

ASPEN AEROGELS INC
Reported by
GEORGE KAISER FAMILY FOUNDATION

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 06/12/14 for the Period Ending 06/12/14

Address	30 FORBES ROAD BUILDING B NORTHBOROUGH, MA 01532
Telephone	5086911111
CIK	0001145986
Symbol	ASPN
SIC Code	5030 - Lumber And Other Construction Materials
Fiscal Year	12/31

FORM 3

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

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30
(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * GEORGE KAISER FAMILY FOUNDATION <small>(Last) (First) (Middle)</small> 7030 SOUTH YALE AVENUE, SUITE 600, <small>(Street)</small> TULSA, OK 74136 <small>(City) (State) (Zip)</small>	2. Date of Event Requiring Statement (MM/DD/YYYY) 6/12/2014	3. Issuer Name and Ticker or Trading Symbol ASPEN AEROGELS INC [ASPN]
4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	8/14/2009	(1)	Common Stock	2046 (2)	(2)	I	Held by GKFF Ventures I, LLC (3)
Series A Preferred Stock	9/14/2009	(1)	Common Stock	396 (4)	(4)	I	Held by GKFF Ventures I, LLC (3)
Series B Preferred Stock	9/22/2010	(1)	Common Stock	332 (5)	(5)	I	Held by GKFF Ventures I, LLC (3)
Series C Preferred Stock	3/28/2013	(1)	Common Stock	12 (6)	(6)	I	Held by GKFF Ventures I, LLC (3)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant to Purchase Series C Preferred Stock	3/28/2013	3/28/2023	Common Stock	20932 ⁽⁷⁾	⁽⁷⁾	I	Held by GKFF Ventures I, LLC ⁽³⁾
Warrant to Purchase Series C Preferred Stock	5/6/2013	3/28/2023	Common Stock	8639 ⁽⁷⁾	⁽⁷⁾	I	Held by GKFF Ventures I, LLC ⁽³⁾

Explanation of Responses:

- (1) Not applicable.
- (2) The shares of preferred stock will convert into common stock upon the closing of the Issuer's initial public offering using a calculation defined in the Issuer's Restated Certificate of Incorporation, as amended, based on the conversion rate in effect at the time of conversion. These shares of Series A Preferred Stock issued on August 14, 2009 will convert on a 0.00159191 -for-1 basis, assuming the Issuer effects a 1-for-824.7412544 reverse split of its common stock prior to the closing of its initial public offering, and such conversion rate is reflected in the amount of common stock underlying the security.
- (3) GKFF Ventures I, LLC ("GKFF Ventures") is managed by Ken Levit and Robert Thomas. George Kaiser Family Foundation ("GKFF") is the sole equity owner of GKFF Ventures. Each of these individuals and GKFF disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein.
- (4) The shares of preferred stock will convert into common stock upon the closing of the Issuer's initial public offering using a calculation defined in the Issuer's Restated Certificate of Incorporation, as amended, based on the conversion rate in effect at the time of conversion. These shares of Series A Preferred Stock issued on September 14, 2009 will convert on a 0.00158300-for-1 basis, assuming the Issuer effects a 1-for-824.7412544 reverse split of its common stock prior to the closing of its initial public offering, and such conversion rate is reflected in the amount of common stock underlying the security.
- (5) The shares of preferred stock will convert into common stock upon the closing of the Issuer's initial public offering using a calculation defined in the Issuer's Restated Certificate of Incorporation, as amended, based on the conversion rate in effect at the time of conversion. These shares of Series B Preferred Stock issued on September 22, 2010 will convert on a 0.00181579-for-1 basis, assuming the Issuer effects a 1-for-824.7412544 reverse split of its common stock prior to the closing of its initial public offering, and such conversion rate is reflected in the amount of common stock underlying the security.
- (6) The shares of preferred stock will convert into common stock upon the closing of the Issuer's initial public offering using a calculation defined in the Issuer's Restated Certificate of Incorporation, as amended, based on the conversion rate in effect at the time of conversion. These shares of Series C Preferred Stock will convert on a 0.00121250-for-1 basis, assuming the Issuer effects a 1-for-824.7412544 reverse split of its common stock prior to the closing of its initial public offering, and such conversion rate is reflected in the amount of common stock underlying the security.
- (7) This warrant will be automatically net exercised for shares of Series C Preferred Stock and such shares of Series C Preferred Stock will convert into common stock upon the closing of the Issuer's initial public offering using a calculation defined in the Issuer's Restated Certificate of Incorporation, as amended, based on the conversion rate in effect at the time of conversion. The shares of Series C Preferred Stock will convert on a 0.00121250-for-1 basis, assuming the Issuer effects a 1-for-824.7412544 reverse split of its common stock prior to the closing of its initial public offering, and such conversion rate is reflected in the amount of common stock underlying the security.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEORGE KAISER FAMILY FOUNDATION 7030 SOUTH YALE AVENUE, SUITE 600 TULSA, OK 74136		X		
GKFF Ventures I, LLC C/O GEORGE KAISER FAMILY FOUNDATION 7030 SOUTH YALE AVENUE, SUITE 600 TULSA, OK 74136		X		

Levit Ken C/O GEORGE KAISER FAMILY FOUNDATION 7030 SOUTH YALE AVENUE, SUITE 600 TULSA, OK 74136		X		
Thomas Robert C/O GEORGE KAISER FAMILY FOUNDATION 7030 SOUTH YALE AVENUE, SUITE 600 TULSA, OK 74136		X		

Signatures

/s/ John P. Condon, Attorney-in-fact 6/12/2014

** Signature of Reporting Person Date

/s/ John P. Condon, Attorney-in-fact 6/12/2014

** Signature of Reporting Person Date

/s/ John P. Condon, Attorney-in-fact 6/12/2014

** Signature of Reporting Person Date

/s/ John P. Condon, Attorney-in-fact 6/12/2014

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints John F. Fairbanks, Vice President, Chief Financial Officer and Treasurer of Aspen Aerogels, Inc. (the "Company") and Susan W. White, Vice President, Finance and Corporate Strategy of the Company, and Sahir Surmeli, John Rudy, John Condon, Hannah Coman and Esther Cho, each of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, forms and authentication documents for EDGAR Filing Access;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and authentication documents;
- (3) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact, on behalf of the undersigned pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 28th day of May, 2014.

GEORGE KAISER FAMILY FOUNDATION

/s/ Robert Thomas

By:

Name: Robert Thomas

Title: Chief Investment Officer

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints John F. Fairbanks, Vice President, Chief Financial Officer and Treasurer of Aspen Aerogels, Inc. (the "Company") and Susan W. White, Vice President, Finance and Corporate Strategy of the Company, and Sahir Surmeli, John Rudy, John Condon, Hannah Coman and Esther Cho, each of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

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- (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact, on behalf of the undersigned pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 28th day of May, 2014.

GKFF VENTURES I, LLC

/s/ Robert Thomas

By:

Name: Robert Thomas

Title: Manager and Vice President

POWER OF ATTORNEY

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By: /s/ Ken Levit

Name: Ken Levit

POWER OF ATTORNEY

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By: /s/ Robert Thomas

Name: Robert Thomas