

**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 26, 2022

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.)

4675 MacArthur Court, Suite 800
Newport Beach, CA
(Address of Principal Executive Offices)

92660
Zip Code

(949) 437-1000
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	CLNE	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

As previously announced, Clean Energy Fuels Corp. (the “Company”) will host an investor webcast (“Webcast”) on January 26, 2022 at approximately 10:00 am (EST) at which time members of management will present an investor presentation (“Presentation”). The Presentation is attached hereto as Exhibit 99.1 and will be available on the “Events and Presentations” section of the Company’s website at <https://investors.cleanenergyfuels.com>. The information presented in the Webcast and contained in the Presentation is intended to inform investors and analysts of the Company’s strategic vision around its renewable natural gas (“RNG”) supply and the growing demand for RNG fuel by fleet customers in its North American station network.

As previously announced, investors may register to access the live Webcast at the following link: <https://event.on24.com/wcc/r/3609144/860088D41FB343F1D6168FA9CCC6A8A7>. Registration will be open until the conclusion of the Webcast. The Webcast replay and Presentation will be available on the “Events and Presentations” section of the Company’s website at <https://investors.cleanenergyfuels.com> for approximately 60 days.

As provided in General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Clean Energy Fuels Corp. Investor Presentation
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

SIGNATURE

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: January 26, 2022

CLEAN ENERGY FUELS CORP.

By: /s/ Andrew J. Littlefair

Name: Andrew J. Littlefair

Title: President and Chief Executive Officer



RNG Day
CLNE Five Year Outlook
January 26, 2022

Welcome

Raleigh Gerber
Director, Corporate
Communications



Today's presenters



Andrew J. Littlefair
President and CEO



Robert Vreeland
Chief Financial Officer

Q&A participants



Andrew J. Littlefair
President and CEO



Robert Vreeland
Chief Financial Officer



Will Flanagan
Vice President,
Strategic Development
RNG Investment



This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements about, among other things, the ability of Clean Energy Fuels Corp. (the "Company") to transition to providing hydrogen, electricity and other alternative fuels for transportation.

Forward-looking statements are statements other than historical facts and relate to future events or circumstances or the Company's future performance, and they are based on the Company's current assumptions, expectations and beliefs concerning future developments and their potential effect on the Company and its business. As a result, actual results, performance or achievements and the timing of events could differ materially from those anticipated in or implied by these forward-looking statements as a result of many factors including, among others: the COVID-19 pandemic and the measures taken to prevent its spread and the related impact on our operations, liquidity and financial condition; the willingness of fleets and other consumers to adopt natural gas as a vehicle fuel, and the rate and level of any such adoption; the Company's ability to capture a substantial share of the market for alternative vehicle fuels and vehicle fuels generally and otherwise compete successfully in these markets; the potential adoption of government policies or programs or increased publicity or popular sentiment in favor of other vehicle fuels; the market's perception of the benefits of renewable natural gas ("RNG") and conventional natural gas relative to other alternative vehicle fuels; natural gas vehicle and engine cost, fuel usage, availability, quality, safety, convenience, design, performance and residual value, as well as operator perception with respect to these factors, in general and in the Company's key customer markets, including heavy-duty trucking; the Company's ability to manage and grow its RNG business, including its ability to procure adequate supplies of RNG and generate revenues from sales of such RNG; the Company and its suppliers' ability to successfully develop and operate projects and produce expected volumes of RNG; the potential commercial viability of livestock waste and dairy farm projects to produce RNG; the Company's history of net losses and the possibility the Company incurs additional net losses in the future; the Company's and its partners' ability to acquire, finance, construct and develop other commercial projects; the Company's ability to invest in hydrogen stations or modify its fueling stations to reform its RNG to fuel hydrogen and electric vehicles; the Company's ability to realize the expected benefits from the commercial arrangement with Amazon and related transactions; future supply, demand, use and prices of crude oil, gasoline, diesel, natural gas, and other vehicle fuels, including overall levels of and volatility in these factors; changes in the competitive environment in which we operate, including potentially increasing competition in the market for vehicle fuels generally; the Company's ability

