
**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 18, 2018

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))

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.

Appointment of New Directors and Observer to the Audit Committee

Effective September 18, 2018, the board of directors (the “Board”) of Clean Energy Fuels Corp. (the “Company”) appointed Mr. Momar Nguer and Mr. Philippe Montantème as new directors of the Company. In addition, also effective September 18, 2018, the Board appointed Ms. Isabelle Gaildraud as an observer of the audit committee of the Board.

Messrs. Nguer and Montantème have been appointed as directors of the Company and Ms. Gaildraud has been appointed as an observer of the audit committee of the Board pursuant to the director and observer designation rights granted to Total Marketing Services S.A. (“TMS”), a wholly owned subsidiary of Total S.A. (“Total”), in the stock purchase agreement between the Company and TMS dated May 9, 2018, under which, among other things, TMS purchased 25.0% of the outstanding shares of the Company’s common stock and the largest ownership position 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. Nguer, 62, currently serves as President of TMS and as a member of the Executive Committee of the Total group of companies (referred to as the “Total Group”). Mr. Nguer began his career in 1982 in Hewlett Packard France’s Finance Department. He joined the Total Group in 1984, serving in various downstream positions. He was appointed Vice President, Marketing of the Total Group’s Senegal operations in 1985, and Vice President, Retail Network & Consumers of the Total Group’s Africa operations in 1991. Mr. Nguer became Chief Executive Officer of the Total Group’s marketing affiliate in Cameroun in 1995, and Chief Executive Officer of the Total Group’s marketing affiliate in Kenya in 1997. In 2000, he was appointed Executive Vice President, Total East Africa & Indian Ocean in the Total Group’s Refining & Marketing business. From 2007 to 2011, he served as Vice President, Aviation Fuel at Total Refining & Marketing, and from December 2011 to April 2016, he served as Senior Vice President, Africa and the Middle East at TMS. Mr. Nguer was appointed to his current positions with Total and TMS in April 2016. Mr. Nguer has also served as a member of the Total Group’s Performance Management Committee since January 2012, and Chairman of the Group Diversity Council since August 2015. Mr. Nguer received a Master in Public Law from the University of Paris and a MBA from ESSEC Business School.

Mr. Montantème, 58, currently serves as Senior Vice President, Strategy Marketing Research of TMS. Mr. Montantème joined the Total Group in 1984 and served in various operational positions in France and Africa. He joined the Strategy Development team of the Total Group in 1984, and became Head of Strategy for the Total Group’s downstream activities in Africa and the Middle East in 1996. From 1999 to 2004, Mr. Montantème occupied several positions in the Total Group’s Lubricants business unit, including Head of the Global Supply Chain. From 2005 to 2011, he served as Vice President of the Total Group’s Special Fluids business unit, and from 2011 to 2013, he returned to the Total Group’s Lubricants business unit to serve as Vice President. In July 2013, he was appointed to his current position with TMS. Mr. Montantème graduated as a Chemical Engineer from the École Nationale Supérieure de Chimie in Toulouse and also holds an MBA from the EM Lyon Business School.

Ms. Gaildraud currently serves as the Senior Vice President Corporate Affairs & Americas of TMS. She joined Total in 1986 in the Economic Studies Division and has served in various positions since that time. In 1989, she moved to the Holding Finance division where she spent almost 10 years in Financing and Budget reporting. She became Head of the Group Media Relations in 1997, and Senior Vice President Exploration & Production Human Resources & Communications and a member of the E&P Management Committee in 2008. Ms. Gaildraud was appointed to her current position with TMS in January 2017. Ms. Gaildraud graduated from ENSPM (Institut Français du Pétrole School) engineering school and holds a Masters in Pure Mathematics (University Pierre & Marie Curie) and a Doctorate in Economics.

Each of Messrs. Nguer and Montantème 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 these directors pursuant to its compensation arrangements for its other non-employee directors, but rather will only reimburse each such director for his reasonable out-of-pocket expenses. Ms. Gaildraud will not receive compensation in connection with her position as an observer of the audit committee of the Board.

