SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
|---|---|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
TOTAL MARKETING SERVICES S.A.S.

(Last) (First) (Middle)
24 COURS MICHELET

(Street)
92800 PUTEAUX I0

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Clean Energy Fuels Corp. [ CLNE ]

3. Date of Earliest Transaction (Month/Day/Year)
06/11/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director X 10% Owner
Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/11/2021 | | S | | 65,905(1) | D | $10.8163(2) | 44,061,801 | D(4) | |
| Common Stock | 06/14/2021 | | S | | 730,000(1) | D | $11.6902(3) | 43,331,801 | D(4) | |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

1. Represents shares of common stock of the Issuer sold by TOTAL MARKETING SERVICES SAS under Rule 144 promulgated under the Securities Act of 1933, as amended.

2. These shares were sold in multiple transactions at prices ranging from $10.8000 to $11.0100, inclusive. The reporting person undertakes to provide to Clean Energy Fuels Corp., any security holder of Clean Energy Fuels Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold in each transaction.

3. These shares were sold in multiple transactions at prices ranging from $10.9400 to $12.550, inclusive. The reporting person undertakes to provide to Clean Energy Fuels Corp., any security holder of Clean Energy Fuels Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold in each transaction.

4. TOTAL MARKETING SERVICES SAS is a direct wholly owned subsidiary of TotalEnergies SE and, as a result, TotalEnergies SE may be deemed to be a beneficial owner of the securities held by TOTAL MARKETING SERVICES SAS.

**Remarks:**

/s/ Eric Le Bouvier, Authorized Signatory — 06/15/2021

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**