost of the plant's carbohydrate feedstock. These initiatives are also expected to benefit the cost of producing isobutanol, once isobutanol production resumes at the Luverne Facility at its current scale or when the isobutanol capacity is expanded at the Luverne Facility. There can be no assurance we will achieve any of these goals.

In addition, in January 2018, we announced that we are undertaking several initiatives to improve the cash flow profile of our business in 2018 compared to 2017. As a result of these initiatives, we expect our cash burn rate in 2018 to be at least 30% lower than 2017. We expect that this reduction in the cash burn rate, together with the net proceeds from this offering, should provide the Company with enough cash to fund operations into the first quarter of 2019.

This improvement is expected to be achieved by increasing sales of isobutanol into the ethanol-free marketplace, increasing sales of ATJ and isooctane produced out of our hydrocarbon demonstration plant based in Silsbee, TX, improving the cash flow profile at the Luverne Facility and reducing overall corporate expenses. The reduction in corporate expense is expected to be driven by a series of measures, as outlined below:

Mike Willis, our former Chief Financial Officer, resigned effective January 5, 2018 and entered into a mutual separation agreement with us. Gevo does not currently plan on replacing the Chief Financial Officer at this time. On January 5, 2018, our Board of Directors promoted Bradford K. Towne to Chief Accounting Officer.

Certain executive officers who are remaining with us have volunteered to take a reduction in compensation, including Dr. Patrick Gruber, our Chief Executive Officer, who has agreed, at his discretion, to a salary reduction of 30% in 2018 and foregoing any potential 2017 annual cash bonus.

We are reducing our overall headcount at our headquarters by approximately 40%, as compared to the peak employee level in 2017, and all Gevo employees will forego their 2017 annual cash bonuses.

A systematic review of all non-employee expenses across the company has been undertaken, and reductions have or will be made wherever reasonably possible.

Other Business Developments

On December 11, 2017, we announced that GE Aviation had commenced jet engine combustor component testing with a jet fuel comprised 100% of our renewable ATJ. The testing is being performed as part of the

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Federal Aviation Authority's (FAA) Continuous Lower Energy, Emissions and Noise Program (CLEEN). CLEEN is the FAA's principal environmental effort to accelerate the development of new aircraft, engine technologies, and to advance sustainable alternative jet fuels, in conjunction with aviation industry leaders such as GE Aviation. Specifically, this testing is designed to enable the greater displacement of petroleum-based jet fuel by bio-based alternative products. Bio-based hydrocarbon fuels have similar performance characteristics to the petroleum-based fuels used today, albeit with reductions in particulate matter and other air quality related emissions. Some bio-based jet fuels, such as our ATJ, have the potential to improve performance, such as providing greater energy density which translates into better mileage.

On November 8, 2017, we announced that our ATJ derived from renewable isobutanol was used by nine airlines for Fly Green Day, sponsored by the O'Hare Fuel Committee, at Chicago O'Hare International Airport. This event was the first time renewable jet fuel has been supplied at Chicago O'Hare using the existing airport fueling infrastructure, such as pipelines, terminals and tankage. To date, airlines and airports have generally relied on alternative means of supplying renewable jet fuel to the wing, usually trucking jet fuel on site for blending and fueling. For Fly Green Day, Air BP blended Gevo's ATJ with regular fossil-based Jet A fuel, certified its quality and then supplied its customers through the airport's main fuel hydrant system. Airlines that participated in Fly Green Day included Lufthansa, United Airlines, Etihad, Cathay Pacific Airways, Emirates, Japan Airlines, Korean Air, Atlas Air and FedEx.

On February 8, 2018, we announced that we have amended our existing isobutanol supply agreement with Musket Corporation (Musket) to provide Musket with the exclusive right to sell our renewable isobutanol within a 300 mile radius of Houston, Texas. This amendment establishes a market region that encompasses Austin, Dallas, Fort Worth, Oklahoma, Louisiana, as well as the majority of South and East Texas.

Information Regarding Liquidity

For the nine months ended September 30, 2017, we incurred a consolidated net loss of \$20.2 million and had an accumulated deficit of \$397.0 million at September 30, 2017. Our cash and cash equivalents at December 31, 2017 totaled \$11.6 million, which are expected to be used for the following: (i) operating activities at the Luverne Facility; (ii) operating activities at our corporate headquarters in Colorado, including research and development; (iii) capital improvements primarily associated with the Luverne Facility; (iv) costs associated with optimizing isobutanol production technology; (v) exploration of restructuring, strategic alternatives and new financings; and (vi) debt service, principal prepayment and repayment obligations.

