

**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): **July 10, 2012**

**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.)

**3020 Old Ranch Parkway, Suite 400 Seal Beach,**

**California**

(Address of Principal Executive Offices)

**90740**

Zip Code

**(562) 493-2804**

(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):

- 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 1.01 Entry into a Material Definitive Agreement.**

As previously disclosed on a Form 8-K filed on July 11, 2011 (the "Initial 8-K"), Clean Energy Fuels Corp. (the "Company") entered into a Loan Agreement dated July 11, 2011 (the "Agreement") with Chesapeake NG Ventures Corporation ("Chesapeake"), an indirect wholly owned subsidiary of Chesapeake Energy Corporation, whereby Chesapeake agreed to purchase from the Company up to \$150 million aggregate principal amount of debt securities for the development, construction and operation of liquefied natural gas stations (the "Financing") pursuant to the issuance of three convertible promissory notes, each having a principal amount of \$50 million (each a "Note" and collectively the "Notes"). Chesapeake Energy Corporation guaranteed Chesapeake's commitment to purchase the Notes under the Agreement.

The first Note was issued on July 11, 2011, the second Note was issued on July 10, 2012, and the Company expects to issue the third Note on or about June 28, 2013. The Notes bear interest at the rate of 7.5% per annum (payable quarterly, in arrears, on March 31, June 30, September 30 and December 31 of each year) and are convertible at Chesapeake's option into shares of the Company's common stock (the "Shares") at a conversion price of \$15.80 per share (the "Conversion Price"). Subject to certain restrictions, the Company can force conversion of each Note into Shares if, following the second anniversary of the issuance of a Note, the Shares trade at a 40% premium to the Conversion Price for at least twenty trading days in any consecutive thirty trading day period. The entire principal balance of each Note is due and payable seven years following its issuance, and the Company may repay each Note in Shares or cash. The Agreement restricts the use of the Financing proceeds to financing the development, construction and operation of liquefied natural gas stations and payment of certain related expenses. The Agreement also provides for customary events of default which, if any of them occurs, would permit or require the principal of and accrued interest on the Notes to become or to be declared due and payable.

The sale of the Notes and the Shares issuable upon conversion of the Notes has not been registered under the Securities Act of 1933, as amended (the "Securities Act"). The Notes and the Shares issuable upon conversion of the Notes were and will be sold in reliance upon exemptions from registration under Section 4(2) of the Securities Act. The Notes and the Shares issuable upon conversion of the Notes may not be offered or sold in the United States absent registration under or exemption from the Securities Act and any applicable state securities laws. Chesapeake represented that it is an accredited investor as defined in the rules and regulations under the Securities Act and that it was acquiring the Notes and the Shares issuable upon conversion of the Notes for investment only and not with a view towards, or for resale in connection with, the public sale or distribution thereof.

The form of Note and the Agreement were filed as Exhibits 4.6 and 10.58, respectively, to the Initial 8-K and are incorporated herein by reference. The foregoing description of the Financing, Notes and Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Note and Agreement.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

**Item 3.02 Unregistered Sales of Equity Securities**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02.

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
4.6	Form of Convertible Promissory Note (filed as Exhibit 4.6 to Form 8-K, as filed with the Securities and Exchange Commission on July 11, 2011, and incorporated herein by reference).
10.58	Loan Agreement, dated July 11, 2011, between Clean Energy Fuels Corp., Chesapeake NG Ventures Corporation and Chesapeake Energy Corporation (filed as Exhibit 10.58 to Form 8-K, as filed with the Securities and Exchange Commission on July 11, 2011, and incorporated herein by reference).

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**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: July 10, 2012

**Clean Energy Fuels Corp.**

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

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