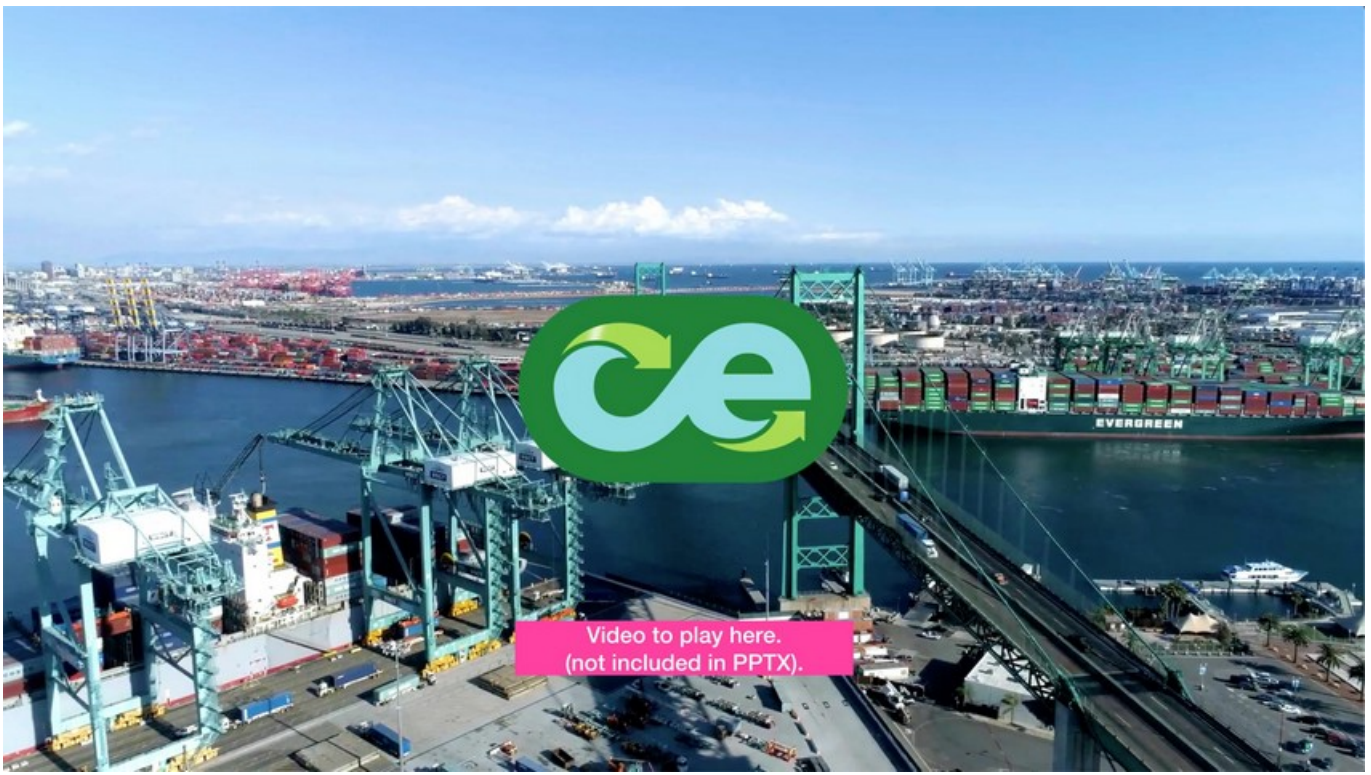
to manage and grow its business of transporting and selling compressed natural gas for non-vehicle purposes via virtual natural gas pipelines and interconnects, as well as its station design and construction activities; construction, permitting and other factors that could cause delays or other problems at station construction projects; the Company's ability to execute and realize the intended benefits of any acquisitions, divestitures, investments or other strategic relationships or transactions; future availability of and our access to additional capital, which may include debt or equity financing, in the amounts and at the times needed to fund growth in the Company's business and the repayment of its debt obligations (whether at or before their due dates) or other expenditures, as well as the terms and other effects of any such capital raising transaction; the Company's ability to generate sufficient cash flows to repay its debt obligations as they come due; the availability of environmental, tax and other government regulations, programs and incentives that promote natural gas, such as the U.S. federal excise tax credits for alternative fuels, or other alternatives as a vehicle fuel, including long-standing support for gasoline- and diesel-powered vehicles and growing support for electric and hydrogen-powered vehicles that could result in programs or incentives that favor these or other vehicles or vehicle fuels over natural gas; the Company's ability to comply with various registration and regulatory requirements related to its RNG projects; the effect of, or potential for changes to greenhouse gas emissions requirements or other environmental regulations applicable to vehicles powered by gasoline, diesel, natural gas or other vehicle fuels and crude oil and natural gas fueling, drilling, production, transportation or use; the Company's ability to manage the safety and environmental risks inherent in its operations; the Company's compliance with all applicable government regulations; the impact of the foregoing on the trading price of the Company's common stock; the results and timing of the proposed common stock offering; and general political, regulatory, economic and market conditions.

The forward-looking statements made in this presentation speak only as of the date of this presentation, and the Company undertakes no obligation to update publicly such forward-looking statements to reflect subsequent events or circumstances, except as otherwise required by law. The Company's periodic reports filed with the Securities and Exchange Commission (the "SEC") on the SEC website (www.sec.gov), including its Quarterly Report on Form 10-Q for the quarter ended September 30, 2021, contain additional information about these and other risk factors that may cause actual results to differ materially from the forward-looking statements contained in this presentation, and such risk factors may be amended, supplemented or superseded from time to time by other reports the Company files with the Securities and Exchange Commission.



