

Clean Energy Fuels Corp.  
Form S-8  
June 17, 2011

As Filed with the Securities and Exchange Commission on June 17, 2011

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**CLEAN ENERGY FUELS CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**3020 Old Ranch Parkway, Suite 400  
Seal Beach, California**

(Address of Principal Executive Offices)

**33-0968580**

(I.R.S. Employer  
Identification No.)

**90740**

(Zip Code)

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**AMENDED & RESTATED 2006 EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Andrew J. Littlefair**

**President and Chief Executive Officer**

**Clean Energy Fuels Corp.**

**3020 Old Ranch Parkway, Suite 400**

**Seal Beach, California 90740**

(Name and Address of Agent For Service)

**(562) 493-2804**

(Telephone number, including area code, of agent for service)

**Copies to:**

**J. Nathan Jensen, Esq.**

Vice President & General Counsel

Clean Energy Fuels Corp.

3020 Old Ranch Parkway, Suite 400

Seal Beach, California 90740

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**Andrew D. Thorpe, Esq.**

Morrison & Foerster LLP

425 Market Street, 32nd Floor

San Francisco, California 94105

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer      
 Accelerated filer      
 Non-accelerated filer      
 Smaller reporting company   
 (Do not check if a smaller reporting company)

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	3,000,000	\$ 12.72	\$ 38,160,000	\$ 4,430.38

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this registration statement shall cover any additional securities that may from time to time be offered or issued under the adjustment provisions of the employee benefit plan to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) promulgated under the Securities Act, based upon the average of the high and low prices of the registrant's common stock as reported on the Nasdaq Global Market on June 13, 2011.

**REGISTRATION OF ADDITIONAL SECURITIES**

**PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E to Form S-8 under the Securities Act, this Registration Statement is filed for the purpose of registering 3,000,000 additional shares of our common stock to be issued under the Clean Energy Fuels Corp. Amended and Restated 2006 Equity Incentive Plan, which are the same class as those securities previously registered on effective Forms S-8 filed with the Securities and Exchange Commission on August 14, 2007 (File No. 333-145434), April 18, 2008 (File No. 333-150331), January 16, 2009 (File No. 333-156776), June 5, 2009 (File No. 333-159799), January 12, 2010 (File No. 333-164301) and January 7, 2011 (File No. 333-171597), and the contents of those Registration Statements, as amended, or as modified or superseded pursuant to Rule 412 under the Securities Act, are incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

Item 8. Exhibits.

See Index to Exhibits.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seal Beach, State of California, on June 17, 2011.

CLEAN ENERGY FUELS CORP.

By: /s/ Andrew J. Littlefair  
Andrew J. Littlefair  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Andrew J. Littlefair and Richard R. Wheeler, jointly and severally, the undersigned's true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, for the undersigned and in his or her name, place and stead, in any and all capacities (including the undersigned's capacity as a director and/or officer of Clean Energy Fuels Corp.), to sign any or all amendments (including post-effective amendments) to this registration statement and any other registration statement for the same offering, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agent, or his or her substitute, acting alone, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Andrew J. Littlefair <b>Andrew J. Littlefair</b>	President, Chief Executive Officer (Principal Executive Officer) and a Director	June 17, 2011
/s/ Richard R. Wheeler <b>Richard R. Wheeler</b>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 17, 2011
/s/ Warren I. Mitchell <b>Warren I. Mitchell</b>	Chairman of the Board and Director	June 17, 2011

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<b>John S. Herrington</b>	Director	
/s/ James C. Miller <b>James C. Miller, III</b>	Director	June 17, 2011
/s/ Boone Pickens <b>Boone Pickens</b>	Director	June 17, 2011
/s/ Kenneth M. Socha <b>Kenneth M. Socha</b>	Director	June 17, 2011
/s/ Vincent C. Taormina <b>Vincent C. Taormina</b>	Director	June 17, 2011

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The following documents are filed as exhibits to this registration statement:

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Morrison & Foerster LLP
23.1	Consent of Independent Registered Public Accounting Firm KPMG LLP
23.2	Consent of Morrison & Foerster LLP (included in Exhibit 5.1)
24.1	Power of Attorney (See Signature Page)