
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **September 5, 2008**

CLEAN ENERGY FUELS CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-33480
(Commission File Number)

33-0968580
(IRS Employer Identification No.)

3020 Old Ranch Parkway, Suite 200
Seal Beach, California
(Address of Principal Executive Offices)

90740
Zip Code

(562) 493-2804
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry Into a Material Definitive Agreement.

On September 5, 2008, we entered into a definitive Share Purchase Agreement (the "Purchase Agreement") with American Honda Motor Co., Inc., a California corporation ("Honda"), John G. Armstrong, Sole Trustee of The FuelMaker Trust, a trust established under the laws of the Province of Ontario ("FM Trust" and, together with Honda, the "Vendors"), and FuelMaker Corporation, a corporation existing under the laws of Canada ("FM"), pursuant to which we agreed to purchase all of the issued and outstanding share capital of FM and 2045951 Ontario Inc., a wholly-owned subsidiary of Honda ("HondaSub" and, together with FM, the "Target Companies"). The transaction, which is subject to certain closing conditions, including delivery of audited financial statements, is expected to close prior to September 30, 2008. The Target Companies have been historically unprofitable and will not be accretive to earnings in the near term.

The Purchase Agreement contains customary representations, warranties and covenants and includes indemnification provisions, subject to deductible and cap amounts. Under the terms of the Purchase Agreement, we will pay to the Vendors an aggregate of U.S. \$17 million in cash for the Target Companies, subject to adjustments for closing date working capital.

Item 7.01. Regulation FD Disclosure.

We issued a press release on September 8, 2008 announcing the signing of the Purchase Agreement. The information contained in the press release is incorporated by reference and furnished as Exhibit 99.1.

We anticipate that we will raise additional capital through equity or debt financing to support our acquisition of the Target Companies and continued capital investment program. We may be unable to raise additional capital on favorable terms or at all. If we are unable to raise capital we will have to reduce or eliminate planned capital expenditures.

The information in this Item 7.01 and Exhibit 99.1 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial Statements of Businesses Acquired.

Due to the size of the transaction and historical financial performance of the Target Companies, we anticipate filing audited financial statements for the Target Companies as soon as available and in accordance with Regulation S-X.

- (d) Exhibits.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 8, 2008

Clean Energy Fuels Corp.

By: /s/ Richard R. Wheeler

Name: Richard R. Wheeler

Title: Chief Financial Officer



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News Release

Clean Energy to Acquire FuelMaker Natural Gas Fueling Appliances Maker from Honda

— Acquisition Extends Clean Energy’s Natural Gas Fueling Franchise
 to Small Fleets and Consumers in United States and Overseas —

Seal Beach, Calif. (September 8, 2008) — Clean Energy Fuels Corp. (Nasdaq: CLNE) has entered into a definitive agreement with American Honda Motor Co., Inc. and The FuelMaker Trust to acquire FuelMaker Corporation of Toronto, Canada for (US) \$17 million in cash. The acquisition is expected to be completed within 25 days.

FuelMaker (www.fuelmaker.com) manufactures, distributes, installs and services vehicle refueling appliances (VRA) and accessories for fueling vehicles powered by compressed natural gas (CNG). The consumer version of the VRA is the Phill, a home refueling device that compresses natural gas from the home gas line for fueling vehicles. Recent prices for consumers using the Phill at home in Southern California were as low as \$1.60 per gallon.

“The new era of high fuel prices has created a dramatic increase in demand for lower-cost natural gas fueling in all transportation sectors, ranging from trucking to consumers,” said Andrew Littlefair, Clean Energy President and CEO. “Due to the greater worldwide acceptance of light duty natural gas vehicles, we are broadening our strategic focus to offer fueling solutions for small fleets and consumers. With the Phill unit, customers can fill up at home as well as at stations.”

“This acquisition also continues our business expansion outside the United States where natural gas vehicle use has risen dramatically to more than 8,000,000 vehicles worldwide,” Littlefair added. “In Europe alone, there are many makes and models of natural gas-powered consumer vehicles produced by major manufacturers. We expect the majority of FuelMaker’s sales to be international in the near term.”

“Clean Energy clearly has the resources and expertise to broadly market the Phill home refueling appliance and Honda believes that this transaction will serve to further enhance the convenience and attractiveness of natural gas as an alternative fuel to consumers,” said Dan Bonawitz, American Honda vice president, Corporate Planning & Logistics.

“Our industry and the world’s consumers are indebted to Honda for its foresight in supporting the FuelMaker system and helping it come successfully to market with the Phill home refueling unit, as well as for producing the Honda Civic GX natural gas vehicle — acknowledged as the cleanest production car in the world by the EPA,” Littlefair concluded.

The proprietary FuelMaker system for small fleet and home fueling is certified by gas associations in Canada, Germany, Russia, Australia, Japan, and Argentina, as well as the European Economic Community and the United States. FuelMaker has 18 U.S. patents and patent applications and 75 international patents and patent applications for state-of-the-art natural gas compression technology.

(-More-)

Clean Energy is the leading provider of natural gas (CNG and LNG) for transportation in North America. It has a broad customer base in the refuse, transit, ports, shuttle, taxi, trucking, airport and municipal fleet markets, fueling more than 14,000 vehicles daily at strategic locations across the United States and Canada. Clean Energy del Peru, Clean Energy’s Peruvian joint venture, operates the world’s largest natural gas vehicle fueling station in Lima, Peru. Information at: www.cleanenergyfuels.com

Forward-Looking Statements This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 that involve risks, uncertainties and assumptions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements, including statements regarding future sales of Fuelmaker devices, Clean Energy’s ability to successfully market the Phill home refueling device and development of the light duty and consumer natural gas vehicle and refueling market. The forward-looking statements made herein speak only as of the date of this press release and the company undertakes no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

Contacts

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