

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
0001368265	Clean Energy Fuels, Corp.		<input checked="" type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
Clean Energy Fuels Corp.			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Clean Energy Fuels Corp.			
Street Address 1		Street Address 2	
4675 MacArthur Court		Suite 800	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
Newport Beach	CALIFORNIA	92660	(949) 437-1000

3. Related Persons

Last Name	First Name	Middle Name
Littlefair	Andrew	J.
Street Address 1	Street Address 2	
4675 MacArthur Court	Suite 800	
City	State/Province/Country	ZIP/PostalCode
Newport Beach	CALIFORNIA	92660
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Vreeland	Robert	M.
Street Address 1	Street Address 2	
4675 MacArthur Court	Suite 800	
City	State/Province/Country	ZIP/PostalCode
Newport Beach	CALIFORNIA	92660
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Pratt		Mitchell		W.
Street Address 1		Street Address 2		
4675 MacArthur Court		Suite 800		
City		State/Province/Country		ZIP/PostalCode
Newport Beach		CALIFORNIA		92660
Relationship: X Executive Officer Director Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Corbus		Barclay		F.
Street Address 1		Street Address 2		
4675 MacArthur Court		Suite 800		
City		State/Province/Country		ZIP/PostalCode
Newport Beach		CALIFORNIA		92660
Relationship: X Executive Officer Director Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Scully		Stephen		A.
Street Address 1		Street Address 2		
4675 MacArthur Court		Suite 800		
City		State/Province/Country		ZIP/PostalCode
Newport Beach		CALIFORNIA		92660
Relationship: Executive Officer X Director Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Herrington		John		S.
Street Address 1		Street Address 2		
4675 MacArthur Court		Suite 800		
City		State/Province/Country		ZIP/PostalCode
Newport Beach		CALIFORNIA		92660
Relationship: Executive Officer X Director Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Miller III		James		C.
Street Address 1		Street Address 2		
4675 MacArthur Court		Suite 800		
City		State/Province/Country		ZIP/PostalCode
Newport Beach		CALIFORNIA		92660
Relationship: Executive Officer X Director Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Mitchell		Warren		I.
Street Address 1		Street Address 2		
4675 MacArthur Court		Suite 800		
City		State/Province/Country		ZIP/PostalCode
Newport Beach		CALIFORNIA		92660

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
O'Connor	James	E.
Street Address 1	Street Address 2	
4675 MacArthur Court	Suite 800	
City	State/Province/Country	ZIP/PostalCode
Newport Beach	CALIFORNIA	92660
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Pickens	Boone	
Street Address 1	Street Address 2	
4675 MacArthur Court	Suite 800	
City	State/Province/Country	ZIP/PostalCode
Newport Beach	CALIFORNIA	92660
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Socha	Kenneth	M.
Street Address 1	Street Address 2	
4675 MacArthur Court	Suite 800	
City	State/Province/Country	ZIP/PostalCode
Newport Beach	CALIFORNIA	92660
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Taormina	Vincent	C.
Street Address 1	Street Address 2	
4675 MacArthur Court	Suite 800	
City	State/Province/Country	ZIP/PostalCode
Newport Beach	CALIFORNIA	92660
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|---|------------------------|---------------------|
| Agriculture | Health Care | Retailing |
| Banking & Financial Services | Biotechnology | Restaurants |
| Commercial Banking | Health Insurance | Technology |
| Insurance | Hospitals & Physicians | Computers |
| Investing | Pharmaceuticals | Telecommunications |
| Investment Banking | Other Health Care | Other Technology |
| Pooled Investment Fund | | |
| Is the issuer registered as an investment company under | Manufacturing | Travel |
| | Real Estate | Airlines & Airports |

the Investment Company
Act of 1940?

Yes No

Other Banking & Financial Services

Business Services

Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

X Other Energy

Commercial

Construction

REITS & Finance

Residential

Other Real Estate

Lodging & Conventions

Tourism & Travel Services

Other Travel

Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

X New Notice Date of First Sale 2018-06-08 First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes ☒ No ☐

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None

Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check “All States” or check individual States	<input checked="" type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount	\$83,404,325 USD	or	Indefinite
Total Amount Sold	\$83,404,325 USD		
Total Remaining to be Sold	\$0 USD	or	Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

<input type="text" value="1"/>

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$0 USD	<input type="checkbox"/> Estimate
Finders' Fees	\$0 USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☐ Estimate

Clarification of Response (if Necessary):

The proceeds from the offering will be used for working capital and general corporate purposes, which may include the payment of payroll or other compensation to the individuals named in Item 3 above.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Clean Energy Fuels Corp.	/s/ J. Nathan Jensen	J. Nathan Jensen	Sr. VP Corporate Transactions & CLO	2018-06-18

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 number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.