

Clean Energy Fuels Corp.
Form 8-K
October 23, 2007

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): **October 17, 2007**

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 200
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))

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o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On October 17, 2007, Clean Energy, a wholly owned subsidiary of Registrant, entered into a LNG Sales Agreement with Spectrum Energy Services, LLC, an Alaska limited liability company (SES), pursuant to which Clean Energy has agreed to purchase, on a take or pay basis over a term of 10 years, a minimum of 45,000 gallons per day of liquefied natural gas from a plant to be constructed by SES in Arizona.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The SES LNG Sales Agreement will be an exhibit to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.

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: October 23, 2007

Clean Energy Fuels Corp.

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