We expect to incur future net losses as we continue to fund the development and commercialization of our product candidates. To date, we have financed our operations primarily with proceeds from multiple sales of equity and debt securities, borrowings under debt facilities and product sales. Our audited financial statements for the year ended December 31, 2016, were prepared under the assumption that we would continue our operations as a going concern. Our independent registered public accounting firm for the year ended December 31, 2016 included a going concern emphasis of matter paragraph in its report on our financial statements as of, and for the year ended, December 31, 2016, indicating that the amount of working capital at December 31, 2016 was not sufficient to meet the cash requirements to fund planned operations through twelve months after the date our audited financial statements were issued on March 28, 2017 without additional sources of cash, which raises substantial doubt about our ability to continue as a going concern. Our inability to continue as a going concern may potentially affect our rights and obligations under our debt obligations and may lead to bankruptcy. Our independent registered public accounting firm may include a similar going concern emphasis of matter paragraph in its report on our audited financial statements for the year ended December 31, 2017.

Our transition to profitability is dependent upon, among other things, the successful development and commercialization of our products and product candidates and the achievement of a level of revenues adequate to

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support our existing cost structure. We may never achieve profitability or generate positive cash flows, and unless and until we do, we will continue to need to raise additional cash. We intend to fund future operations through additional private and/or public offerings of debt or equity securities. In addition, we may seek additional capital through arrangements with strategic partners or from other sources. Notwithstanding these efforts, there can be no assurance that we will be able to raise additional funds, restructure our indebtedness or achieve or sustain profitability or positive cash flows from operations.

Debt Maturities and Exchanges

In June 2017, we issued our 12% convertible senior secured notes due 2020 (the 2020 Notes) in exchange for our outstanding 12.0% convertible senior secured notes due 2017 (2017 Notes). As of September 30, 2017, the outstanding principal on our 2020 Notes was \$16.6 million. The 2020 Notes are scheduled to mature on March 15, 2020.

As noted above, in January 2018, we entered into a private exchange agreement with a holder of our 2022 Notes to exchange the remaining \$515,000 of outstanding principal amount of the 2022 Notes for 780,303 shares of our common stock. Upon completion of this exchange, the 2022 Notes were satisfied in their entirety and there are no remaining obligations under the 2022 Notes.

Our Corporate Information

We were incorporated in Delaware in June 2005 under the name Methanotech, Inc. and filed an amendment to our certificate of incorporation changing our name to Gevo, Inc. on March 29, 2006. Our principal executive offices are located at 345 Inverness Drive South, Building C, Suite 310, Englewood, Colorado 80112, and our telephone number is (303) 858-8358. We maintain an internet website at www.gevo.com. Information contained in or accessible through our website does not constitute part of this prospectus supplement or the accompanying prospectus.

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The Offering

Issuer	Gevo, Inc.
Common stock offered by us	Shares of common stock having an aggregate offering price of up to \$5,000,000.
Plan of Distribution	<p>At-the-market offering that may be made from time to time through our sales agent, H.C. Wainwright. We may also sell shares of our common stock to H.C. Wainwright as principal for its own account, at a price per share agreed upon at the time of sale. If we sell shares to H.C. Wainwright as principal, we will enter into a separate terms agreement setting forth the terms of such transaction, and we will describe the agreement in a separate prospectus or pricing supplement. See Plan of Distribution.</p>
Use of proceeds	We intend to use the net proceeds from this offering to fund working capital and for other general corporate purposes, which may include the repayment of outstanding indebtedness.
Nasdaq Capital Market symbol	GEVO
Transfer Agent	American Stock Transfer & Trust Company
Risk factors	This investment involves a high degree of risk. See Risk Factors beginning on page S-6 of this prospectus supplement for a discussion of factors you should carefully consider before deciding to invest in our securities.