To supplement the Company's unaudited consolidated financial statements presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"), the Company uses non-GAAP financial measures that it calls adjusted net income (loss) ("Adjusted Net Income (loss)") and adjusted EBITDA ("Adjusted EBITDA"). Management presents Adjusted Net Income (loss) and Adjusted EBITDA because it believes these measures provide meaningful supplemental information about the Company's performance, for the following reasons: (1) these measures allow for greater transparency with respect to key metrics used by management to assess the Company's operating performance and make financial and operational decisions; (2) these measures exclude the effect of items that management believes are not directly attributable to the Company's core operating performance and may obscure trends in the business; and (3) these measures are used by institutional investors and the analyst community to help analyze the Company's business.

Non-GAAP financial measures are limited as an analytical tool and should not be considered in isolation from, or as a substitute for, the Company's GAAP results. Moreover, because not all companies use identical measures and calculations, the Company's presentation of Adjusted Net Income (loss) and Adjusted EBITDA may not be comparable to other similarly titled measures used by other companies.



Video to play here.
(not included in PPTX).

RNG Day

CLNE Five Year Outlook

January 26, 2022





Who we are
Why RNG
What we can earn
RNG supply
RNG distribution
Financial summary



- ➔ **Who we are**
- Why RNG
- What we can earn
- RNG supply
- RNG distribution
- Financial summary



RNG Supply

- Dairy/RNG production
- 3rd party RNG supply contracts



Distribution

- 550+ stations
- Capacity to double volumes
- Fleet + marine customers
- Maintenance + construction
- 2 owned LNG plants



Clean Energy

- Vertically integrated RNG solutions
- 25+ years of experience
- Invented RNG as a commercial fuel



- Who we are
- ➔ **Why RNG**
- What we can earn
- RNG supply
- RNG distribution
- Financial summary



Sustainable:
Lowers carbon emissions by up to 500%



Renewable:
Made from organic waste, not drilling



No diesel pollution:
Reduces smog-forming NOx emissions by 90%



Quieter:
Quieter than diesel



Accessible:
Extensive network of fueling stations nationwide



Affordable:
Stabilized prices and lower maintenance costs



Proven:
Trusted by companies like Amazon, UPS, WM, and major transit fleets in NY & LA



Less maintenance:
No high maintenance DPF-SCR diesel emissions control system

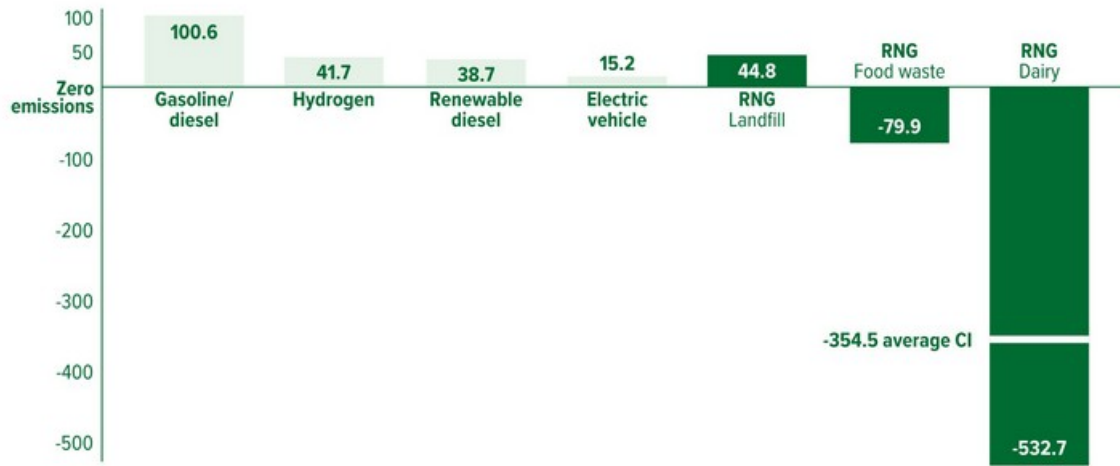


Value driver for CLNE:
RNG drives increased revenue, GAAP net income, and Adjusted EBITDA

The RNG advantage: carbon intensity



Carbon emission by fuel type (gCO₂e per MJ)



Source: California Air Resources Board, Q4 2020 LCFS data, and certified pathways as of November 8, 2021.



Sustainable:
Lowers carbon emissions
by up to 500%



Renewable:
Made from organic waste,
not drilling



No diesel pollution:
Reduces smog-forming NO_x
emissions by 90%



Quieter:
Quieter than diesel



Accessible:
Extensive network of fueling
stations nationwide



Affordable:
Stabilized prices and lower
maintenance costs



Proven:
Trusted by companies like Amazon, UPS,
WM, and major transit fleets in NY & LA



