

Clean Energy Fuels Corp.
Form 8-K
May 27, 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): **May 25, 2011**

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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07.

Submission of Matters to a Vote of Security Holders.

Clean Energy Fuels Corp. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting) on May 25, 2011 in Newport Beach, California. Of the 70,259,142 shares of common stock outstanding and entitled to vote at the Annual Meeting, 58,872,158 shares were present at the Annual Meeting either in person or by proxy, constituting a quorum of 83.79%. The Company's stockholders considered and voted on the following six proposals at the Annual Meeting:

(i) The holders of the Company's common stock elected seven nominees to serve as directors for a term of one year, ending at the time of the next Annual Meeting of Stockholders in 2012 (or until a successor is duly elected) pursuant to the Company's By-Laws and the applicable laws of the state of Delaware:

| Name of Director | VOTES FOR | VOTES WITHHELD | BROKER NON-VOTES |
|-------------------------|------------------|-----------------------|-------------------------|
| Andrew J. Littlefair | 37,052,963 | 236,197 | 21,582,998 |
| Warren I. Mitchell | 34,137,685 | 3,151,475 | 21,582,998 |
| John S. Herrington | 34,083,032 | 3,206,128 | 21,582,998 |
| James C. Miller III | 37,055,069 | 234,091 | 21,582,998 |
| Boone Pickens | 37,070,947 | 218,213 | 21,582,998 |
| Kenneth M. Socha | 34,094,072 | 3,195,088 | 21,582,998 |
| Vincent C. Taormina | 37,004,319 | 284,841 | 21,582,998 |

(ii) The holders of the Company's common stock ratified the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2011.

The results of the voting were as follows:

| | |
|------------------|------------|
| VOTES FOR: | 58,584,664 |
| VOTES AGAINST: | 179,821 |
| VOTES ABSTAINED: | 107,673 |

(iii) The holders of the Company's common stock approved, on an advisory basis, the Company's executive compensation.

The results of the voting were as follows:

| | |
|-------------------|------------|
| VOTES FOR: | 36,564,317 |
| VOTES AGAINST: | 587,847 |
| VOTES ABSTAINED: | 116,996 |
| BROKER NON-VOTES: | 21,582,998 |

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(iv) The holders of the Company's common stock determined, on an advisory basis, that such holders preferred frequency of an advisory vote on the Company's executive compensation is every two years.

The results of the voting were as follows:

| | |
|-------------------|------------|
| ONE YEAR | 11,556,584 |
| TWO YEARS | 24,207,482 |
| THREE YEARS | 1,443,946 |
| VOTES ABSTAINED: | 81,148 |
| BROKER NON-VOTES: | 21,582,998 |

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(v) The holders of the Company's common stock approved an amendment to the Company's Amended and Restated 2006 Stock Incentive Plan (2006 Plan) to increase the aggregate number of shares available under the 2006 Plan by 3,000,000.

The results of the voting were as follows:

| | |
|-------------------|------------|
| VOTES FOR: | 26,197,566 |
| VOTES AGAINST: | 10,964,173 |
| VOTES ABSTAINED: | 127,421 |
| BROKER NON-VOTES: | 21,582,998 |

(vi) The holders of the Company's common stock approved an amendment to the Warrant to Purchase Common Shares of Clean Energy Fuels Corp., dated December 28, 2006 (the Warrant), to provide Mr. Boone Pickens, the Warrant holder, with an incentive to exercise a portion of the Warrant prior to December 28, 2011, the current expiration date of the Warrant.

The results of the voting were as follows:

| | |
|-------------------|------------|
| VOTES FOR: | 36,239,731 |
| VOTES AGAINST: | 827,528 |
| VOTES ABSTAINED: | 221,901 |
| BROKER NON-VOTES: | 21,582,998 |

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: May 27, 2011

Clean Energy Fuels Corp.

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