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RISK FACTORS

*An investment in our securities involves a high degree of risk. Prior to making a decision about investing in our securities, you should carefully consider the following risks and uncertainties, as well as those discussed under the caption **Risk Factors** in the accompanying prospectus, in our Annual Report on Form 10-K for the year ended December 31, 2016 and our Quarterly Report on Form 10-Q for the quarterly periods ended June 30, 2017 and September 30, 2017. If any of the risks described in this prospectus supplement or accompanying prospectus, or the risks described in any documents incorporated by reference in this prospectus supplement or the accompanying prospectus, actually occur, our business, prospects, financial condition or operating results could be harmed. In that case, the trading price of our common stock and warrants could decline, and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently believe are immaterial may also impair our business operations and our liquidity. You should also refer to the other information contained in this prospectus supplement and the accompanying prospectus or incorporated by reference herein or therein, including our financial statements and the notes to those statements and the information set forth under the heading **Cautionary Note Regarding Forward-Looking Statements**.*

Risks Related to this Offering and our Common Stock

We have broad discretion in the use of the net proceeds from this offering and may not use them effectively, which could cause the value of your investment to decline.

Our management will have broad discretion in the application of the net proceeds of this offering. You will not have the opportunity to influence our decisions on how to use our net proceeds from this offering. Our failure to apply the net proceeds effectively could affect our ability to continue to develop and sell our products and grow our business, which could cause the value of your investment to decline.

The common stock offered hereby may be sold in at-the market offerings, and investors who buy shares at different times will likely pay different prices.

Investors who purchase shares under this offering at different times will likely pay different prices, and so may experience different outcomes in their investment results. We will have discretion, subject to market demand, to vary the timing, prices, and numbers of shares sold, and there is no minimum or maximum sales price. Investors may experience declines in the value of their shares as a result of share sales made at prices lower than the prices they paid.

The market price of our common stock may be adversely affected by the future issuance and sale of additional shares of our common stock, including pursuant to the Sales Agreement, or by our announcement that such issuances and sales may occur.

We cannot predict the size of future issuances or sales of shares of our common stock, including those made pursuant to the Sales Agreement with the sales agent or in connection with future acquisitions or capital raising activities, or the effect, if any, that such issuances or sales may have on the market price of our common stock. In addition, the sales agent will not engage in any transactions that stabilize the price of our common stock. The issuance and sale of substantial amounts of shares of our common stock, including issuances and sales pursuant to the Sales Agreement, or announcement that such issuances and sales may occur, could adversely affect the market price of our common stock.

Our stock price may be volatile, and your investment in our securities could suffer a decline in value.

The market price of shares of our common stock has experienced significant price and volume fluctuations. For example, from February 19, 2011, when we became a public company, through February 6, 2018, the closing sales price for one share of our common stock (as adjusted for reverse stock splits) has reached a high of \$7,664.62 and a low of \$0.46.

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We cannot predict whether the price of our common stock will rise or fall. A variety of factors may have a significant effect on our stock price, including:

actual or anticipated fluctuations in our liquidity, financial condition and operating results;

the position of our cash and cash equivalents;

actual or anticipated changes in our growth rate relative to our competitors;

actual or anticipated fluctuations in our competitors' operating results or changes in their growth rate;

announcements of technological innovations by us, our partners or our competitors;

announcements by us, our partners or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments;

the entry into, modification or termination of licensing arrangements, marketing arrangements, and/or research, development, commercialization, supply, off-take or distribution arrangements;

our ability to consistently produce commercial quantities of isobutanol at the Luverne Facility and ramp up production to nameplate capacity;

our ability to repay our indebtedness when it becomes due;

our ability to refinance, restructure or convert our current and future indebtedness;

additions or losses of customers or partners;

our ability to obtain certain regulatory approvals for the use of our isobutanol in various fuels and chemicals markets;

commodity prices, including oil, ethanol and corn prices;

additions or departures of key management or scientific personnel;

competition from existing products or new products that may emerge;

issuance of new or updated research reports by securities or industry analysts;

fluctuations in the valuation of companies perceived by investors to be comparable to us;

litigation involving us, our general industry or both;

disputes or other developments related to proprietary rights, including patents, litigation matters and our ability to obtain patent protection for our technologies;

announcements or expectations of additional financing efforts or the pursuit of strategic alternatives;

changes in existing laws, regulations and policies applicable to our business and products, including the Renewable Fuel Standard program, and the adoption of or failure to adopt carbon emissions regulation;

sales of our common stock or equity-linked securities, such as warrants, by us or our stockholders;

share price and volume fluctuations attributable to inconsistent trading volume levels of our shares;

general market conditions in our industry; and

general economic and market conditions, including the recent financial crisis.