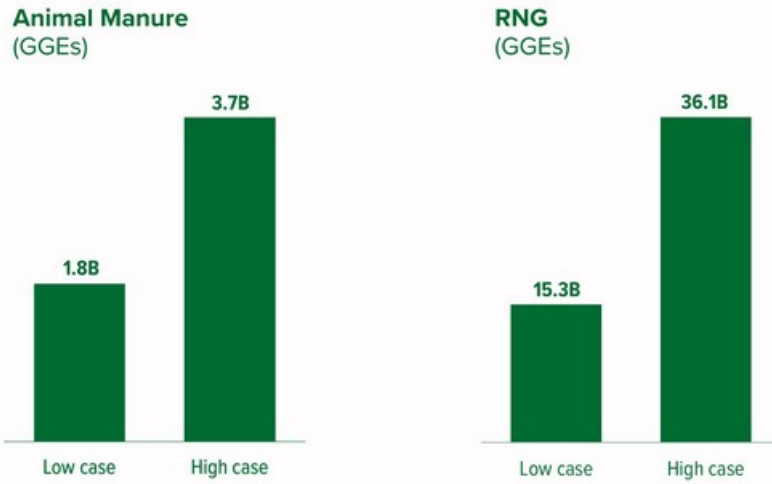
Less maintenance:
No high maintenance DPF-SCR
diesel emissions control system



Value driver for CLNE:
RNG drives increased revenue, GAAP
net income, and Adjusted EBITDA



Carbon-for-carbon reduction compared to diesel at multiples of RNG GGEs



Source: American Gas Association and ICF
Note: Estimated gasoline gallons equivalent (GGE) assuming 125,000 mcf per gasoline gallon.



Sustainable:
Lowers carbon emissions
by up to 500%



Renewable:
Made from organic waste,
not drilling



No diesel pollution:
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Value driver for CLNE:
RNG drives increased revenue, GAAP
net income, and Adjusted EBITDA



Who we are

Why RNG

➔ **What we can earn**

RNG supply

RNG distribution

Financial summary

RNG Supply		+	Distribution		=	Clean Energy	
GAAP net income (loss)			GAAP net income (loss)			GAAP net income (loss)	
2022E	2026E		2022E	2026E		2022E	2026E
(\$3M)	\$173M		(\$54M)	\$112M		(\$57M)	\$285M
Adj. EBITDA			Adj. EBITDA			Adj. EBITDA	
2022E	2026E		2022E	2026E		2022E	2026E
(\$3M)	\$250M		\$68M	\$305M		\$65M	\$555M

See the Appendix for a reconciliation of Adjusted EBITDA.



Who we are
Why RNG
What we can earn

➔ **RNG supply**
RNG distribution
Financial summary

Dairy RNG production

- Produce RNG from dairy farms with JV partners Total Energies and BP
- All gas produced goes to fill CLNE demand
- Enhances overall economics of RNG to CLNE

RNG 3rd party supply

- Our demand creates value for the supply side
- We see many deals due to our demand
- Leverage our CA network

All roads lead to RNG

- RNG can serve multiple alternative fuel solutions
- Further growth opportunities to CLNE





