

Renewable Energy Group, Inc.
Form SC 13G/A
February 12, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Renewable Energy Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

75972A301

(CUSIP Number)

December 31, 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:

£ Rule 13d-1(b)

S 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).

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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

NUMBER OF **SOLE VOTING POWER**

5

SHARES 0

SHARED VOTING POWER

BENEFICIALLY **6**

1,542,000

OWNED BY **SOLE DISPOSITIVE POWER**

7

EACH 0

REPORTING **SHARED DISPOSITIVE POWER**

8

PERSON 1,542,000

WITH

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON 1,542,000***

9

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

10

**PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)**

11

4.95%**

TYPE OF REPORTING PERSON

12

CO

*See Item 4 of this Schedule 13G/A

****Based on 30,524,601 shares of Common Stock issued and outstanding as of October 31, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 8, 2012. As stated in Item 4 of this Schedule 13G/A, Bunge North America, Inc. holds 303,604 shares of Series B Preferred Stock, each share of which is convertible at the option of the holder into shares of Common Stock based on a specified conversion ratio, which is currently two shares of Common Stock for one share of Series B Preferred Stock. Assuming the automatic conversion of each share of Series B Preferred Stock held by Bunge North America, Inc., 31,131,809 shares of Common Stock are deemed outstanding.**

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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

NUMBER OF SOLE VOTING POWER

5

SHARES 0

SHARED VOTING POWER

BENEFICIALLY 6

1,542,000

OWNED BY SOLE DISPOSITIVE POWER

7

EACH 0

REPORTING SHARED DISPOSITIVE POWER

8

PERSON 1,542,000

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,542,000*

9

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

10

**PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)**

11

4.95%**

TYPE OF REPORTING PERSON

12

CO

*See Item 4 of this Schedule 13G/A

**** Based on 30,524,601 shares of Common Stock issued and outstanding as of October 31, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 8, 2012. As stated in Item 4 of this Schedule 13G/A, Bunge Limited is deemed to hold 303,604 shares of Series B Preferred Stock, each share of which is convertible at the option of the holder into shares of Common Stock based on a specified conversion ratio, which is currently two shares of Common Stock for one share of Series B Preferred Stock. Assuming the automatic conversion of each share of Series B Preferred Stock deemed to be held by Bunge Limited, 31,131,809 shares of Common Stock are deemed outstanding.**

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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, Inc.

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:

Class A Common Stock

(e) CUSIP Number:

75972A301

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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 I3G/A is hereby incorporated by reference.

Bunge North America, Inc. (“Bunge NA”) directly beneficially owns the shares of the Issuer’s securities described herein. 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 holds 934,792 shares of Common Stock and 303,604 shares of Series B Preferred Stock. Each share of Series B Preferred Stock is convertible at the option of the holder into shares of Common Stock based on a conversion rate, which is currently two shares of Common Stock for one share of Series B Preferred Stock. Assuming conversion of each share of Series B Preferred Stock, Bunge NA is deemed to hold 1,542,000 shares of Common Stock.

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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.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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 12, 2013

Date

/s/ Carla Heiss

Signature

Carla Heiss/Assistant General Counsel and Assistant Secretary

Name/Title

BUNGE NORTH AMERICA, INC.

February 12, 2013

Date

/s/ C. Bailey Ragan

Signature

C. Bailey Ragan/Vice President

Name/Title