

**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): **December 10, 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

Common stock, \$0.0001 par value per share

Trading symbol(s)

CLNE

Name of each exchange on which registered

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

Effective December 10, 2019, the board of directors (the “Board”) of Clean Energy Fuels Corp. (the “Company”), upon the recommendation of its nominating and corporate governance committee, appointed Ms. Lizabeth Ardisana as a new director of the Company. The Board has determined that Ms. Ardisana is an independent director within the meaning of applicable rules of the Nasdaq Stock Market.

Ms. Ardisana, 68, is the chief executive officer and the principal owner of the firm ASG Renaissance, LLC, which she founded in 1987. ASG Renaissance is a technical and communication services firm with more than 23 years of experience providing services to clients in the automotive, environmental, defense, construction, healthcare, banking, and education sectors. Ms. Ardisana and ASG Renaissance have, among other things, worked with Ford Motor Company and other vehicle manufacturers on their alternative fuel initiatives, including converting vehicles to natural gas. Ms. Ardisana is also chief executive officer of Performance Driven Workforce, LLC, a scheduling and staffing firm that was founded in 2015 and has since expanded into five states. As a Hispanic and female business owner, Ms. Ardisana is an active business and civic leader in Michigan. Ms. Ardisana has held numerous leadership positions in a variety of non-profit organizations, including the United Way for Southeastern Michigan (where she currently serves as chair), Skillman Foundation, CS Mott Foundation, Kettering University, Metropolitan Affairs Coalition and Focus: Hope. She was appointed by the governor of Michigan to the executive board of the Michigan Economic Development Corporation, and serves on its finance committee. Ms. Ardisana is also vice chair of the Wayne State University Physicians Group where she serves on the audit committee. She holds a bachelor’s degree in Mathematics and Computer Science from the University of Texas, a master’s degree in Mechanical Engineering from the University of Michigan and a master’s degree in Business Administration from the University of Detroit. Ms. Ardisana has been a member of the board of directors of Huntington Bancshares Inc. since 2016, was a member of the board of directors of Citizens Republic Bancorp, Inc. from 2004 to 2013, and was a member of the board of directors of FirstMerit Corporation from 2013 to 2016.

Ms. Ardisana’s compensation for her services as a director will be consistent with that of the Company’s other non-employee directors, as described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission (“SEC”) on April 5, 2019. Generally, this compensation consists of annual cash compensation of \$60,000 and equity awards of the types and in the amounts determined by the compensation committee of the Board on an annual basis and typically consisting of stock options, restricted stock units or a combination thereof. In addition, the Company has entered into an indemnification agreement with Ms. Ardisana 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 [2018 Annual Report on Form 10-K filed with the SEC on March 12, 2019](#). In general, the indemnification agreement provides for, among other things, indemnification of Ms. Ardisana by the Company to the full extent authorized or permitted by law, subject to certain limited exceptions.

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

Item 8.01 Other Events.

On December 10, 2019, the Company issued a press release announcing the appointment of Ms. Ardisana to its Board as described in Item 5.02 of this Current Report on Form 8-K. A copy of such press release is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated December 10, 2019, issued by Clean Energy Fuels Corp.

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: December 10, 2019

CLEAN ENERGY FUELS CORP.

By: /s/ Andrew J. Littlefair

Name: Andrew J. Littlefair

Title: President and Chief Executive Officer



PRESS RELEASE

Clean Energy Appoints Lizabeth Ardisana to Board of Directors

NEWPORT BEACH, Calif. — December 10, 2019 — Clean Energy Fuels Corp. (CLNE) (“Clean Energy” or the “company”) today announced that Lizabeth Ardisana has been appointed to its Board of Directors, effective immediately.

“As a highly respected and seasoned executive with valuable experience in the alternative fuels industry, we look forward to Lizabeth’s engagement and assistance in guiding our objectives,” said Clean Energy Board of Directors Chairman Stephen Scully. “We are fortunate to have her join us and I am confident that she is going to make an important and positive impact on our company.”

Ms. Ardisana, 68, is the chief executive officer and the principal owner of the firm ASG Renaissance, a technical and communication services firm, which she founded in 1987. In this capacity, she has worked with Ford Motor Company and other vehicle manufacturers on their alternative fuel initiatives, including converting vehicles to natural gas. She is also chief executive officer of Performance Driven Workforce, a scheduling and staffing firm that was founded in 2015 in Michigan and has since expanded into five states.

“I am excited about joining the Clean Energy Board of Directors and making a contribution to this impressive company,” stated Ms. Ardisana. “I look forward to working alongside my fellow directors and company management to advance natural gas as a clean, alternative transportation fuel.”

An active business and civic leader in Michigan, Ms. Ardisana has held numerous leadership positions in a variety of non-profit organizations, including the United Way for Southeastern Michigan (where she currently serves as chair). She holds a bachelor’s degree in Mathematics and Computer Science from the University of Texas, a master’s degree in Mechanical Engineering from the University of Michigan and a master’s degree in Business Administration from the University of Detroit.

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 540 stations across North America that it owns or operates. Clean Energy builds and operates compressed natural gas (CNG) and liquefied natural gas (LNG) stations and delivers 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 at least 70%. Clean Energy owns natural gas liquefaction facilities in California and Texas that produce LNG for the transportation and other markets. For more information, visit www.CleanEnergyFuels.com.

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Investor Contact:

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Forward-Looking Statements

This news release 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, Ms. Ardisana's directorship, the effect of her directorship on the company and its Board of Directors, and the company's ability to advance natural gas as an alternative vehicle fuel and achieve its other strategic objectives. 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 composition and effectiveness of the company's Board of Directors and the relationships among its members, the willingness of fleets and other consumers to adopt natural gas as a vehicle fuel and the factors that may influence such adoption, and the company's ability to capture a substantial share of the market for alternative vehicle fuels and vehicle fuels generally. The forward-looking statements made in this news release speak only as of the date of this news release 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 and other documents filed with the Securities and Exchange Commission (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 news release.