Up to \$400 million of equity for RNG investment

Largest shareholder of CLNE

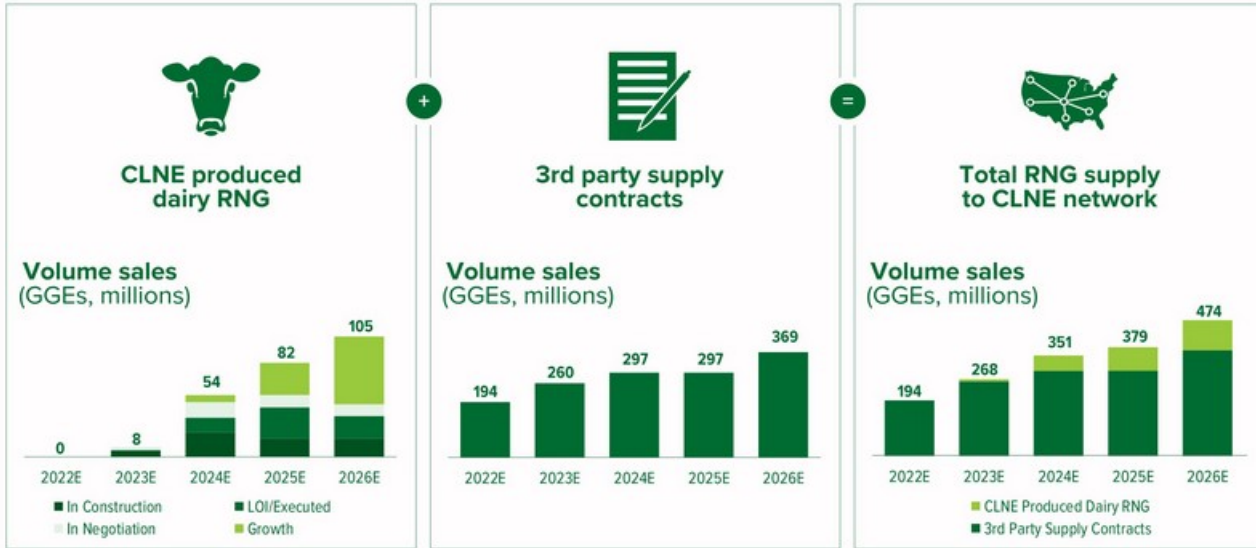
\$400M+ pipeline



\$100 million of equity for RNG investment

Joint marketing agreement for RNG supply

\$650M+ pipeline



Where we are today: RNG supply



50M

GGEs of investment opportunities in 11 states



CLNE/JV Production



Pipeline



Closed/In contract

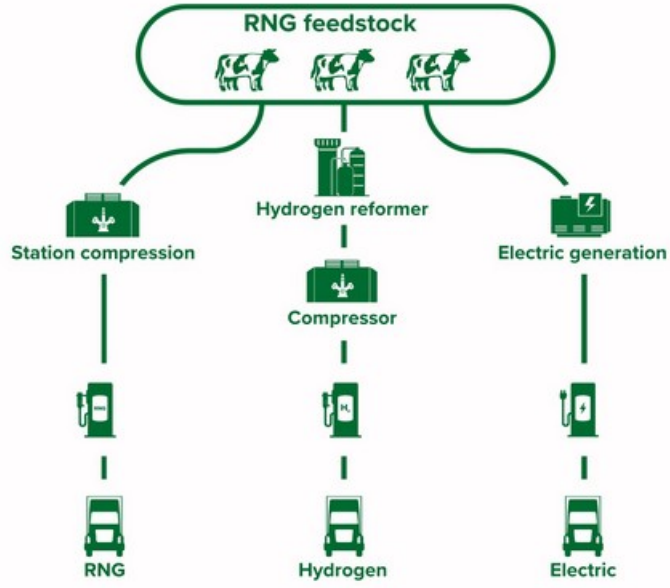
On January 26, we announced an exciting RNG project at the Millenkamp Dairy in Southeastern Idaho

