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**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): **March 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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

As previously disclosed, on March 25, 2011, Clean Energy Fuels Corp.'s (the "Registrant") 70% owned subsidiary Dallas Clean Energy McCommas Bluff, LLC, a Delaware limited liability company (the "Company"), arranged for a \$40.2 million tax-exempt bond issuance led by Senior Managing Underwriter First Southwest Company. The bond issuance closed on March 31, 2011.

At closing a portion of the bond proceeds were used to retire an approximately \$11.5 million bridge loan made by the Registrant to the Company. The Registrant, in turn, used the proceeds from the payoff of the bridge loan to repay approximately \$8.0 million owed by the Registrant to PlainsCapital Bank.

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**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: April 6, 2011

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

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