Furthermore, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may negatively impact the market price of shares of our

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common stock, regardless of our operating performance, and cause the value of your investment to decline. In addition, the existence of our 2020 Notes and our outstanding warrants may encourage short selling in our common stock by market participants because the conversion of the 2020 Notes or exercise of the warrants could depress the price of our common stock.

Additionally, in the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation or other derivative shareholder lawsuits. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, which could seriously harm our business regardless of the outcome.

The price of our common stock could also be affected by possible sales of common stock by investors who view the 2020 Notes or warrants as a more attractive means of equity participation in us and by hedging or arbitrage activity involving our common stock.

Sales of a substantial number of shares of our common stock or securities linked to our common stock, such as the 2020 Notes and warrants (should an established market for such securities then exist), in the public market could occur at any time. These sales, or the perception in the market that such sales may occur, could reduce the market price of our common stock.

In addition, certain holders of our outstanding common stock (including shares of our common stock issuable upon the conversion of the 2020 Notes or upon exercise of certain outstanding warrants) have rights, subject to certain conditions, to require us to file registration statements covering their shares and to include their shares in registration statements that we may file for ourselves or other stockholders.

We do not anticipate paying cash dividends, and accordingly, stockholders must rely on stock appreciation for any return on their investment.

We have never paid cash dividends on our common stock and we do not expect to pay cash dividends on our common stock at any time in the foreseeable future. The future payment of dividends directly depends upon our future earnings, capital requirements, financial requirements and other factors that our board of directors will consider. As a result, only appreciation of the price of our common stock, which may never occur, will provide a return to stockholders. Investors seeking cash dividends should not invest in our common stock.

We are subject to anti-takeover provisions in our amended and restated certificate of incorporation, our amended and restated bylaws and under Delaware law that could delay or prevent an acquisition of the Company, even if the acquisition would be beneficial to our stockholders.

Provisions in our amended and restated certificate of incorporation and our amended and restated bylaws may delay or prevent an acquisition of the Company. Among other things, our amended and restated certificate of incorporation and amended and restated bylaws provide for a board of directors that is divided into three classes with staggered three-year terms, provide that all stockholder action must be effected at a duly called meeting of the stockholders and not by a consent in writing, and further provide that only our board of directors may call a special meeting of the stockholders. These provisions may also frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, who are responsible for appointing the members of our management team. Furthermore, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibits, with some exceptions, stockholders owning in excess of 15% of our outstanding voting stock from merging or combining with us. Finally, our charter documents establish advance notice requirements for nominations for

election to our board of directors and for proposing matters that can be acted upon at stockholder meetings. Although we believe these provisions together provide an opportunity to receive higher bids by requiring potential acquirers to negotiate with our board of directors, they would apply even if an offer to acquire the Company may be considered beneficial by some stockholders.

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We may not be able to comply with all applicable listing requirements or standards of the Nasdaq Capital Market and Nasdaq could delist our common stock.

Our common stock is listed on the Nasdaq Capital Market. In order to maintain that listing, we must satisfy minimum financial and other continued listing requirements and standards.

On June 21, 2017, we received a deficiency letter from the Listing Qualifications Department of the Nasdaq Stock Market), notifying us that, for the prior 30 consecutive business days, the closing bid price of our common stock was not maintained at the minimum required closing bid price of at least \$1.00 per share as required for continued listing on the Nasdaq Capital Market. In accordance with Nasdaq Listing Rules, we had an initial compliance period of 180 calendar days, to regain compliance with this requirement. On December 20, 2017, the Nasdaq Stock Market granted us an additional 180 calendar days, or until June 18, 2018, to regain compliance. To regain compliance, the closing bid price of our common stock must be \$1.00 per share or more for a minimum of 10 consecutive business days at any time before June 18, 2018. The Nasdaq determination to grant the second compliance period was based on our meeting of the continued listing requirement for market value of publicly held shares and all other applicable requirements for initial listing on the Nasdaq Capital Market, with the exception of the bid price requirement, and our written notice of our intention to cure the deficiency during the second compliance period by effecting a reverse stock split, if necessary.

