
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): May 16, 2019

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))

| Title of each class | Trading symbol(s) | Name of each exchange on which registered |
|--------------------------------------------|-------------------|-------------------------------------------|
| Common stock, \$0.0001 par value per share | CLNE | Nasdaq Global Select Market |

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 5.07 Submission of Matters to a Vote of Security Holders.

On May 16, 2019, Clean Energy Fuels Corp. (the “Company”) held its Annual Meeting of stockholders (the “Annual Meeting”). Of the 204,650,402 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting, 193,509,637 shares were present at the Annual Meeting either in person or by proxy, constituting a quorum of 94.55%. The Company’s stockholders considered and voted on three proposals at the Annual Meeting, and cast their votes on each such proposal as set forth below.

Proposal 1: The holders of the Company’s common stock elected ten director nominees, each to serve as a director of the Company for a one-year term until the Company’s next annual meeting of stockholders and until a successor is duly elected and qualified or until his earlier resignation or removal. The results of the voting on Proposal 1 were as follows:

| Name of Director | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|----------------------|---------------------------|-----------------------------|
| Andrew J. Littlefair | 123,812,046 | 3,467,132 | 66,230,459 |
| Stephen A. Scully | 124,311,274 | 2,967,904 | 66,230,459 |
| John S. Herrington | 109,818,980 | 17,460,198 | 66,230,459 |
| James C. Miller III | 123,766,736 | 3,512,442 | 66,230,459 |
| James E. O’Connor | 114,547,655 | 12,731,523 | 66,230,459 |
| Philippe Montantème | 124,131,458 | 3,147,720 | 66,230,459 |
| Momar Nguer | 124,130,234 | 3,148,944 | 66,230,459 |
| Kenneth M. Socha | 114,266,441 | 13,012,737 | 66,230,459 |
| Vincent C. Taormina | 114,263,586 | 13,015,592 | 66,230,459 |
| Warren I. Mitchell | 123,406,334 | 3,872,844 | 66,230,459 |

Proposal 2: The holders of the Company’s common stock ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019. The results of the voting on Proposal 2 were as follows:

| | |
|-------------------|-------------|
| Votes For: | 187,639,272 |
| Votes Against: | 4,186,774 |
| Votes Abstained: | 1,683,591 |
| Broker Non-Votes: | — |

Proposal 3: The holders of the Company’s common stock approved, on an advisory, non-binding basis, the Company’s executive compensation. The results of the voting on Proposal 3 were as follows:

| | |
|-------------------|-------------|
| Votes For: | 122,073,583 |
| Votes Against: | 4,132,727 |
| Votes Abstained: | 1,072,868 |
| Broker Non-Votes: | 66,230,459 |

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.

CLEAN ENERGY FUELS CORP.

Date: May 17, 2019

By: /s/ Andrew J. Littlefair

Name: Andrew J. Littlefair

Title: President and Chief Executive Officer