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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Form S-3

### REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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## 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.)

**3020 Old Ranch Parkway, Suite 400  
Seal Beach, California 90740  
(562) 493-2804**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Andrew J. Littlefair  
President and Chief Executive Officer  
Clean Energy Fuel Corp.  
3020 Old Ranch Parkway, Suite 400  
Seal Beach, California 90740  
(562) 493-2804**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Bruce A. Mann, Esq.  
Andrew D. Thorpe, Esq.  
Morrison & Foerster LLP  
425 Market Street  
San Francisco, CA 94105  
Telephone: (415) 268-7000  
Fax: (415) 268-7522**

**Approximate date of commencement of proposed sale to the public:**

As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-152306

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting

Accelerated filer

Smaller reporting company

## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Common Stock, par value \$0.0001 per share (1)		\$ 8,024,690	\$ 448(3)
(1) Pursuant to Rule 416 under the Securities Act, the shares being registered hereunder include such indeterminate number of shares of common stock as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.			
(2) Calculated pursuant to Rule 457(o) under the Securities Act.			
(3) No payment of registration fee is being transmitted in connection with the filing of this Registration Statement. Rather, \$448 of the registration fee for this Registration Statement is being offset, pursuant to Rule 457(p) under the Securities Act, by the registration fees paid in connection with unsold securities registered by the Registrant under Registration Statement No. 333-137124 (initially filed on September 6, 2006).			

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933.**

## EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV of Form S-3.

This Registration Statement relates to the shelf registration statement on Form S-3 (File Number 333-152306) (the "Prior Registration Statement") declared effective on July 29, 2008 by the Commission, and is being filed for the purpose of registering up to \$8,024,690 additional aggregate dollar amount of shares of the Registrant's Common Stock, par value \$0.0001 per share. The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Prior Registration Statement, including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto. The required opinions and consents are listed on the Exhibit Index attached to and filed with this Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seal Beach, State of California, on this 26th day of June, 2009.

## CLEAN ENERGY FUELS CORP.

By: /s/ RICHARD R. WHEELER  
Richard R. Wheeler  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

NAME	TITLE	DATE
*** Andrew J. Littlefair	Director, Chief Executive Officer and President ( <b>Principal Executive Officer</b> )	June 26, 2009
/s/ RICHARD R. WHEELER Richard R. Wheeler	Chief Financial Officer ( <b>Principal Financial Officer</b> and <b>Principal Accounting Officer</b> )	June 26, 2009
*** Warren I. Mitchell	Director and Chairman of the Board	June 26, 2009
*** John S. Herrington	Director	June 26, 2009
*** James C. Miller III	Director	June 26, 2009
***	Director	June 26, 2009

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Kenneth M. Socha

Director

June 26, 2009

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Vincent C. Taormina

Director

June 26, 2009

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By: /s/ RICHARD R. WHEELER

Richard R. Wheeler

*Attorney-in-Fact*

June 26, 2009

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of the Document</b>
5.1	Opinion of Morrison & Foerster LLP
23.1	Consent of Independent Registered Public Accounting Firm KPMG LLP
23.2	Consent of Morrison & Foerster LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

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\* Previously filed as Exhibit 24.1 to the Registration Statement on Form S-3 (File No. 333-152306), which was declared effective by the Securities and Exchange Commission on July 29, 2008, and incorporated by reference herein.



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MORRISON & FOERSTER LLP

NEW YORK, SAN FRANCISCO,  
LOS ANGELES, PALO ALTO,  
SAN DIEGO, WASHINGTON, D.C.

DENVER, NORTHERN VIRGINIA,  
SACRAMENTO, WALNUT CREEK

TOKYO, LONDON, BEIJING,  
SHANGHAI, HONG KONG,  
SINGAPORE, BRUSSELS

June 25, 2009

Clean Energy Fuels Corp.  
3020 Old Ranch Parkway, Suite 400  
Seal Beach, CA 90740

Re: 966,830 Shares of Common Stock of Clean Energy Fuels Corp.

Ladies and Gentlemen:

This opinion is furnished to Clean Energy Fuels Corp., a Delaware Corporation (the "Company"), in connection with the filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-3 (the "Additional Registration Statement") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Act"), relating to an aggregate of up to \$8,024,690 of shares of the Company's common stock, par value \$0.0001 per share, which at an offering price of \$8.30 per share constitutes 966,830 shares (the "Shares"). The Additional Registration Statement incorporates by reference the Registration Statement on Form S-3 (File No. 333-152306) (the "Original Registration Statement") originally filed with the Commission on July 11, 2008 and the related prospectus included therein (the "Prospectus"). All of the Shares are to be sold by the Company as described in the Original Registration Statement, the Prospectus, and the prospectus supplement to be filed with the Commission pursuant to Rule 424(b) promulgated under the Act (the "Prospectus Supplement").

In connection with this opinion, we have examined the Company's Restated Certificate of Incorporation, and the Company's By-laws, both as currently in effect, such other records of the corporate proceedings of the Company and certificates of the Company's officers as we have deemed relevant, the Additional Registration Statement, the Original Registration Statement, the Prospectus and the Prospectus Supplement. In addition, we have examined such records, documents, certificates of public officials and the Company, made such inquiries of officials of the Company and considered such questions of law as we have deemed necessary for the purpose of rendering the opinion set forth herein. In such examination, we have assumed the genuineness of all signatures and the authenticity of all items submitted to us as originals and the conformity with originals of all items submitted to us as copies.

Based upon, subject to and limited by the foregoing, we are of the opinion that the Shares have been duly and validly authorized and upon issuance, delivery and payment therefor in the manner contemplated by the Original Registration Statement, the Prospectus and the Prospectus Supplement, will be validly issued, fully paid and nonassessable.

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We express no opinion as to matters governed by any laws other than the Delaware General Corporation Law in effect on the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Additional Registration Statement and to reference to us under the caption "Legal Matters" in the Prospectus Supplement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Morrison & Foerster LLP

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**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Clean Energy Fuels Corp.:

We consent to the use of our report dated March 13, 2009, with respect to the consolidated balance sheets of Clean Energy Fuels Corp. and subsidiaries as of December 31, 2007 and 2008, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2008, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2008, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

Our report dated March 13, 2009 refers to a change in the method of accounting for uncertain tax positions.

/s/ KPMG LLP

Los Angeles, California  
June 25, 2009

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