

Clean Energy Fuels Corp.  
Form 8-K  
September 11, 2013

**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 9, 2013**

**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, California**  
(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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01**                      **Other Events.**

On September 9, 2013, Clean Energy Fuels Corp., (the Company ) issued a press release announcing its intention to offer \$200 million aggregate principal amount of Convertible Senior Notes due 2018 (the Notes ) in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

On September 10, 2013, the Company issued a press release announcing the pricing of its private offering of \$220 million aggregate principal amount of the Notes, representing an increase in the size of the offering from the previously announced \$200 million aggregate principal amount, and its grant to the initial purchasers of an option to purchase an additional \$30 million aggregate principal amount of the Notes. A copy of the press release is filed as Exhibit 99.2 to this report and is incorporated herein by reference.

The above is neither an offer to sell nor a solicitation of an offer to buy any of the securities described, and shall not constitute an offer, solicitation, or sale in any jurisdiction in which such offer, solicitation, or sale is unlawful.

**Item 9.01**                      **Financial Statements and Exhibits.**

(d)                      Exhibits.

<b>Exhibit</b>		<b>Description</b>
99.1	Press Release dated September 9, 2013.	
99.2	Press Release dated September 10, 2013.	

**SIGNATURES**

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 10, 2013

**Clean Energy Fuels Corp.**

By: /s/ Richard R. Wheeler  
Name: Richard R. Wheeler  
Title: Chief Financial Officer