
**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 20, 2023

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure of Director

TotalEnergies Marketing Services SAS (“TEMS”), a wholly owned subsidiary of TotalEnergies SE, has decided to replace Laurent Wolffsheim, one of its director designees, with Mr. Mathieu Soulas, as described below. As such, on September 20, 2023, Mr. Wolffsheim resigned from the board of directors (“Board”) of Clean Energy Fuels Corp. (the “Company”), effective immediately. Mr. Wolffsheim’s resignation was not due to any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

Appointment of New Director

On September 20, 2023, the Board filled the vacancy created by Mr. Wolffsheim’s resignation by appointing Mr. Soulas as a director of the Company, effective immediately. Mr. Soulas will not serve as a member of any committee of the Board.

Mr. Soulas has been appointed as a director of the Company pursuant to and in accordance with the director designation rights granted to TEMS in that certain Stock Purchase Agreement between the Company and TEMS, dated May 9, 2018, under which, among other things, TEMS purchased shares representing at the time 25% of the outstanding common stock of the Company, which represented the largest ownership position among shareholders of the Company. Such share purchase and the other transactions and relationships related thereto are described in further detail in Part II, Item 5 of the Company’s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission (“SEC”) on May 10, 2018, and in the Company’s Current Report on Form 8-K, filed with the SEC on June 13, 2018, and the agreements related to such transactions are filed or incorporated by reference as exhibits to such reports. All such descriptions and agreements are incorporated herein by reference.

Mr. Soulas, 53, has served as Senior Vice President New Mobility and Marketing of TEMS since July 2023. Before that, Mr. Soulas was Vice President Strategy & Supply of the Marketing Services Branch since September 2021. Prior to that, he served as the Senior Vice President Strategy & Climate from 2017 to 2019 and Executive Vice President for the geographic zone of the Indian Ocean and Vice President Supply and Logistic for Africa & Middle East from 2013 to 2017. Mr. Soulas is a graduate of France’s Ecole Polytechnique and IFP-EN Engineering schools.

Mr. Soulas has voluntarily waived his right to receive compensation for his services as a director of the Company. As a result, the Company will not compensate Mr. Soulas pursuant to the Company’s compensation arrangements for its other non-employee directors, but rather will only reimburse Mr. Soulas for his reasonable out-of-pocket expenses.

The Company has entered into an indemnification agreement with Mr. Soulas in the same form as the indemnification agreements the Company has entered into with its other directors, which form has been filed or incorporated by reference as Exhibit 10.4 to the Company’s Registration Statement on Form S-1, filed with the SEC on March 27, 2007. In general, the indemnification agreement provides for, among other things, indemnification of each such person by the Company to the fullest extent authorized or permitted by law, subject to certain limited exceptions.

Except as set forth above, there are no arrangements or understandings between Mr. Soulas and any other person pursuant to which Mr. Soulas was selected as a director of the Company, there are no family relationships between Mr. Soulas and any of the Company’s other directors or executive officers, and Mr. Soulas is not a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K promulgated by the SEC.

Item 7.01 Regulation FD Disclosure.

On September 21, 2023, the Company issued a press release announcing the changes to its Board described in Item 5.02 of this Current Report on Form 8-K. A copy of such press release is attached hereto as Exhibit 99.1.

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
<u>99.1</u>	<u>Press Release, dated September 21, 2023, issued by Clean Energy Fuels Corp.</u>
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: September 21, 2023

CLEAN ENERGY FUELS CORP.

By: /s/ Andrew J. Littlefair

Name: Andrew J. Littlefair

Title: President and Chief Executive Officer

Press Release

**Clean Energy Appoints Mathieu Soulas to Board of Directors**

NEWPORT BEACH, Calif. – September 21, 2023 – Clean Energy Fuels Corp. (Nasdaq: [CLNE](#)) announced today that Mathieu Soulas, Senior Vice President New Mobilities & Marketing at TotalEnergies, has been appointed to the Board of Directors effective immediately to replace Laurent Wolfsheim, who had served on the Board since October 2021.

“Mathieu brings a wealth of applicable experience to our conversations and decision-making process,” said Clean Energy Board of Directors Chairman Stephen Scully. “As one of the leaders in the energy transition towards a carbon neutral world, Mathieu will be a valuable voice with fresh insights.”

Mr. Soulas has served in a variety of positions at TotalEnergies including Senior Vice President Strategy & Climate from August 2019 to September 2021 and as Vice President in charge of the Lubricants Business Unit worldwide. In his current position, he serves as Senior Vice President New Mobility and Marketing, which regroups various Business Units including Electric Vehicles, Hydrogen and Gas.

“It’s an honor to join the board of our good partner, Clean Energy, which is making great strides in expanding into the production of renewable natural gas, partly through the joint venture between the two companies,” said Mr. Soulas. “I look forward to working alongside my fellow directors and the company management to expand the demand of this incredible fuel in the heavy-duty vehicle market and providing fleets with a low-carbon solution that addresses big climate issues.”

Mr. Soulas holds a graduate degree from France’s Ecole Polytechnique and IFP-EN Engineering schools.

About Clean Energy

Clean Energy Fuels Corp. is the country’s largest provider of the cleanest fuel for the transportation market. Our mission is to decarbonize transportation through the development and delivery of renewable natural gas (RNG), a sustainable fuel derived from organic waste. Clean Energy allows thousands of vehicles, from airport shuttles to city buses to waste and heavy-duty trucks, to reduce their amount of climate-harming greenhouse gas. We operate a vast network of fueling stations across the U.S. and Canada. Visit www.cleanenergyfuels.com and follow [@ce_renewables](#) on Twitter.

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