One of the largest dairy farms in the United States

Expected to produce 5M GGEs annually

Part of BP Joint Venture





Hydrogen station: Foothill Transit



20-year relationship with one of California's largest transit agencies

Initially provided CNG, now RNG for 300 buses

Awarded Foothill's first hydrogen station for 20 fuel cell buses

Demonstrates importance of customer relationship





Who we are

Why RNG

What we can earn

RNG supply

➔ **RNG distribution**

Financial summary

Fueling and customer network key to monetizing supply of RNG

550+ station network—scale and footprint advantage

Our portfolio of RNG volume

Growth drivers

- Trucking
- Customer optimization
- NG engine expansion and improvement

CA opportunity

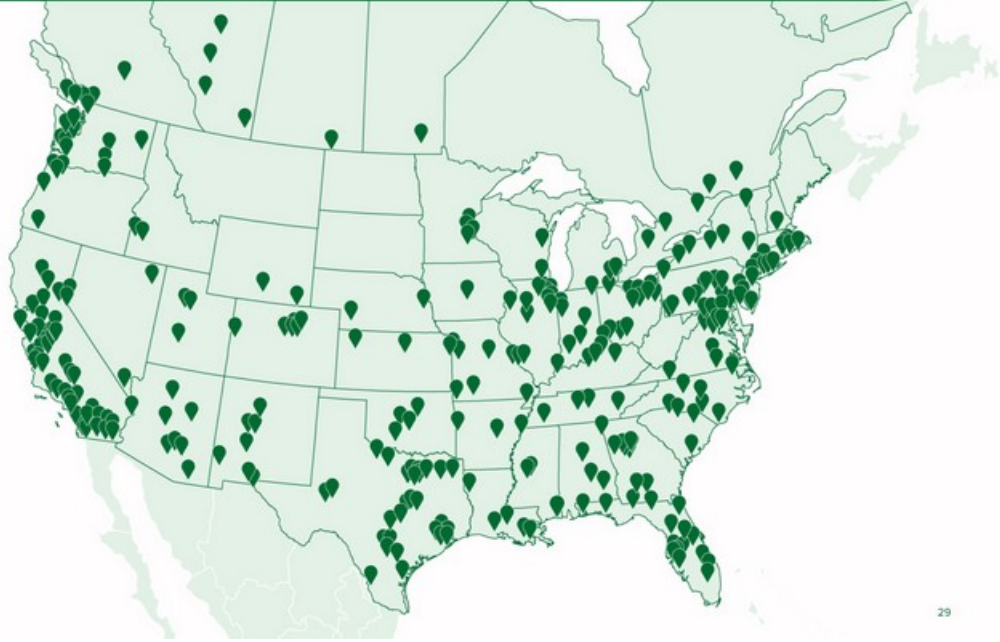
Policy view



Where we are: distribution



**Public
and private
stations**
550+
Natural gas
fueling stations



Fueling and customer network key to monetizing supply of RNG

550+ station network—scale and footprint advantage

Our portfolio of RNG volume

Growth drivers

- Trucking
 - Customer optimization
 - NG engine expansion and improvement
-

CA opportunity

Policy view



How much RNG we plan to deliver in 2022



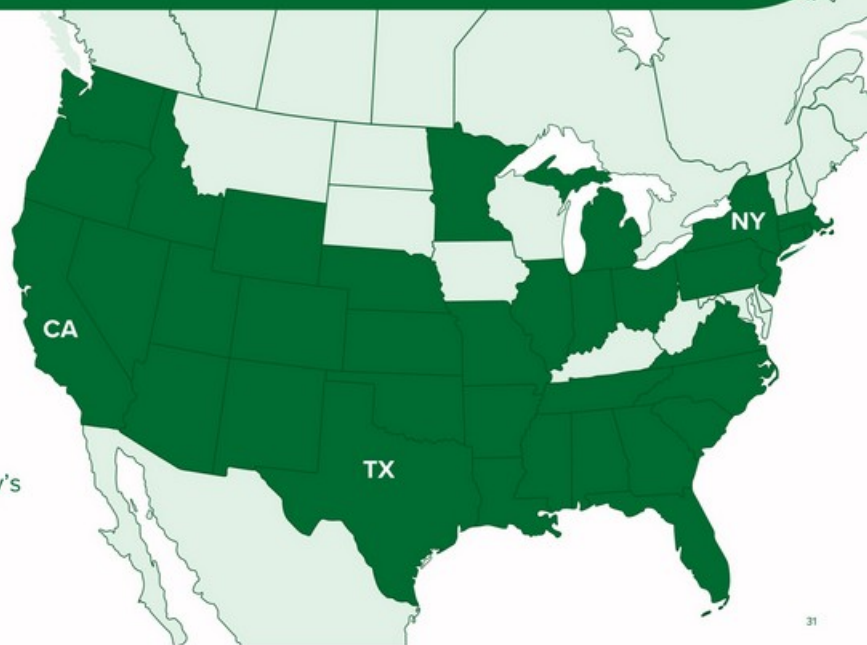
US total
194M

GGEs in 34 states

California
128M
GGEs

New York
8M
GGEs

Texas
11M
GGEs



73% of vehicle fuel sold at Clean Energy's stations in 2020 was RNG

Fueling and customer network key to monetizing supply of RNG

550+ station network—scale and footprint advantage

Our portfolio of RNG volume

Growth drivers

- **Trucking**
 - Customer optimization
 - NG engine expansion and improvement
-

CA opportunity

Policy view



Distribution growth driver: heavy-duty trucking sector



40B+ gallons per year

Sustainability goals increasing pressure
while time is of the essence

Large fleets create exponential growth

- 3000 units (one fleet) can be 45M GGEs annually
-

Current trucking customers include:

- Amazon
- Estes
- UPS

Source: American Trucking Associations and internal data





Switching just **10%** of their fleet from diesel to RNG

=



50% reduction in carbon emissions from vehicles

=



Achieve carbon emissions goals in only **2.5 years**

Fueling and customer network key to monetizing supply of RNG

550+ station network—scale and footprint advantage

Our portfolio of RNG volume

Growth drivers

- Trucking
 - **Customer optimization**
 - NG engine expansion and improvement
-

CA opportunity

Policy view



Distribution growth driver: optimization of existing customer base



Converting maintenance to fuel

Refuse

- Republic Services
-

Transit

- LA Metro
- New York City MTA



Fueling and customer network key to monetizing supply of RNG

550+ station network—scale and footprint advantage

Our portfolio of RNG volume

Growth drivers

- Trucking
 - Customer optimization
 - **NG engine expansion and improvement**
-

CA opportunity

Policy view



Distribution growth driver: Near Zero NG engines



Cummins engine

- Near Zero attributes
- Clean, quiet enhanced transmission and 90% lower NO_x

Expansion to 15-liter: “game changer” per Cummins

- “Initial interest in the 15-liter natural gas powertrain has far exceeded our expectations” per Cummins
- 500hp, 1850 lb/ft torque, and weighs about 500 lbs less than 15L diesel per Cummins

New 6.7 liter

- Key market segment: box truck



Fueling and customer network key to monetizing supply of RNG

550+ station network—scale and footprint advantage

Our portfolio of RNG volume

Growth drivers

- Trucking
 - Customer optimization
 - NG engine expansion and improvement
-

CA opportunity

Policy view



As we increase the supply of dairy RNG in CA, we will distribute the landfill RNG to other states

Opportunity to enhance margins by displacing LFG with dairy bio-gas



*gross values before value chain splits, CI-(354), RIN \$2.85, LCFS \$165.00, approximate values

