

USRG POWER & BIOFUELS FUND II LP

Form 4

August 29, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
USRG Power & Biofuels Fund II GP, LLC

2. Issuer Name and Ticker or Trading Symbol
RENEWABLE ENERGY GROUP, INC. [REGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

2425 OLYMPIC BOULEVARD, SUITE 4050W

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

SANTA MONICA, CA 90404

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0001	07/16/2012		C ⁽¹⁾		2,957,416	A	(1) 2,957,416
Common Stock, par value \$0.0001	07/16/2012		C ⁽¹⁾		228,125	A	(1) 3,185,541
Common Stock, par value	07/16/2012		C ⁽⁸⁾		4,083 ⁽⁹⁾	A	(8) 3,189,624

\$0.0001

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Series B Convertible Preferred Stock, par value \$0.0001	\$ 12.5	02/28/2012		C ⁽¹⁰⁾		100,736		<u>(11)</u>	<u>(11)</u>	Common Stock, par value \$0.0001 ⁽¹⁾
Class A Common Stock, par value \$0.0001	<u>(13)</u>	07/16/2012		C ⁽¹⁾		2,957,416		<u>(13)</u>	<u>(13)</u>	Common Stock, par value \$0.0001
Class A Common Stock, par value \$0.0001	<u>(13)</u>	07/16/2012		C ⁽¹⁾		228,125		<u>(13)</u>	<u>(13)</u>	Common Stock, par value \$0.0001
Restricted Stock Units	<u>(8)</u>	07/16/2012		C ⁽⁸⁾		10,298 ⁽⁹⁾		<u>(8)</u>	<u>(8)</u>	Common Stock, par value \$0.0001

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
USRG Power & Biofuels Fund II GP, LLC 2425 OLYMPIC BOULEVARD SUITE 4050W		X		

SANTA MONICA, CA 90404
 USRG Management Company, LLC
 2425 OLYMPIC BOULEVARD X
 SUITE 4050W
 SANTA MONICA, CA 90404

USRG Holdco V, LLC
 2425 OLYMPIC BOULEVARD X
 SUITE 4050
 SANTA MONICA, CA 90404

USRG POWER & BIOFUELS FUND II LP
 2425 OLYMPIC BOULEVARD X
 SUITE 4050W
 SANTA MONICA, CA 90404

USRG POWER & BIOFUELS FUND II-A LP
 2425 OLYMPIC BOULEVARD X
 SUITE 4050W
 SANTA MONICA, CA 90404

Koch Jonathan
 C/O US RENEWABLES GROUP X
 10 BANK STREET, SUITE 580
 WHITE PLAINS, NY 10606

USRG Holdco IX, LLC
 2425 OLYMPIC BOULEVARD X
 SUITE 4050W
 SANTA MONICA, CA 90404

Signatures

USRG Power & Biofuels Fund II GP, LLC, By : /s/ Jonathan Koch, Managing Director	08/28/2012
__Signature of Reporting Person	Date
USRG Management Company, LLC, By : /s/ Jonathan Koch, Managing Director	08/28/2012
__Signature of Reporting Person	Date
USRG Holdco V, LLC, By: USRG Management Company, LLC, its Manager, By: /s/ Jonathan Koch, Managing Director	08/28/2012
__Signature of Reporting Person	Date
USRG Power & Biofuels Fund II, LP, By: USRG Power & Biofuels Fund II GP, LLC, its General Partner, By: /s/ Jonathan Koch, Managing Director	08/28/2012
__Signature of Reporting Person	Date
USRG Power & Biofuels Fund II-A, LP, By: USRG Power & Biofuels Fund II GP, LLC, its General Partner, By: /s/ Jonathan Koch, Managing Director	08/28/2012
__Signature of Reporting Person	Date
/s/ Jonathan Koch	08/28/2012
__Signature of Reporting Person	Date
USRG Holdco IX, LLC, By: USRG Management Company, LLC, its Manager, By: /s/	08/28/2012

