

Renewable Energy Group, Inc.  
Form SC 13G  
February 03, 2012

---

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Initial Filing and Amendment No. 1)\*

Renewable Energy Group, Inc.

---

(Name of Issuer)

Series A Preferred Stock par value \$0.0001

---

(Title of Class of Securities)

75972A202

(CUSIP Number)

January 24, 2012

---

(Date of Event which Requires Filing of this Statement)

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

<input type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)
<input checked="" type="checkbox"/>	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).



CUSIP No. 75972A202

Page 2 of 7 Pages

NAMES OF REPORTING PERSONS

1

Bunge North America, Inc. – FEIN: 13-4977260

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

New York

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%\*\*

TYPE OF REPORTING PERSON

12

CO

\*See Item 4 of this Schedule 13G

\*\*Based on 13,455,522 shares of Series A Preferred Stock issued and outstanding as of September 30, 2011, as stated by the Issuer in its Prospectus filed pursuant to Rule 424(b)(4) on January 20, 2012.

---

CUSIP No. 75972A202

Page 3 of 7 Pages

NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS:

1

Bunge Limited – FEIN: 98-0231912

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Bermuda

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%\*\*

TYPE OF REPORTING PERSON

12

CO

\*See Item 4 of this Schedule 13G

\*\* Based on 13,455,522 shares of Series A Preferred Stock issued and outstanding as of September 30, 2011, as stated by the Issuer in its Prospectus filed pursuant to Rule 424(b)(4) on January 20, 2012.

---

CUSIP No. 75972A202

Page 4 of 7 Pages

Item 1. (a) Name of Issuer:

Renewable Energy Group, Inc.

(b) Address of Issuer's Principal Executive Offices:

414 South Bell Avenue  
Ames, IA 50010

Item 2. (a) Name of Person Filing:

Bunge North America  
Bunge Limited  
The Reporting Persons are making a joint filing.

(b) Address of Principal Business Offices or, if none, Residence:

The business address of each Reporting Person is:

Bunge North America, Inc.  
11720 Borman Drive  
St. Louis, MO 63146

Bunge Limited  
50 Main Street  
White Plains, NY 10606

(c) Place of Organization:

Bunge North America, Inc.: New York  
Bunge Limited: Bermuda

(d) Title of Class of Securities:

Series A Preferred Stock

(e) CUSIP Number:

75972A202

CUSIP No. 75972A202

Page 5 of 7 Pages

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. 809-8)
- (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)
- (g)  A parent holding company or control person, in accordance with § 240.13d-1(b)(ii)(G)
- (h)  A savings association 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. 80-a-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)(J)

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 in items 1 and 5-11 on each of the cover pages of this Schedule 13G is hereby incorporated by reference.

Bunge North America, Inc. ("Bunge NA") directly beneficially owned certain shares of Issuer's Series A Preferred Stock. Because Bunge NA is a wholly-owned subsidiary of Bunge Limited, Bunge Limited is deemed to hold indirect beneficial ownership over securities owned by Bunge NA.

Bunge NA acquired more than five percent of the Issuer's outstanding Series A Preferred Stock prior to the Issuer's registration of the Series A Preferred Stock under Section 12 of the Exchange Act. Pursuant to Rule 13d-1(d), Bunge NA was an "exempt investor" not required to file a Schedule 13G until 45 days after the end of 2011. On January 24, 2012, all shares of Series A Preferred Stock held by Bunge NA were converted into shares of other classes of securities of Issuer, and as a result, Bunge NA and Bunge Limited no longer beneficially own any shares of Issuer's Series A Preferred Stock. The Initial Filing of this Schedule 13G satisfies the requirement to file a Schedule 13G within 45 days after the end of 2011. Amendment No. 1 satisfies filing requirements with respect to subsequent transactions on January 24, 2011.



CUSIP No. 75972A202

Page 6 of 7 Pages

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

Item 6. Ownership of More than Five 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.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certifications.

N/A

---

CUSIP No. 75972A202

Page 7 of 7 Pages

SIGNATURE

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

BUNGE LIMITED

February 3, 2012  
Date

/s/ Carla Heiss  
Signature

Carla Heiss/Assistant General Counsel  
and Secretary  
Name/Title

BUNGE NORTH AMERICA, INC.

February 2, 2012  
Date

/s/ Eric Hakmiller  
Signature

Eric Hakmiller/Vice President, Bunge  
Biofuels  
Name/Title

---