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

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**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**CLEAN ENERGY FUELS CORP.**  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

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

4675 MacArthur Court, Suite 800  
Newport Beach, CA 92660  
(Address, including zip code, of Principal Executive Offices)

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**Clean Energy Fuels Corp.**  
**Amended and Restated 2024 Performance Incentive Plan**  
(Full title of the plan)

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Andrew J. Littlefair  
President and Chief Executive Officer  
Clean Energy Fuels Corp.  
4675 MacArthur Court, Suite 800  
Newport Beach, CA 92660  
(949) 437-1000  
(Name, address and telephone number, including area code, of agent for service)

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**COPY TO:**

James W. Sytsma  
Vice President, General Counsel and Corporate Secretary  
Clean Energy Fuels Corp.  
4675 MacArthur Court, Suite 800  
Newport Beach, CA 92660  
(949) 437-1000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting company ☐

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 7(a)(2)(B) of the Securities Act. ☐

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## EXPLANATORY NOTE

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Clean Energy Fuels Corp. Amended and Restated 2024 Performance Incentive Plan (the “Plan”) and consists of only those items required by General Instruction E to Form S-8.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) promulgated under the Securities Act of 1933, as amended (the “Securities Act”).

**Item 1. Plan Information**

Not applicable.

**Item 2. Registrant Information and Employee Plan Annual Information**

Not applicable.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Certain Documents by Reference

The following documents of Clean Energy Fuels Corp. (the “Company” or “Registrant”) filed with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference:

- (a) [The Company’s Annual Report on Form 10-K for its fiscal year ended December 31, 2024, filed with the Commission on February 24, 2025 \(Commission File No. 001-33480\)](#);
- (b) The portions of the Company’s [Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 8, 2025](#), that are incorporated by reference in Part III of the Company’s [Annual Report on Form 10-K for its fiscal year ended December 31, 2024 \(Commission File No. 001-33480\)](#);
- (c) [The Company’s Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2025, filed with the Commission on May 8, 2025 \(Commission File No. 001-33480\)](#);
- (d) The Company’s [Current Reports on Form 8-K, filed with the Commission on March 27, 2025, Commission File No. 001-33480](#) and only as to the information “filed” with the Commission thereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and not as to information “furnished” thereunder); and
- (e) The description of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), contained in [Exhibit 4.3](#) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Commission on February 24, 2022 (Commission File No. 001-33480), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

The validity of the issuance of Common Stock registered hereby is passed on for the Company by James W. Sytsma. Mr. Sytsma is the Vice President, General Counsel and Corporate Secretary of the Company and is compensated by the Company as an employee. Mr. Sytsma owns or has the right to acquire an aggregate of less than 1% of the Company's Common Stock and is eligible to receive awards under the Plan.

**Item 6. Indemnification of Directors and Officers**

Our certificate of incorporation provides that a director of ours will not be liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director, except in certain cases where liability is mandated by the Delaware General Corporation Law (the "DGCL"). Our bylaws also provide for indemnification by us, to the fullest extent permitted by law, of any person made or threatened to be made a party to, or who is involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was our director or officer, or at our request, serves or served as a director or officer of any other enterprise, against all expenses, liabilities, losses and claims actually incurred or suffered by such person in connection with the action, suit or proceeding. Our bylaws also provide that, to the extent authorized from time to time by our board of directors, we may provide indemnification to any one or more employees and other agents of ours to the extent and effect determined by our board of directors to be appropriate and authorized by the DGCL. Our bylaws also permit us to purchase and maintain insurance for the foregoing, and we currently and expect to continue to maintain such insurance. In addition, our bylaws provide that the provisions thereof are not exclusive of other rights to which any person seeking indemnification may be entitled under any agreement, vote of stockholders or disinterested directors or applicable provisions of the DGCL, and we have entered into a contract with each of our directors and officers providing for indemnification of each such person by us to the full extent authorized or permitted by law, subject to certain limited exceptions. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 7. Exemption from Registration Claimed**

Not applicable.

**Item 8. Exhibits**

See the attached Exhibit Index at page 7, which is incorporated herein by reference.