Jonathan Koch, Managing Director

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On July 16, 2012, each share of Class A Common Stock, par value \$0.0001 per share, automatically converted into one share of Common Stock.
- (2) Reflects securities of the issuer owned directly by USRG Holdco V, LLC ("Holdco V").
- (3) USRG Power & Biofuels Fund II, LP ("Fund II") and USRG Power & Biofuels Fund II-A, LP ("Fund II-A") are members of Holdco V. USRG Power & Biofuels Fund II GP, LLC ("Fund II GP") is the general partner of Fund II and Fund II-A. USRG Management Company, LLC ("Management Company") is a manager of Holdco V and the management company for Fund II and Fund II-A. Jonahan Koch is a director of the issuer. An affiliate of Mr. Koch is a member of Fund II GP and indirectly a member of Management Company.
- (4) Fund II, Fund II-A, Fund II GP, Management Company and Mr. Koch may be deemed to indirectly beneficially own the securities of the issuer owned by Holdco V. Each of Fund II, Fund II-A, Fund II GP, Management Company and Mr. Koch expressly disclaims beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes, except to the extent of any pecuniary interest therein.
- (5) Reflects securities of the issuer owned directly by Holdco IX.
- (6) Fund II and Fund II-A are members of Holdco IX. Fund II GP is the general partner of Fund II and Fund II-A. Management Company is a manager of Holdco IX and the management company for Fund II and Fund II-A. Jonahan Koch is a director of the issuer. An affiliate of Mr. Koch is a member of Fund II GP and indirectly a member of Management Company.
- (7) Fund II, Fund II-A, Fund II GP, Management Company and Mr. Koch may be deemed to indirectly beneficially own the securities of the issuer owned by Holdco IX. Each of Fund II, Fund II-A, Fund II GP, Management Company and Mr. Koch expressly disclaims beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes, except to the extent of any pecuniary interest therein.
- (8) The Restricted Stock Units automatically convert into shares of Common Stock on a one-for-one basis upon vesting and have no expiration date. The Restricted Stock Units fully vested on July 16, 2012.
- (9) Holdco V owned 10,298 Restricted Stock Units, which were originally convertible into 10,298 shares of Common Stock. Effective January 3, 2012, the Common Stock underwent a 1-for-2.5 reverse stock split, such that the Restricted Stock Units became convertible into 4,083 shares of Common Stock.
- (10) Pursuant to the terms of the January 24, 2012 conversion of the issuer's Series A Preferred Stock, par value \$0.0001 per share, the former holders of Series A Preferred Stock received additional shares of Series B Preferred Stock on February 28, 2012 in connection with the expiration of the over-allotment option of the underwriters of the issuer's initial public offering.
- (11) The Series B Convertible Preferred Stock (the "Series B Preferred Stock") is convertible at any time at the holder's election beginning on July 16, 2012, subject to extension, and has no expiration date. In addition, 50% of the Series B Preferred Stock can be converted, at the issuer's option, into Common Stock of the issuer if the price of the issuer's Common Stock exceeds 150% of the IPO price for at least 20 trading days in any 30 consecutive trading day period and the average daily trading volume of the Common Stock for at least 20 trading days in such period exceeds 200,000 shares or \$2.5 million. All of the Series B Preferred Stock can be converted into Common Stock of the issuer at the issuer's option if the price of the issuer's Common Stock exceeds 160% of the IPO price for at least 20 trading days in any 30 consecutive trading day period and the average daily trading volume of the Common Stock for at least 20 trading days in such period exceeds 200,000 shares or \$2.5 million.
- (12) The Series B Preferred Stock is convertible into a number of shares of Class A Common Stock equal to (i) the original issuance price of the Series B Preferred Stock plus accrued and unpaid dividends, divided by (ii) the applicable conversion price on the conversion date. As of the date of issuance (assuming no accrued and unpaid dividends and no adjustments to the conversion price), 100,736 shares of Series B Preferred Stock would have been convertible into 201,472 shares of Common Stock.
- (13) The Class A Common Stock automatically converted into Common Stock on a one-for-one basis on July 16, 2012, and had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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