

Clean Energy Fuels Corp.  
 Form 3  
 May 01, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |                                      |   |  |
|---|---------|----------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                              |  |
| Â CHESAPEAKE ENERGY CORP                  |         |          | (Month/Day/Year)                     | Clean Energy Fuels Corp. [CLNE]   |  |
| (Last)                                    | (First) | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| 6100 N. WESTERN AVENUE                    |         |          |                                      | (Check all applicable)  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |          |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| OKLAHOMA                                  |         |          |                                      | <input type="checkbox"/> Officer <input type="checkbox"/> Other                 | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| CITY,Â OKÂ 73118                          |         |          |                                      | (give title below) (specify below)  |  |
| (City)                                    | (State) | (Zip)    |                                      |   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,000,000   | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  |  | Title   |  |  |   |

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|                                   | Date Exercisable | Expiration Date |              | Amount or Number of Shares |  | or Indirect (I) (Instr. 5) |   |
|-----------------------------------|------------------|-----------------|--------------|----------------------------|--|----------------------------|---|
| 7.5% Convertible Promissory Notes | Â (1)            | Â (2)           | Common Stock | 9,553,224 \$ 15.8          |  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CHESAPEAKE ENERGY CORP<br>6100 N. WESTERN AVENUE<br>OKLAHOMA CITY, OK 73118 | Â             | Â X       | Â       | Â     |

## Signatures

Jennifer M. Grigsby, Sr. Vice President - Treasurer and Corporate Secretary

05/01/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On July 11, 2011, Chesapeake NG Ventures Corporation ("Chesapeake"), an indirect wholly owned subsidiary of Chesapeake Energy Corporation, entered into a Loan Agreement (the "Agreement") with Clean Energy Fuels Corp. (the "Company"), whereby Chesapeake agreed to purchase from the Company up to \$150 million aggregate principal amount of debt securities pursuant to the issuance of three \$50,000,000 principal amount convertible promissory notes (each a "Note"). The first two Notes were issued on July 11, 2011 and July 10, 2012, respectively, and Chesapeake has agreed to purchase the third Note on June 28, 2013. The Notes are convertible into Common Stock of the Company ("Common Stock") at Chesapeake's option upon issuance and, therefore, Chesapeake is deemed to beneficially own the underlying Common Stock as of April 29, 2013.

(2) Subject to certain restrictions the Company can force conversion of each Note into Common Stock if, following the second anniversary of the issuance of a Note, the Common Stock trades at a 40% premium to the conversion price, as defined in the Agreement, 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 Common Stock or cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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