

Clean Energy Fuels Corp.  
Form 8-K  
December 22, 2016

**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 22, 2016**

**CLEAN ENERGY FUELS CORP.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**4675 MacArthur Court, Suite 800**

**001-33480**  
**(Commission**

**File Number)**

**33-0968580**  
**(IRS Employer**

**Identification No.)**

**92660**

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**Newport Beach, CA**  
**(Address of Principal Executive Offices)**  
**(949) 437-1000**

**Zip Code**

**(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))

**Item 8.01. Other Events.**

On December 22, 2016, Clean Energy Fuels Corp. (the Company) purchased \$50.0 million in face amount of its outstanding 5.25% Convertible Senior Notes due 2018 (the 5.25% Notes) in the open market for a purchase price of \$42.75 million. Since January 1, 2016, the Company has purchased \$114.6 million in aggregate principal amount of 5.25% Notes for an aggregate of \$84.3 million in cash, plus payment of accrued and unpaid interest thereon. Additionally, pursuant to a privately negotiated exchange agreement with certain holders of the 5.25% Notes, during 2016 the Company has issued an aggregate of 6,265,829 shares of common stock in exchange for an aggregate principal amount of \$25.0 million of 5.25% Notes held by such holders.

**SIGNATURE**

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: December 22, 2016

**Clean Energy Fuels Corp.**

By: /s/ Andrew J. Littlefair

Name: Andrew J. Littlefair

Title: President and Chief Executive Officer