

RENEWABLE ENERGY GROUP, INC.

Form SC 13G

February 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

RENEWABLE ENERGY GROUP, INC.

(Name of issuer)

Class A Common Stock, \$ 0.0001 per value per share
(Title of class of securities)

75972A400
(CUSIP number)

April 29, 2011
(Date of event which requires filing of this statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 75972A400

(1) Names of reporting persons

Natural Gas Partners VIII, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power
Number of

shares (6) Shared voting power

beneficially

owned by 5,561,428 (see Item 4)
each (7) Sole dispositive power

reporting

person 2,780,339 (see Item 4)
(8) Shared dispositive power

with:

(9) Aggregate amount beneficially owned by each reporting person

5,561,428 (see Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

11.0%

(12) Type of reporting person (see instructions)

PN

SCHEDULE 13G

CUSIP No. 75972A400

(1) Names of reporting persons

NGP Energy Technology Partners, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power
Number of

shares (6) Shared voting power

beneficially

owned by 5,561,428 (see Item 4)
each (7) Sole dispositive power

reporting

person 2,582,535 (see Item 4)
(8) Shared dispositive power

with:

(9) Aggregate amount beneficially owned by each reporting person

5,561,428 (see Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

11.0%

(12) Type of reporting person (see instructions)

PN

SCHEDULE 13G

CUSIP No. 75972A400

(1) Names of reporting persons

Energy Technology Partners, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power
Number of

shares (6) Shared voting power

beneficially

owned by 5,561,428 (see Item 4)
each (7) Sole dispositive power

reporting

person 198,554 (see Item 4)
(8) Shared dispositive power

with:

(9) Aggregate amount beneficially owned by each reporting person

5,561,428 (see Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

11.0%

(12) Type of reporting person (see instructions)

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Item 1(a) Name of issuer: Renewable Energy Group, Inc.

Item 1(b) Address of issuer's principal executive offices: 414 South Bell Avenue Ames, IA 50010

2(a) Name of person filing:

Natural Gas Partners VIII, L.P. (NGP VIII)

NGP Energy Technology Partners, L.P. (NGP Energy Tech LP)

Energy Technology Partners, L.L.C. (ETP)

2(b) Address or principal business office or, if none, residence:

NGP VIII:

125 E. John Carpenter Freeway

Suite 600

Irving, Texas 75062

For NGP Energy Tech LP and ETP:

1700 K Street, NW

Suite 750

Washington, DC 20006

2(c) Citizenship:

Delaware

2(d) Title of class of securities:

Class A Common Stock

2(e) CUSIP No.:

75972A400

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);

(e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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(g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

(K) " Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

The information provided on each of the cover pages of this Schedule 13G is hereby incorporated into this Item 4.

This Schedule 13G reflects securities beneficially owned by the reporting persons as of December 31, 2011, and assumes the conversion of all shares of the Issuer's Series A Preferred Stock and the exercise of all warrants to purchase the Issuer's common stock, according to the terms thereof as of such date.

Securities directly owned by NGP VIII are reflected in Item 7 of NGP VIII's cover page. These securities may be deemed to be beneficially owned by G.F.W. Energy VIII, L.P. ("GFW LP") and GFW VIII, L.L.C. ("GFW LLC"). GFW LP is the general partner of NGP VIII. GFW LLC is the general partner of GFW LP. Each of GFW LP and GFW LLC disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of the securities for any purpose.

Securities directly owned by ETP are reflected in Item 7 of ETP's cover page. These securities may be deemed to be beneficially owned by Philip J. Deutch ("Deutch"), who is the manager of ETP. Deutch disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of the securities for any purpose.

Securities directly owned by NGP Energy Tech LP are reflected in Item 7 of NGP Energy Tech LP's cover page. These securities may be deemed to be beneficially owned by NGP ETP, L.L.C. ("NGP ETP"), ETP and Deutch. NGP ETP is the general partner of NGP Energy Tech LP. ETP is the manager of NGP ETP. Deutch is the manager of ETP. Each of NGP ETP, ETP and Deutch disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of the securities for any purpose.

On January 3, 2012, the Issuer effected a 2.5-for-1 reverse stock split. On January 24, 2012, the Issuer completed its initial public offering. In connection therewith, each share of Series A Preferred Stock was reclassified into a certain number of shares of Class A Common Stock and a certain number of shares of Series B Preferred Stock, and all warrants were exchanged for shares of Class A Common Stock. The Class A Common Stock will automatically convert into shares of the Issuer's listed common stock on a one-for-one basis on July 16, 2012. The right to exercise the conversion privilege of the Series B Preferred Stock will begin on July 16, 2012. For additional information regarding the Issuer's initial public offering and the reporting persons' beneficial ownership of the Issuer's securities in connection therewith, see the Issuer's 424(b)(4) prospectus filed with the Securities and Exchange Commission on January 20, 2012 and the reporting persons' Form 4 filed on January 26, 2012.

Item 5. Ownership of 5 Percent or Less of a Class. N/A

Item 6. Ownership of More than 5 Percent on Behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person. N/A

Item 8. Identification and Classification of Members of the Group

See Item 4.

Item 9. Notice of Dissolution of Group. N/A

Item 10. Certifications

N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2012

NATURAL GAS PARTNERS VIII, L.P.

By: G.F.W. Energy VIII, L.P., Its: General Partner,
By: GFW VIII, L.L.C., Its: General Partner,

By: /s/ Kenneth A. Hersh
Name: Kenneth A. Hersh
Title: Authorized Member

NGP ENERGY TECHNOLOGY PARTNERS, L.P.

By: NGP ETP, L.L.C., Its: General Partner,

By: /s/ Philip J. Deutch
Name: Philip J. Deutch
Title: Authorized Member

ENERGY TECHNOLOGY PARTNERS, L.L.C.

By: /s/ Philip J. Deutch
Name: Philip J. Deutch
Title: Sole Member and Manager

EXHIBIT A

JOINT FILING UNDERTAKING

The undersigned, being authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13G to evidence the agreement of the below-named parties, in accordance with rules promulgated pursuant to the Securities Exchange Act of 1934, as amended, to file this Schedule, as it may be amended, jointly on behalf of each of such parties.

Dated: February 14, 2012

NATURAL GAS PARTNERS VIII, L.P.

By: G.F.W. Energy VIII, L.P., Its: General Partner,

By: GFW VIII, L.L.C., Its: General Partner,

By: /s/ Kenneth A. Hersh

Name: Kenneth A. Hersh

Title: Authorized Member

NGP ENERGY TECHNOLOGY PARTNERS, L.P.

By: NGP ETP, L.L.C., Its: General Partner,

By: /s/ Philip J. Deutch

Name: Philip J. Deutch

Title: Authorized Member

ENERGY TECHNOLOGY PARTNERS, L.L.C.

By: /s/ Philip J. Deutch

Name: Philip J. Deutch

Title: Sole Member and Manager