

Clean Energy Fuels Corp.
Form 8-K
December 17, 2010

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 15, 2010**

CLEAN ENERGY FUELS CORP.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33480
(Commission
File Number)

33-0968580
(I.R.S. Employer
Identification No.)

3020 Old Ranch Parkway, Suite 400, Seal Beach, California
(Address of Principal Executive Offices)

90740
(Zip Code)

Registrant's telephone number, including area code: **(562) 493-2804**

Not Applicable

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(Former Name or Former Address, if Changed Since Last Report)

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))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

As previously disclosed, on December 3, 2010, our wholly owned subsidiary, Clean Energy, entered into a Securities Purchase Agreement (the Agreement) with Wyoming Northstar Incorporated, a Wyoming corporation, Southstar LLC, a Wyoming limited liability company, M&S Rental, LLC, a Wyoming limited liability company (collectively the Companies) and the owners of the Companies (the Sellers). The Companies are primarily engaged in the business of providing, manufacturing, constructing and servicing LNG and LCNG fueling facilities. Under the terms of the Agreement, Clean Energy agreed to purchase all of the issued and outstanding capital stock, membership interests and equity or other similar interests of the Companies (collectively the Shares)

On December 15, 2010, Clean Energy completed its purchase of the Shares. Pursuant to the Agreement, the Sellers received approximately \$7.4 million in cash at closing. In addition, Clean Energy will pay the Sellers \$700,000 on each yearly anniversary of the closing date beginning in 2011 and ending in 2015 (for an aggregate of \$3.5 million). Further, Clean Energy will pay retention bonuses, not to exceed \$4.0 million in the aggregate, to certain employees of the Companies over the four-year period following the closing date.

The Agreement also provides that the Sellers will, subject to certain limitations, indemnify Clean Energy for damages and losses incurred or suffered by Clean Energy as a result of, among other things, breaches of Sellers and the Companies representations, warranties and covenants contained in the Agreement.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by the Securities Purchase Agreement attached as Exhibit 2.7 to this Current Report on Form 8-K and incorporated herein by reference.

The Agreement has been included to provide investors with information regarding its terms. It is not intended to provide any other factual information about Clean Energy, the Companies or the Sellers. The Agreement contains representations and warranties that Clean Energy, on the one hand, and the Sellers and the Companies, on the other hand, made to each other. The assertions embodied in those representations and warranties are qualified by information in confidential disclosure schedules that the parties have exchanged in connection with signing the Agreement. The disclosure schedules contain information that modifies, qualifies and creates exceptions to the representations and warranties set forth in the Agreement. Accordingly, investors should not rely on the representations and warranties as characterizations of the actual state of facts at the time they were made or otherwise.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| Exhibit | Description |
|----------------|--|
| 2.7 | Securities Purchase Agreement, dated December 3, 2010, among Clean Energy, a California corporation, Wyoming Northstar Incorporated, a Wyoming corporation, Southstar LLC, a Wyoming limited liability company, M&S Rental, LLC, a Wyoming limited liability company, and the Sellers listed on Schedule I thereto (filed as Exhibit 2.7 to Form 8-K, as filed with the Securities and Exchange Commission on December 8, 2010, and incorporated herein by reference). |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CLEAN ENERGY FUELS CORP

Dated: December 17, 2010

By:

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

EXHIBIT INDEX

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