We cannot provide any assurance that our stock price will recover within the permitted grace period. In the event that our common stock is not eligible for quotation on another market or exchange, trading of our common stock could be conducted in the over-the-counter market or on an electronic bulletin board established for unlisted securities such as the Pink Sheets or the OTC Bulletin Board. In such event, it could become more difficult to dispose of, or obtain accurate price quotations for, our common stock, and there would likely be a reduction in our coverage by security analysts and the news media, which could cause the price of our common stock to decline further. In addition, it may be difficult for us to raise additional capital if we are not listed on a major exchange.

Furthermore, it would be a fundamental change under the indenture governing our 2020 Notes if our common stock is not listed on a national securities exchange. In such circumstance we would be required to offer to repurchase the 2020 Notes at 100% of principal plus accrued and unpaid interest to, but not including, the repurchase date. We would also be required to pay the holders of the 2020 Notes a fundamental change make-whole payment equal to the aggregate amount of interest that would have otherwise been payable on such 2020 Notes, to, but not including, the maturity date of such 2020 Notes.

Certain Risks Relating to our Business

There is substantial doubt about our ability to continue as a going concern, which may hinder our ability to obtain further financing.

Our audited financial statements for the year ended December 31, 2016, were prepared under the assumption that we would continue our operations as a going concern. Our independent registered public accounting firm for the year ended December 31, 2016 included a going concern emphasis of matter paragraph in its report on our financial statements as of, and for the year ended, December 31, 2016, indicating that the amount of working capital at December 31, 2016 was not sufficient to meet the cash requirements to fund planned operations through the period that is one year after the date our 2016 financial statements were issued without additional sources of cash, which raises substantial doubt about our ability to continue as a going concern at December 31, 2017. Uncertainty concerning our ability to continue as a going concern may hinder our ability to obtain future financing. Continued operations and our ability to continue as a going concern are dependent on our ability to obtain additional funding in

the near future and thereafter, and there are no assurances that such funding will be available to us at all or will be available in sufficient amounts or on reasonable terms. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty.

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Without additional funds from private and/or public offerings of debt or equity securities, sales of assets, sales of our licenses of intellectual property or technologies, or other transactions, we will exhaust our resources and will be unable to continue operations. If we cannot continue as a viable entity, we may be forced to seek bankruptcy protection and our stockholders would likely lose most or all of their investment in us.

We have a history of net losses, and we may not achieve or maintain profitability.

We have incurred net losses of \$20.2 million, \$37.2 million, \$36.2 million, and \$41.1 million during the nine months ended September 30, 2017 and the years ended December 31, 2016, 2015, and 2014, respectively. As of September 30, 2017, we had an accumulated deficit of \$397.0 million. We expect to incur losses and negative cash flows from operating activities for the foreseeable future. We currently derive the majority of our revenue from the sale of isobutanol, ethanol and related products at the Luverne Facility, although over certain periods of time, we may and have operated the Luverne Facility for the sole production of ethanol and related products to maximize cash flows.

Furthermore, we expect to spend significant amounts on the further development and commercial implementation of our technology. We also expect to spend significant amounts acquiring and deploying additional equipment to attain final product specifications that may be required by future customers, acquiring or otherwise gaining access to additional ethanol plants and Retrofitting them for isobutanol production, on marketing, general and administrative expenses associated with our planned growth, on management of operations as a public company, and on debt service obligations. In addition, the cost of preparing, filing, prosecuting, maintaining and enforcing patent, trademark and other intellectual property rights and defending ourselves against claims by others that we may be violating their intellectual property rights may be significant.

As a result, even if our revenues increase substantially, we expect that our expenses will exceed revenues for the foreseeable future. We do not expect to achieve profitability during the foreseeable future, and may never achieve it. If we fail to achieve profitability, or if the time required to achieve profitability is longer than we anticipate, we may not be able to continue our business. Even if we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis.

We may be unable to successfully negotiate final, binding terms related to our current non-binding isobutanol, ATJ and other hydrocarbon supply and distribution agreements, which could harm our commercial prospects.

