

Clean Energy Fuels Corp.  
Form 8-K  
January 31, 2011

**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): **January 31, 2011**

**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**

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

## Edgar Filing: Clean Energy Fuels Corp. - Form 8-K

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 8.01 Other Events.**

As previously disclosed, on September 7, 2010, we acquired the advanced natural gas fueling compressor and related equipment manufacturing and servicing business of I.M.W. Industries Ltd. ( IMW ). In connection with the foregoing acquisition, on January 31, 2011 we delivered to IMW s shareholders \$5.0 million in cash and 601,926 shares of our common stock (the Shares ).

The opinion of counsel regarding the validity of the Shares is filed as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 5.1            | Opinion of Morrison & Foerster LLP.                          |
| 23.1           | Consent of Morrison Foerster LLP (contained in Exhibit 5.1). |

**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: January 31, 2011

By:

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

EXHIBIT INDEX

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