**Item 9. Undertakings**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
<u>4</u>	<u><a href="#">Amended and Restated 2024 Performance Incentive Plan. (Filed as Annex A to the Company's Proxy Statement filed with the Commission pursuant to Section 14(a) of the Exchange Act on April 8, 2025 (Commission File No. 001-33480) and incorporated herein by this reference.)</a></u>
<u>5</u>	<u><a href="#">Opinion of Counsel (opinion re legality).</a></u>
<u>23.1</u>	<u><a href="#">Consent of KPMG LLP (consent of independent registered public accounting firm).</a></u>
<u>23.2</u>	<u><a href="#">Consent of Counsel (included in Exhibit 5).</a></u>
<u>24</u>	<u><a href="#">Power of Attorney (included in this Registration Statement under "Signatures").</a></u>
<u>107</u>	<u><a href="#">Filing Fee Table</a></u>

## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newport Beach, State of California, on May 23, 2025.

### CLEAN ENERGY FUELS CORP.

By: /s/ Andrew J. Littlefair  
Andrew J. Littlefair  
President and Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Andrew J. Littlefair and Robert M. Vreeland, and each of them, acting individually, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to execute for him or her and in his or her name, place, and stead, in any and all capacities, any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement as the attorney-in-fact and to file or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents and their substitutes, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Andrew J. Littlefair</u> Andrew J. Littlefair	President and Chief Executive Officer (Principal Executive Officer)	May 23, 2025
<u>/s/ Robert M. Vreeland</u> Robert M. Vreeland	Chief Financial Officer (Principal Financial and Principal Accounting Officer)	May 23, 2025
<u>/s/ Stephen A. Scully</u> Stephen A. Scully	Director	May 23, 2025
<u>/s/ Lizabeth Ardisana</u> Lizabeth Ardisana	Director	May 23, 2025
<u>/s/ Karine Boissy-Rousseau</u> Karine Boissy-Rousseau	Director	May 23, 2025
<u>/s/ Patrick J. Ford</u> Patrick J. Ford	Director	May 23, 2025
<u>/s/ Mathieu Soulas</u> Mathieu Soulas	Director	May 23, 2025
<u>/s/ Vincent C. Taormina</u> Vincent C. Taormina	Director	May 23, 2025





**James W. Sytsma**  
Vice President, General Counsel & Secretary

May 23, 2025

Re: Registration of Securities of Clean Energy Fuels Corp.

Ladies and Gentlemen:

In connection with the registration of up to 10,750,000 shares of Common Stock of Clean Energy Fuels Corp., a Delaware corporation (the "Company"), par value \$0.0001 per share (the "Shares"), under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission on or about the date hereof, such Shares to be issued or delivered pursuant to the Clean Energy Fuels Corp. Amended and Restated 2024 Performance Incentive Plan (the "Amended 2024 Plan"), you have requested my opinion set forth below.

In my capacity as counsel, I have examined originals or copies of those corporate and other records of the Company I considered appropriate.

On the basis of such examination and my consideration of those questions of law I considered relevant, and subject to the limitations and qualifications in this opinion, I am of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the Amended 2024 Plan and relevant agreements duly authorized by and in accordance with the terms of the Amended 2024 Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the Amended 2024 Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

I consent to your filing this opinion as an exhibit to the Registration Statement.

Respectfully submitted,

/s/ James W. Sytsma

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James W. Sytsma  
Vice President, General Counsel & Secretary

**Clean Energy**

4675 MacArthur Court, Suite 800  
Newport Beach, CA 92660  
949.437.1000

[CleanEnergyFuels.com](http://CleanEnergyFuels.com)

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**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our reports dated February 24, 2025, with respect to the consolidated financial statements and financial statement schedule II of Clean Energy Fuels Corp. and subsidiaries, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Irvine, California  
May 23, 2025

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## CALCULATION OF FILING FEE TABLE

**Form S-8**

(Form Type)

**Clean Energy Fuels Corp.**

(Exact Name of Registrant as Specified in its Charter)

**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value of \$0.0001 per share, issuable pursuant to the Registrant's Amended and Restated 2024 Performance Incentive Plan	Rule 457(c) and Rule 457(h)	10,750,000	\$1.98	\$21,285,000	0.00015310	\$3,258.73
<b>Total Offering Amounts</b>					\$21,285,000		<b>\$3,258.73</b>
<b>Total Fee Offsets</b>							<b>\$0</b>
<b>Net Fee Due</b>							<b>\$3,258.73</b>

(1) This Registration Statement covers, in addition to the number of shares of Clean Energy Fuels Corp., a Delaware corporation (the "Company" or the "Registrant"), common stock, par value \$0.0001 per share (the "Common Stock"), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Clean Energy Fuels Corp. Amended and Restated 2024 Performance Incentive Plan (the "Plan") as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends, recapitalizations or similar transactions.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Stock Market on May 19, 2025, in accordance with Rule 457(c) of the Securities Act.