The Company has entered into an indemnification agreement with each of Messrs. Nguer and Montantème in the same form as the indemnification agreements the Company has entered into with its other directors, which has been filed or incorporated by reference as Exhibit 10.4 to the Company's Annual Report on Form 10-K initially filed with the SEC on March 13, 2018. In general, these indemnification agreements provide for, among other things, indemnification of each such person by the Company to the full extent authorized or permitted by law, subject to certain limited exceptions.

Except as set forth above, there are no arrangements or understandings between Messrs. Nguer or Montantème and any other persons pursuant to which either of them was selected as a director of the Company, there are no family relationships between either of them and any of the Company's other directors or executive officers, and neither of them is a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission.

Director Retirement and Appointment of Director Emeritus

In addition, also effective September 18, 2018, T. Boone Pickens retired as a director of the Company (which was not a result of any disagreement with the Company on any matter relating to its operations, policies or practices). Prior to his retirement, Mr. Pickens, 90, served as a director of the Company since June 2001 and founded Pickens Fuel Corp., the Company's predecessor, in 1996.

Upon his retirement, the Board has designated Mr. Pickens to become Director Emeritus, an honorary position in recognition of his long-standing, loyal and dedicated services and singularly significant contributions to the Company. As Director Emeritus, Mr. Pickens will be invited to attend meetings of the Board, but will not be entitled to vote on any matter presented to the Board. Further, Mr. Pickens will not be an employee of the Company in his position as Director Emeritus. The Company has entered into an agreement with Mr. Pickens in connection with his Director Emeritus role that sets forth his and the Company's obligations and responsibilities relating to his new position, including, among other things, confirming Mr. Pickens' confidentiality obligations. Pursuant to the agreement and in consideration of the services to be provided by Mr. Pickens as Director Emeritus, the Company has agreed to compensate Mr. Pickens in a manner consistent with the Company's compensation arrangements for its non-employee directors as they may be amended from time to time. In general, these arrangements currently consist of annual cash compensation of \$60,000 and stock option, restricted stock or other equity awards granted from time to time at the discretion of the Board, and they are described in further detail in the Company's definitive proxy statement initially filed with the SEC on April 18, 2018.

Item 8.01 Other Events.

On September 20, 2018, 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 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release, dated September 20, 2018, issued by Clean Energy Fuels Corp.</u>

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 20, 2018

CLEAN ENERGY FUELS CORP.

By: /s/ Andrew J. Littlefair

Name: Andrew J. Littlefair

Title: President and Chief Executive Officer



**Clean Energy Adds Two Total S.A. Executives to Board of Directors;
Founder Boone Pickens to Become Director Emeritus**

NEWPORT BEACH, Calif. – September 20, 2018 – Clean Energy Fuels Corp. (Nasdaq: CLNE) today announced that it has added two senior executives from Total S.A. (CAC: TOTF. PA) to its Board of Directors. The appointment of Momar Nguer, President of Total Marketing Services S.A. (“TMS”), a wholly owned subsidiary of Total, and Philippe Montantème, Senior Vice President, Strategy Marketing Research of TMS, is effective immediately. Total, one of the largest energy companies in the world, purchased a 25% stake in Clean Energy through TMS in June of this year.

Clean Energy also announced that the co-founder of the company, T. Boone Pickens, notified the board that he has decided to retire as a director as part of his recent curtailment in his business activity. The board of directors voted to designate Mr. Pickens Director Emeritus, which will entitle him to attend future Board meetings.

“Clean Energy is incredibly fortunate to have had the entrepreneurial leadership for the last 23 years of one of history’s great wildcatters in Boone. His vision in the establishment of and continued contribution to Clean Energy and its successes is hard to measure,” said Andrew J. Littlefair, president and CEO of Clean Energy. “But as the company has moved into its own leadership position in the alternative fuel market, we will benefit greatly from the guidance and counsel of two seasoned executives of one of the world’s most visionary energy companies in Momar and Philippe.”

“There remains no greater believer in the potential of natural gas as a heavy-duty fuel than me,” said Pickens, who turned 90 earlier this year. “I’m grateful for the recognition Clean Energy has given me. This transition to Director Emeritus will allow me to more fully focus on recovering from some recent health setbacks. I plan on staying involved with the company. In stepping back a bit, I’m confident in the company’s great leadership and that its new partnership with Total will be pivotal to its long-term success.”

