

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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 200
Seal Beach, California
(Address of Principal Executive Offices)

33-0968580
(I.R.S. Employer
Identification No.)

90740
(Zip Code)

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 200
Seal Beach, California 90740
(Name and Address of Agent For Service)

(562) 493-2804
(Telephone number, including area code, of agent for service)

Copy to:
John J. Hentrich, Esq.
Robert L. Wernli, Jr., Esq.
Sheppard, Mullin, Richter & Hampton LLP
12275 El Camino Real, Suite 200
San Diego, California 92130-2006

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 ☐
(Do not check if a smaller reporting
company)

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	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	964,008 shares	\$ 6.33(2)	\$ 6,102,170.64	\$ 239.82(4)
Common Stock, par value \$0.0001 per share	35,992 shares	\$ 6.335(3)	\$ 228,009.32	\$ 8.96(4)

- (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 Rule 457(h) promulgated under the Securities Act of 1933, as amended, based upon the exercise price per share (\$6.33) of options to purchase 964,008 shares of common stock which were awarded under the registrant's 2006 Equity Incentive Plan on January 2, 2009.
- (3) 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 January 12, 2009.

- (4) No payment of registration fee is being made in connection with the filing of this registration statement. Rather, \$248.78 of the registration fee for this registration statement is being offset, pursuant to Rule 457(p) under the Securities Act, by the registration fees paid in connection with unsold securities registered by the registrant under Registration Statement No. 333-137124 (initially filed on September 6, 2006).

REGISTRATION OF ADDITIONAL SECURITIES

PURSUANT TO GENERAL INSTRUCTION E

This registration statement registers 1,000,000 additional shares of our common stock that may be issued pursuant to the Clean Energy Fuels Corp. 2006 Equity Incentive Plan commencing January 1, 2009. In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statement on Form S-8 (File No. 333-145454) filed by us with the Securities and Exchange Commission ("SEC") on August 14, 2007 are incorporated by reference into this registration statement. In addition, the following documents filed with the SEC are hereby incorporated by reference into this registration statement:

- (a) Annual Report on Form 10-K for the fiscal year ended December 31, 2007, filed on March 19, 2008;
- (b) Quarterly Reports on Form 10-Q filed on May 15, 2008, August 13, 2008 and November 14, 2008;
- (c) Current Reports on Form 8-K filed on April 7, 2008, April 22, 2008, June 20, 2008, July 3, 2008, August 21, 2008, September 8, 2008, September 25, 2008, October 15, 2008, October 29, 2008, December 5, 2008 and December 31, 2008 (except for any information under Item 2.01 or 7.01 which is not being incorporated); and
- (d) The description of our common stock which is contained in the registration statement on Form 8-A filed with the SEC on May 18, 2007.

In addition, all documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

See Index to Exhibits.

2

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 January 16, 2009.

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, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
<u>/s/ Andrew J. Littlefair</u> Andrew J. Littlefair	President, Chief Executive Officer (Principal Executive Officer) and a Director	January 16, 2009

<u>/s/ Richard R. Wheeler</u> Richard R. Wheeler	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 16, 2009
<u>/s/ Warren I. Mitchell</u> Warren I. Mitchell	Chairman of the Board and Director	January 16, 2009
<u>/s/ John S. Herrington</u> John S. Herrington	Director	January 16, 2009
<u>/s/ James C. Miller III</u> James C. Miller III	Director	January 16, 2009
<u>/s/ Boone Pickens</u> Boone Pickens	Director	January 16, 2009
<u>/s/ Kenneth M. Socha</u> Kenneth M. Socha	Director	January 16, 2009
<u>/s/ Vincent C. Taormina</u> Vincent C. Taormina	Director	January 16, 2009

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

Exhibit Number	Description	Incorporated by reference herein	
		Form	Date
4.1	Specimen Common Stock Certificate	Registration Statement on Form S-1, as amended (File No. 333-137124)	March 27, 2007
4.2	2006 Equity Incentive Plan	Registration Statement on Form S-1, as amended (File No. 333-137124)	March 27, 2007
4.3	2006 Equity Incentive Plan—Form of Notice of Grant of Stock Option and Stock Option Agreement	Registration Statement on Form S-8 (File No. 333-145434)	August 14, 2007
4.4	2006 Equity Incentive Plan – Form of Stock Award Agreement	Quarterly Report on Form 10-Q	May 15, 2008
5.1	Opinion of Sheppard, Mullin, Richter & Hampton LLP		
23.1	Consent of KPMG LLP		
23.2	Consent of Sheppard, Mullin, Richter & Hampton LLP (included in Exhibit 5.1)		
24.1	Power of Attorney (See Signature Page)		

January 16, 2009

Clean Energy Fuels Corp.
3020 Old Ranch Parkway, Suite 200
Seal Beach, CA 90740

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Clean Energy Fuels Corp., a Delaware corporation (the "Company"), in connection with the filing of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended, covering 1,000,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), which may be issued pursuant to the Company's 2006 Equity Incentive Plan (the "2006 Plan").

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with this opinion, we have reviewed the Registration Statement, the Company's charter documents, the proceedings taken by the Company with respect to the authorization and adoption of the 2006 Plan, certificates of government officials, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. With respect to the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as certified or reproduced copies. We have also assumed that either (i) the stock certificates to be issued to represent the Shares (collectively, the "Stock Certificates") will conform to the specimen common stock certificate submitted to us, and such Stock Certificates will be duly executed by the Company and countersigned by the transfer agent therefor in accordance with Section 158 of the Delaware General Corporation Law ("Section 158"), or (ii) the Shares will be uncertificated in accordance with Section 158 and the Company's Bylaws, and the transfer agent therefor will register the purchaser thereof as the registered owner of any uncertificated Shares on its stock transfer books and records. We have further assumed that (i) shares of common stock currently reserved will remain available for the issuance of the Shares, and (ii) neither the Company's charter documents nor any of the proceedings relating to the 2006 Plan, nor any of the option agreements or other agreements relating to the Shares, will be rescinded, amended or otherwise modified prior to the issuance of the Shares. We have

obtained from the officers of the Company certificates as to certain factual matters and, insofar as this opinion is based on matters of fact, we have relied on such certificates without independent investigation.

Based on the foregoing review, and in reliance thereon, we are of the opinion that if, as and when the Shares are issued and sold by the Company in accordance with the terms of the stock option or other agreements provided for under the 2006 Plan, and payment in full of the consideration therefor is received by the Company, the Shares will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.

We express no opinion as to matters governed by any laws other than the Delaware General Corporation Law, the applicable provisions of the Delaware Constitution and reported decisions of the Delaware courts interpreting these respective laws.

Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares, the 2006 Plan, the option or other agreements related to the Shares, or the Registration Statement.

Respectfully submitted,

John J. Hentrich

for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Clean Energy Fuels Corp.:

We consent to the incorporation by reference in the registration statement on Form S-8 of Clean Energy Fuels Corp. and subsidiaries of our report dated March 17, 2008, with respect to the consolidated balance sheets of Clean Energy Fuels Corp. and subsidiaries as of December 31, 2007 and 2006, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2007, and the related financial statement schedule, which report appears in the December 31, 2007, annual report on Form 10-K of Clean Energy Fuels Corp.

Our report dated March 17, 2008 refers to the adoption of the fair value method of accounting for stock-based compensation and a change in the method of accounting for uncertain tax positions.

/s/ KPMG LLP
Los Angeles, California
January 15, 2009