From time-to-time, we agree to preliminary terms regarding supplying isobutanol or the products derived from it to various companies for their use or further distribution. We may be unable to negotiate final terms with these or other companies in a timely manner, or at all, and there is no guarantee that the terms of any final agreement will be the same or similar to those currently contemplated in our preliminary agreements. Final terms may include less favorable pricing structures or volume commitments, more expensive delivery or purity requirements, reduced contract durations and other adverse changes. Delays in negotiating final contracts could slow our initial isobutanol commercialization, and failure to agree to definitive terms for sales of sufficient volumes of isobutanol could prevent us from growing our business. To the extent that terms in our initial supply and distribution contracts may influence negotiations regarding future contracts, the failure to negotiate favorable final terms related to our current preliminary agreements could have an especially negative impact on our growth and profitability. Additionally, we have not demonstrated that we can meet the production levels contemplated in our current non-binding supply agreements. If our production scale-up proceeds more slowly than we expect, or if we encounter difficulties in successfully completing plant Retrofits, potential customers, including those with whom we have current letters of intent, may be less willing to negotiate definitive supply agreements, or demand terms less favorable to us, and our performance may suffer.

We may need to cease production at the Luverne Facility due to the condition of two of our fermentation vessels.

As an older production facility, the Luverne Facility is more susceptible to maintenance issues that result in production challenges than newer production facilities. In the second quarter of 2017, we hired a third-party

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engineering firm to test the structural integrity of two of our oldest fermentation vessels. These fermentation vessels are fabricated from carbon steel and are dedicated to ethanol production. Currently it is estimated that these two fermentation vessels likely have approximately two years and three months, respectively, of useful life remaining under the current operating strategy unless they are replaced or repaired. It is possible that the condition of the two affected fermentation vessels could force us to cease isobutanol production or to completely cease all production activities at the Luverne Facility for an extended period of time. Any such production stoppages or costs incurred to repair or replace such vessels could have a material adverse effect on our business, financial condition and results of operations.

We have substantial indebtedness outstanding and may incur additional indebtedness in the future. Our indebtedness exposes us to risks that could adversely affect our business, financial condition and results of operations.

In June 2017, we issued our 2020 Notes in exchange for our outstanding 2017 Notes. As of September 30, 2017, the outstanding principal on our 2020 Notes was \$16.6 million. As noted above, in January 2018, we entered into a private exchange agreement with a holder of our 2022 Notes to exchange the remaining \$515,000 of outstanding principal amount of the 2022 Notes for 780,303 shares of our common stock. Upon completion of this exchange, the 2022 Notes were satisfied in their entirety and there are no remaining obligations under the 2022 Notes. In addition, we and any current and future subsidiaries of ours may incur substantial additional debt in the future, subject to the specified limitations in our existing financing documents and the indenture governing our 2020 Notes. If new debt is added to our or any of our subsidiaries' debt levels, the risks described in herein and in the documents incorporated by reference herein could intensify.

Our current and future indebtedness could have significant negative consequences for our business, results of operations and financial condition, including:

increasing our vulnerability to adverse economic and industry conditions;

limiting our ability to obtain additional financing;

requiring the dedication of a substantial portion of our cash flow from operations and financings, including this offering, to service our indebtedness, thereby reducing the amount of our cash flow available for other purposes;

limiting our flexibility in planning for, or reacting to, changes in our business; and

placing us at a possible competitive disadvantage with less leveraged competitors and competitors that may have better access to capital resources.

We cannot assure you that we will continue to maintain sufficient cash reserves or that our business will generate cash flow from operations at levels sufficient to permit us to pay principal, premium, if any, and interest on our indebtedness, or that our cash needs will not increase. If we are unable to generate sufficient cash flow or otherwise obtain funds necessary to make required payments, or if we fail to comply with the various requirements of our

existing indebtedness or any other indebtedness which we may incur in the future, we would be in default, which could permit the holders of our indebtedness, including the 2020 Notes, to accelerate the maturity of such indebtedness. Any default under such indebtedness could have a material adverse effect on our business, results of operations and financial condition.

In particular, the 2020 Notes are secured by liens on substantially all of our assets, including our intellectual property. If we are unable to satisfy our obligations under such instruments, the holder could foreclose on our assets, including our intellectual property. Any such foreclosure could force us to substantially curtail or cease our operations which could have a material adverse effect on our business, financial condition and results of operations.

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We will require substantial additional financing to achieve our goals, and a failure to obtain this capital when needed or on acceptable terms could force us to delay, limit, reduce or terminate our development and commercialization efforts.