Fueling and customer network key to monetizing supply of RNG

550+ station network—scale and footprint advantage

Our portfolio of RNG volume

Growth drivers

- Trucking
- Customer optimization
- NG engine expansion and improvement

CA opportunity

Policy view



Clean fuels policies



Adopted & in effect

California, Oregon, British Columbia



Approved

Washington State; expected effective date:
January 1, 2023



Legislation introduced

Massachusetts, Minnesota, New Mexico, New York



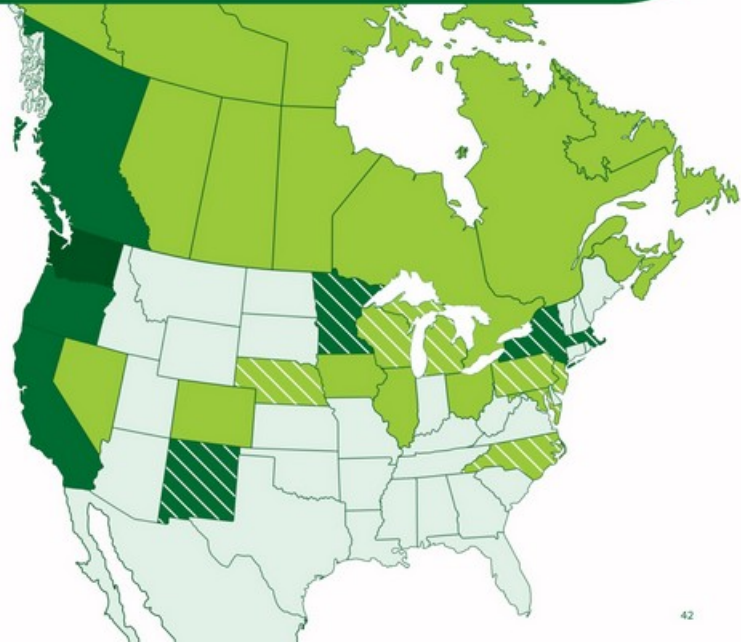
Under study/in regulatory development

Canada Federal, Colorado, Illinois, Iowa
Nevada, Ohio



Other states targeted

Maryland, Michigan, Nebraska, New Jersey,
North Carolina, Pennsylvania, Wisconsin



Proposed RVO issued on December 7, 2021

	2020*	2021	2022
Cellulosic biofuel (M GGE)	347	422	524
Growth		22%	24%

Strong pricing fundamentals including

- Significant year over year targets for cellulosic biofuels
- Strong anticipated cellulosic waiver credit values
- Higher commodity prices pushing D4/D5 values

Ruling further seeks comments on and consideration for carryforward RINs which is strongly supported by industry

*represents actual biofuels production





Who we are

Why RNG

What we can earn

RNG supply

RNG distribution

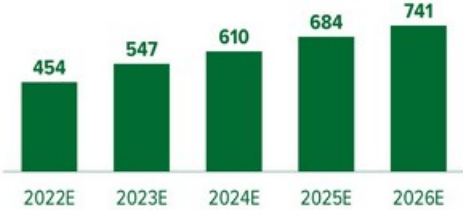
➔ **Financial summary**



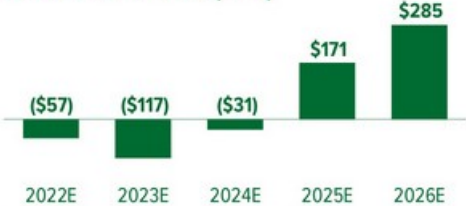
RNG drives increase volume, revenue and EBTIDA

- Delivery volumes increase at a 13% CAGR, while RNG supplied grows at 25%
- EBITDA increase driven by growth in distribution margin & RNG supply investment earnings

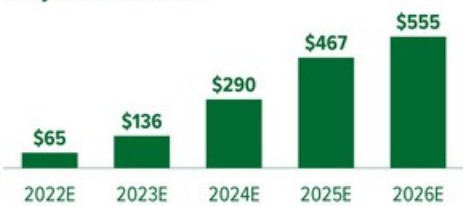
Volume
(GGEs, millions)



GAAP net income (loss)

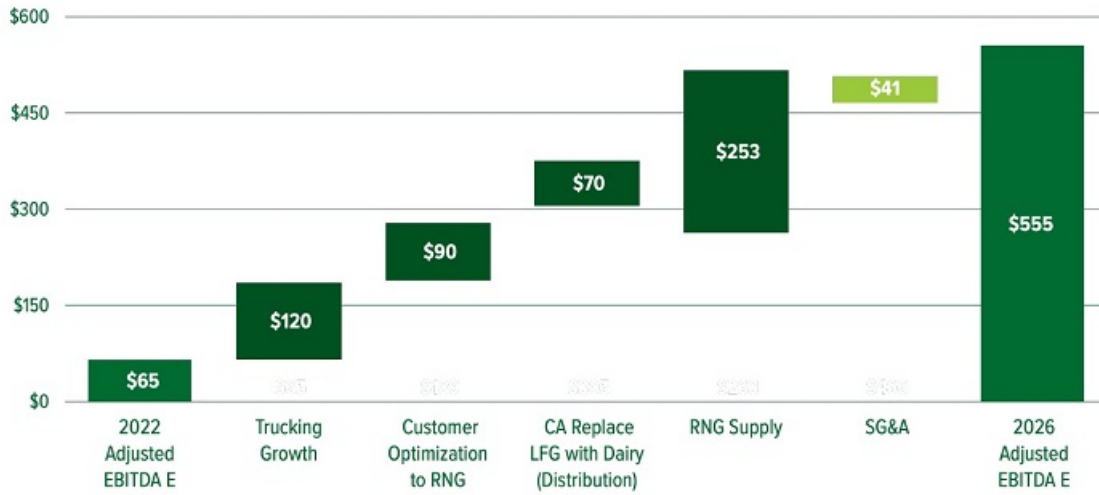


Adjusted EBITDA



See the Appendix for a reconciliation of Adjusted EBITDA.

