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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

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)

Clean Energy Fuels Corp.
2022 Employee Stock Purchase Plan
(Full title of the plan)

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

Copy to:
Jim Sytsma
Vice President and General Counsel
Clean Energy Fuels Corp.
4675 MacArthur Court, Suite 800
Newport Beach, CA 92660
(949) 437-1000

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 of 1933, as amended (the "Securities Act").

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.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company 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, 2021, filed with the Commission on February 24, 2022 \(Commission File No. 001-33480\);](#)
- (b) The portions of the Company’s [Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 7, 2022](#), 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, 2021 \(Commission File No. 001-33480\)](#), as amended;
- (c) The Company’s Quarterly Reports on Form 10-Q for its fiscal quarters ended March 31, 2022, and June 30, 2022 filed with the Commission on [May 5, 2022](#), and [August 4, 2022](#), respectively (each, Commission File No. 001-35784);
- (d) [The Company’s Current Report on Form 8-K, filed with the Commission on May 23, 2022 \(Commission File No. 001-33480\); and](#)
- (e) The description of the Company’s Common Shares contained in its Registration Statement on [Form 8-A filed with the Commission on May 18, 2007](#) (Commission File No. 001-33480), as modified by the description of the Common Shares contained in [Exhibit 4.11](#) of the Company’s Annual Report on Form 10-K for its fiscal year ended December 31, 2019, filed with the Commission on March 10, 2020, 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 Securities Exchange Act of 1934, as amended (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

Not applicable.

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 U.S. Securities and Exchange 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 6, 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;

(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 information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission 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.

(h) 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 provisions described in Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Commission 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>Clean Energy Fuels Corp. 2022 Employee Stock Purchase 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 7, 2022 (Commission File No. 001-33480) and incorporated herein by this reference.)</u>
<u>5</u>	<u>Opinion of O'Melveny & Myers LLP (opinion re legality).</u>
<u>23.1</u>	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u>
<u>23.2</u>	<u>Consent of Counsel (included in Exhibit 5).</u>
<u>24</u>	<u>Power of Attorney (included in this Registration Statement under "Signatures").</u>
<u>107</u>	<u>Filing Fee Table.</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 August 4, 2022.

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 and without the other, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, 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 and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his 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, Chief Executive Officer and a Director <i>(Principal Executive Officer)</i>	August 4, 2022
<u>/s/ Robert M. Vreeland</u> Robert M. Vreeland	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 5, 2022
<u>/s/ Stephen A. Scully</u> Stephen A. Scully	Chairman of the Board and Director	August 4, 2022
<u>/s/ Lizabeth Ardisana</u> Lizabeth Ardisana	Director	August 4, 2022

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James C. Miller III</u> James C. Miller III	Director	August 4, 2022
<u>/s/ Lorraine A. Paskett</u> Lorraine A. Paskett	Director	August 4, 2022
<u>/s/ Karine Boissy-Rousseau</u> Karine Boissy-Rousseau	Director	August 5, 2022
<u>/s/ Kenneth M. Socha</u> Kenneth M. Socha	Director	August 5, 2022
<u>/s/ Vincent C. Taormina</u> Vincent C. Taormina	Director	August 4, 2022
<u>/s/ Parker A. Weil</u> Parker A. Weil	Director	August 5, 2022
<u>/s/ Laurent Wolfsheim</u> Laurent Wolfsheim	Director	August 5, 2022



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August 8, 2022

Clean Energy Fuels Corp.
4675 MacArthur Court, Suite 800
Newport Beach, California 92660

Re: ***Registration of Securities of Clean Energy Fuels Corp.***

Ladies and Gentlemen:

In connection with the registration of up to 2,500,000 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. 2022 Employee Stock Purchase Plan (the "Plan"), you have requested our opinion set forth below.

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

On the basis of such examination and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are 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 Plan and relevant agreements duly authorized by and in accordance with the terms of the Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the 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.

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

Respectfully submitted,

/s/ O'Melveny & Myers LLP

Austin • Century City • Dallas • Houston • Los Angeles • Newport Beach • New York • San Francisco • Silicon Valley • Washington, DC
Beijing • Brussels • Hong Kong • London • Seoul • Shanghai • Singapore • Tokyo

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use of our report dated February 24, 2022, with respect to the consolidated financial statements and financial statement schedule II of Clean Energy Fuels Corp., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Irvine, California
August 8, 2022

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(2)	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 \$0.0001 per share	Rule 457(a)(2,500,000	\$6.22	\$15,550,000	\$92.70 per \$1,000,000	\$1,441.49
Total Offering Amounts					\$15,550,000		\$1,441.49
Total Fee Offsets							\$0
Net Fee Due							\$1,441.49

(1) This Registration Statement covers, in addition to the number of Common Shares stated above, options and other rights to purchase or acquire the Common Shares covered by this Registration Statement and, pursuant to Rule 416 under 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. 2022 Employee Stock Purchase Plan as a result of one or more adjustments under the plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

(2) Pursuant to Securities Act Rules 457(c) and 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the registrant's common stock on August 1, 2022, as quoted on the Nasdaq Global Select Market.