Significant portions of our resources have been dedicated to research and development, as well as demonstrating the effectiveness of our technology through the Retrofit of the Luverne Facility. We believe that we will continue to expend substantial resources for the foreseeable future on further developing our technologies, developing future markets for our isobutanol and accessing and Retrofitting facilities necessary for the production of isobutanol on a commercial scale. These expenditures may include costs associated with research and development, accessing existing ethanol plants, Retrofitting or otherwise modifying the plants to produce isobutanol, obtaining government and regulatory approvals, acquiring or constructing storage facilities and negotiating supply agreements for the isobutanol we produce. In addition, other unanticipated costs may arise. Because the costs of developing our technology at a commercial scale are highly uncertain, we cannot reasonably estimate the amounts necessary to successfully commercialize our production.

To date, we have funded our operations primarily through equity offerings, issuances of debt, borrowing under our secured debt financing arrangements and revenues earned primarily from the sale of ethanol. Based on our current plans and expectations, we will require additional funding to achieve our goals. In addition, the cost of preparing, filing, prosecuting, maintaining and enforcing patent, trademark and other intellectual property rights and defending against claims by others that we may be violating their intellectual property rights may be significant. Moreover, our plans and expectations may change as a result of factors currently unknown to us, and we may need additional funds sooner than planned and may seek to raise additional funds through public or private debt or equity financings in the near future. We may also choose to seek additional capital sooner than required due to favorable market conditions or strategic considerations.

Our future capital requirements will depend on many factors, including:

the timing of, and costs involved in developing and optimizing our technologies for full-scale commercial production of isobutanol;

the timing of, and costs involved in accessing existing ethanol plants;

the timing of, and costs involved in Retrofitting the plants we access with our technologies;

the costs involved in establishing enhanced yeast seed trains, including at the Luverne Facility;

the costs involved in acquiring and deploying additional equipment to attain final product specifications including at the Luverne Facility, that may be required by future customers;

the costs involved in increasing our isobutanol production capacity, including at the Luverne Facility;

the cost and timing to expand the Luverne Facility into our first commercial hydrocarbons facility;

the cost of operating, maintaining and increasing production capacity of the Retrofitted plants;

our ability to negotiate agreements supplying suitable biomass to our plants, and the timing and terms of those agreements;

the timing of, and the costs involved in developing adequate storage facilities for the isobutanol we produce;

our ability to gain market acceptance for isobutanol as a specialty chemical, gasoline blendstock and as a raw material for the production of hydrocarbons;

our ability to negotiate supply agreements for the isobutanol we produce, and the timing and terms of those agreements, including terms related to sales price;

our ability to negotiate sales of our isobutanol for full-scale production of butenes and other industrially useful chemicals and fuels, and the timing and terms of those sales, including terms related to sales price;

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our ability to sell the iDGs left as a co-product of fermenting isobutanol from corn as animal feedstock;

our ability to establish and maintain strategic partnerships, licensing or other arrangements and the timing and terms of those arrangements; and

the cost of preparing, filing, prosecuting, maintaining, defending and enforcing patent, trademark and other intellectual property claims, including litigation costs and the outcome of such litigation.

Additional funds may not be available when we need them, on terms that are acceptable to us, or at all. In addition, our ability to raise additional funds will be subject to certain limitations in the agreements governing our indebtedness, including the 2020 Notes. If needed funds are not available to us on a timely basis, we may be required to delay, limit, reduce or terminate:

our research and development activities;

our plans to access and/or Retrofit existing ethanol facilities;

our production of isobutanol at Retrofitted plants, including at the Luverne Facility;

any plans to further expand production of isobutanol or other products at the Luverne Facility;

our production of hydrocarbons at our demonstration plant located at the South Hampton facility near Houston, TX, or any other future facilities;

our efforts to prepare, file, prosecute, maintain and enforce patent, trademark and other intellectual property rights and defend against claims by others that we may be violating their intellectual property rights; and/or

our activities in developing storage capacity and negotiating supply agreements that may be necessary for the commercialization of our isobutanol production.

Future issuances of our common stock or instruments convertible or exercisable into our common stock, including in connection with conversions of our 2020 Notes or exercises of warrants, may materially and adversely affect the price of our common stock and cause dilution to our existing stockholders.