

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
<a href="#">0001368265</a>	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	
3020 OLD RANCH PARKWAY, SUITE 400			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
SEAL BEACH	CALIFORNIA	90740	(562) 493-2804

3. Related Persons

Last Name	First Name	Middle Name
Littlefair	Andrew	J.
Street Address 1	Street Address 2	
c/o Clean Energy Fuels Corp.	3020 Old Ranch Parkway, Suite 400	
City	State/Province/Country	ZIP/PostalCode
Seal Beach	CALIFORNIA	90740
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
Wheeler	Richard	R.
Street Address 1	Street Address 2	
c/o Clean Energy Fuels Corp.	3020 Old Ranch Parkway, Suite 400	
City	State/Province/Country	ZIP/PostalCode
Seal Beach	CALIFORNIA	90740
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Harger	James	N.
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Clean Energy Fuels Corp.	3020 Old Ranch Parkway, Suite 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Seal Beach	CALIFORNIA	90740
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Pratt	Mitchell	W.
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Clean Energy Fuels Corp.	3020 Old Ranch Parkway, Suite 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Seal Beach	CALIFORNIA	90740
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Corbus	Barclay	F.
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Clean Energy Fuels Corp.	3020 Old Ranch Parkway, Suite 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Seal Beach	CALIFORNIA	90740
<b>Relationship:</b> X Executive Officer   Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Mitchell	Warren	I.
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Clean Energy Fuels Corp.	3020 Old Ranch Parkway, Suite 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Seal Beach	CALIFORNIA	90740
<b>Relationship:</b> Executive Officer X Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Herrington	John	S.
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Clean Energy Fuels Corp.	3020 Old Ranch Parkway, Suite 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Seal Beach	CALIFORNIA	90740
<b>Relationship:</b> Executive Officer X Director   Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Miller III	James	C.
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Clean Energy Fuels Corp.	3020 Old Ranch Parkway, Suite 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Seal Beach	CALIFORNIA	90740

**Relationship:**    Executive Officer X Director    Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Pickens	Boone	
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Clean Energy Fuels Corp.	3020 Old Ranch Parkway, Suite 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Seal Beach	CALIFORNIA	90740
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Socha	Kenneth	M.
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Clean Energy Fuels Corp.	3020 Old Ranch Parkway, Suite 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Seal Beach	CALIFORNIA	90740
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Taormina	Vincent	C.
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Clean Energy Fuels Corp.	3020 Old Ranch Parkway, Suite 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Seal Beach	CALIFORNIA	90740
<b>Relationship:</b>	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	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
	Commercial	Lodging & Conventions
Yes	Construction	Tourism & Travel Services
No	REITS & Finance	Other Travel
Other Banking & Financial Services	Residential	
Business Services	Other Real Estate	Other
Energy		
Coal Mining		
Electric Utilities		
Energy Conservation		
Environmental Services		

☒ Oil & Gas  
☐ Other Energy

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
<input checked="" type="checkbox"/> Decline to Disclose		Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

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

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Rule 505
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/> Rule 506
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Securities Act Section 4(5)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Investment Company Act Section 3(c)
	<input type="checkbox"/> Section 3(c)(1)
	<input type="checkbox"/> Section 3(c)(9)
	<input type="checkbox"/> Section 3(c)(2)
	<input type="checkbox"/> Section 3(c)(10)
	<input type="checkbox"/> Section 3(c)(3)
	<input type="checkbox"/> Section 3(c)(11)
	<input type="checkbox"/> Section 3(c)(4)
	<input type="checkbox"/> Section 3(c)(12)
	<input type="checkbox"/> Section 3(c)(5)
	<input type="checkbox"/> Section 3(c)(13)
	<input type="checkbox"/> Section 3(c)(6)
	<input type="checkbox"/> Section 3(c)(14)
	<input type="checkbox"/> Section 3(c)(7)

7. Type of Filing

☒ New Notice    Date of First Sale 2011-07-11    First Sale Yet to Occur  
☐ Amendment

8. Duration of Offering

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

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

<input type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input checked="" type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> 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 X None	
(Associated) Broker or Dealer X None		(Associated) Broker or Dealer CRD Number X 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		All States	Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount	\$150,000,000 USD	or	Indefinite
Total Amount Sold	\$50,000,000 USD		
Total Remaining to be Sold	\$100,000,000 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:

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	Estimate
Finders' Fees	\$0 USD	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
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Clarification of Response (if Necessary):

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 Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

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.	Nate Jensen	Nate Jensen	Vice President & General Counsel	2011-07-22

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.