Adjusted EBITDA bridge



Note: in millions
See the Appendix for a reconciliation of Adjusted EBITDA.



We turn sustainability goals into reality.

Thank you

Questions & Answers



Andrew J. Littlefair
President and CEO



Robert Vreeland
Chief Financial Officer



Will Flanagan
Vice President,
Strategic Development
RNG Investment



Conference ID: **3562397**

Participant toll-free
dial-in number: **(888) 985-1969**

Participant international
dial-in number: **(873) 415-0181**

Appendix



	2022E	2023E	2024E	2025E	2026E
Volumes (GGEs)	454	547	610	684	741
Revenues	\$444	\$580	\$724	\$855	\$983
SG&A	101	118	125	138	152
GAAP net income	(57)	(117)	(31)	171	285
Adjusted net income	8	9	114	276	355
Adjusted EBITDA	65	136	290	467	555
Cash flow from operations	57	75	127	169	239
Capex	(71)	(143)	(75)	(67)	(49)
Investments RNG supply JVs	(195)	(432)	(240)	(238)	(253)
Debt raise (reduction)	125	450	200	(125)	(125)
Ending cash and investments	\$144	\$80	\$137	\$88	\$138

Note: in millions

51

Adjusted EBITDA reconciliation



Adjusted EBITDA, which the Company presents as a non-GAAP measure of its performance, is defined as net income (loss) attributable to Clean Energy, plus (minus) income tax expense (benefit), plus interest expense, minus interest income, plus depreciation and amortization expense plus Amazon warrant charges, plus stock-based compensation expense, plus (minus) loss (income) from SAFE&CEC equity method investments, and plus (minus) any loss (gain) from

changes in the fair value of derivative instruments. The Company's management presents Adjusted EBITDA for the reasons discussed above in slide 5 of this presentation.

The table below shows Adjusted EBITDA and also reconciles this figure to GAAP net income (loss) attributable to Clean Energy:

	2022E	2023E	2024E	2025E	2026E
Net income (loss) attributable to Clean Energy Fuels Corp.	\$ (57)	\$ (117)	\$ (31)	\$ 171	\$ 285
Income tax expense	0	-	-	-	-
Interest expense	9	46	62	57	48
Interest income	(1)	(1)	(1)	(1)	(1)
Depreciation and amortization	49	66	70	74	76
Stock-based compensation	20	30	30	30	30
Amazon warrant charge	44	96	115	75	40
Depreciation and amortization at RNG JV included in equity earnings		17	45	61	77
Adjusted EBITDA Reconciliation (CLNE)	\$ 65	\$ 136	\$ 290	\$ 467	\$ 555

Note: in millions

52

Adjusted EBITDA reconciliation



	2022E	2023E	2024E	2025E	2026E
Net income (loss) attributed to Clean Energy Fuels Corp.	\$ (54)	\$ (93)	\$ (64)	\$ 9	\$ 112
Income tax expense	0	0	0	0	0
Interest expense	9	46	62	57	48
Interest income	(1)	(1)	(1)	(1)	(1)
Depreciation and amortization	49	66	70	74	76
Stock-based compensation	20	30	30	30	30
Amazon warrant charges	44	96	115	75	40
Adjusted EBITDA Reconciliation (Distribution)	\$ 68	\$ 145	\$ 213	\$ 244	\$ 305

	2022E	2023E	2024E	2025E	2026E
Net income (loss) attributed to Clean Energy Fuels Corp.	\$ (3)	\$ (25)	\$ 32	\$ 162	\$ 173
Depreciation and amortization	0	17	45	61	77
Adjusted EBITDA Reconciliation (RNG Supply)	\$ (3)	\$ (8)	\$ 77	\$ 223	\$ 250

Note: in millions

53

Adjusted net income (loss) reconciliation



Adjusted Net income (loss), which the Company presents as a non-GAAP measure of its performance, is defined as net income (loss) attributable to Clean Energy Fuels Corp., plus Amazon warrant charges, plus stock-based compensation expense, plus (minus) loss (income) from the SAFE&CEC S.r.l. equity method investment, and plus (minus) any loss (gain) from changes in the fair value of derivative instruments. The Company's management presents Adjusted Net Income (Loss) for the reasons discussed above in slide 5 of this presentation.

	2022E	2023E	2024E	2025E	2026E
Net income (loss) attributable to Clean Energy Fuels Corp.	\$ (57)	\$ (117)	\$ (31)	\$ 171	\$ 285
Amazon warrant charges	44	96	115	75	40
Stock-based compensation	20	30	30	30	30
Adjusted Net Income (Loss) (CLNE)	\$ 8	\$ 9	\$ 114	\$ 276	\$ 355

Note: in millions

54