
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): **January 31, 2011**

CLEAN ENERGY FUELS CORP.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33480
(Commission
File Number)

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

3020 Old Ranch Parkway, Suite 400, Seal Beach, California
(Address of Principal Executive Offices)

90740
(Zip Code)

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

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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))
-
-

Item 8.01 Other Events.

As previously disclosed, on September 7, 2010, we acquired the advanced natural gas fueling compressor and related equipment manufacturing and servicing business of I.M.W. Industries Ltd. ("IMW"). In connection with the foregoing acquisition, on January 31, 2011 we delivered to IMW's shareholders \$5.0 million in cash and 601,926 shares of our common stock (the "Shares").

The opinion of counsel regarding the validity of the Shares is filed as Exhibit 5.1 hereto.

2

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit	Description
5.1	Opinion of Morrison & Foerster LLP.
23.1	Consent of Morrison Foerster LLP (contained in Exhibit 5.1).

3

SIGNATURES

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

CLEAN ENERGY FUELS CORP

Dated: January 31, 2011

By: /s/ Richard R. Wheeler
Name: Richard R. Wheeler
Title: Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
5.1	Opinion of Morrison & Foerster LLP.
23.1	Consent of Morrison Foerster LLP (contained in Exhibit 5.1).

MORRISON | FOERSTER

425 MARKET STREET
SAN FRANCISCO
CALIFORNIA 94105-2482

TELEPHONE: 415.268.7000
FACSIMILE: 415.268.7522

WWW.MOFO.COM

MORRISON & FOERSTER LLP

NEW YORK, SAN FRANCISCO,
LOS ANGELES, PALO ALTO,
SAN DIEGO, WASHINGTON, D.C.

DENVER, NORTHERN VIRGINIA,
SACRAMENTO, WALNUT CREEK

TOKYO, LONDON, BEIJING,
SHANGHAI, HONG KONG,
BRUSSELS

January 31, 2011

Clean Energy Fuels Corp.
3020 Old Ranch Parkway, Suite 400
Seal Beach, CA 90740

Re: 601,926 Shares of Common Stock of Clean Energy Fuels Corp.

Ladies and Gentlemen:

This opinion is furnished to Clean Energy Fuels Corp., a Delaware Corporation (the "Company"), in connection with the resale by B&M Miller Equity Holdings Inc. (the "Selling Stockholder") of 601,926 shares of the Company's Common Stock, par value \$0.0001 per share (the "Shares"), pursuant to a Registration Statement on Form S-3 (File No. 333-168433) originally filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act") on July 30, 2010 (the "Registration Statement") and the related prospectus included therein (the "Prospectus"), the prospectus supplement filed with the Commission pursuant to Rule 424(b) promulgated under the Act on September 7, 2010 (the "Prospectus Supplement") and supplement no. 1 to the Prospectus Supplement and the Prospectus filed with the Commission pursuant to Rule 424(b) promulgated under the Act on January 31, 2011 ("Supplement No. 1"). All of the Shares are to be sold by the Selling Stockholder as described in the Registration Statement and the related Prospectus, Prospectus Supplement and Supplement No. 1.

In connection with this opinion, we have examined the Company's Restated Certificate of Incorporation, and the Company's By-laws, both as currently in effect, such other records of the corporate proceedings of the Company and certificates of the Company's officers as we have deemed relevant, the Registration Statement and the exhibits thereto, and the related Prospectus, Prospectus Supplement and Supplement No. 1. In addition, we have examined such records, documents, certificates of public officials and the Company, made such inquiries of officials of the Company and considered such questions of law as we have deemed necessary for the purpose of rendering the opinion set forth herein. In such examination, we have assumed the genuineness of all signatures and the authenticity of all items submitted to us as originals and the conformity with originals of all items submitted to us as copies.

Based upon, subject to and limited by the foregoing, we are of the opinion that the Shares have been duly authorized, validly issued, and are fully paid and nonassessable.

We express no opinion as to matters governed by any laws other than the Delaware General Corporation Law in effect on the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to reference to us under the caption "Legal Matters" in the Prospectus Supplement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Morrison & Foerster LLP