“As a global energy player, Total is particularly excited by the role natural gas is playing in transportation, particularly the heavy-duty market,” said Mr. Nguer. “Philippe and I look forward to working with our fellow Clean Energy Board members and its executive team to deepen the relationship so that we can leverage the strengths of the two companies to grow the natural gas fueling market.”

Mr. Nguer, 62, currently serves as President of TMS and as a member of the Executive Committee of the Total group of companies (referred to as the Total Group). He joined the Total Group in 1984, serving in various downstream positions. Mr. Nguer was appointed to his current positions with Total and TMS in April 2016. He has also served as a member of the Total Group's Performance Management Committee since January 2012, and Chairman of the Group Diversity Council since August 2015. Mr. Nguer received a Master in Public Law from the University of Paris and a MBA from ESSEC Business School.

Mr. Montantème, 58, currently serves as Senior Vice President, Strategy Marketing Research of TMS. He joined the Total Group in 1984 and served in various operational positions in France and Africa. In July 2013, he was appointed to his current position with TMS. He graduated as a Chemical Engineer from the École Nationale Supérieure de Chimie in Toulouse and also holds an MBA from the EM Lyon Business School.



Momar Nguer,
President of Total Marketing Services S.A. (TMS)



Philippe Montantème,
Senior Vice President, Strategy Marketing Research of TMS

About Clean Energy

Clean Energy Fuels Corp. is the leading provider of natural gas fuel and renewable natural gas (RNG) fuel for transportation in the United States and Canada, with a network of approximately 530 stations across

North America that we own or operate. We build and operate compressed natural gas (CNG) and liquefied natural gas stations (LNG) stations and deliver more CNG, LNG and RNG vehicle fuel than any other company in the United States. Clean Energy sells Redeem™ RNG fuel and believes it is the cleanest transportation fuel commercially available, reducing greenhouse gas emissions by up to 70%. Clean Energy owns natural gas liquification facilities in California and Texas which produces LNG for the transportation and other markets. For more information, visit www.CleanEnergyFuels.com.

Cautionary Note regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements about, among other things: the impact of the company's relationships with Total, including the director appointments described in this press release, on the company and its business; the company's leadership position in the alternative fuels market; the company's ability to achieve long-term success; the role of natural gas in the transportation market, particularly the heavy-duty market; the growth of the natural gas fueling market and the impact on this growth of the company's partnership with Total.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual achievements, performance or other events to be materially different from any future achievements, performance or other events expressed or implied by the forward-looking statements. Factors that might cause or contribute to such differences include, among others: future supply, demand, use and prices of crude oil, gasoline, diesel, natural gas, other vehicle fuels, and heavy-duty trucks and other vehicles and engines powered by these fuels, including overall levels of and volatility in these factors; the willingness of fleets and other consumers to adopt natural gas as a vehicle fuel, and the rate of any such adoption; the company's ability to execute its strategic initiatives related to the market for natural gas heavy-duty trucks, one of the Company's target customer markets, and the impact of these initiatives on company and its industry; 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 company's ability to execute and realize the intended benefits of any large or strategic measures, transactions or relationships, including, for example, the investment by Total in the company and the company's other relationships with this organization; the company's ability to accurately predict natural gas vehicle fuel demand in the geographic and customer markets in which it operates and effectively calibrate its strategies, timing and levels of investments to be consistent with this demand; the company's ability to manage and grow its RNG business; changes to federal, state or local greenhouse gas emissions regulations or other environmental regulations applicable to natural gas production, transportation or use, including regulations governing environmental, tax and other government programs and incentives that promote natural gas or other alternatives as a vehicle fuel; and general political, regulatory, economic, market and other conditions.

As a result of these and other potential risks and uncertainties, the forward-looking statements made in this press release should not be relied on or viewed as predictions of future events. All forward-looking statements in this press release are made only as of the date of this press release and, except as required by law, the company undertakes no obligation to update publicly any forward-looking statements for any reason, including to conform these statements to actual results or to changes in

expectations. Additionally, the reports and other documents the company files with the Securities and Exchange Commission (SEC), available at www.sec.gov, 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 press release.

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