

Clean Energy Fuels Corp.
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

Clean Energy Fuels Corp.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

184499101

(CUSIP Number)

August 27, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

“ Rule 13d-1(c)

“ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 184499101

1. Names of Reporting Persons

I.R.S. Identification No. Of Above Persons (Entities Only)

Green Energy Investment Holdings LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 5,063,292 shares of Common Stock (1)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With

5,063,292 shares of Common Stock (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,063,292 shares of Common Stock (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

11. Percent of Class Represented by Amount in Row (9)

5.7% beneficial ownership of the Common Stock based on 89,358,397 shares of Common Stock outstanding as reported in the Issuer's 10-Q filed with the Securities and Exchange Commission on November 7, 2013

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

(1) Represents the aggregate number of shares into which the Convertible Promissory Notes may be converted.

CUSIP No. 184499101

1. Names of Reporting Persons

I.R.S. Identification No. Of Above Persons (Entities Only)

Green Equity Investors VI, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

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Delaware

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Number of

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CUSIP No. 184499101

1. Names of Reporting Persons

I.R.S. Identification No. Of Above Persons (Entities Only)

Green Equity Investors Side VI, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

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4. Citizenship or Place of Organization

Delaware

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Number of

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CUSIP No. 184499101

1. Names of Reporting Persons

I.R.S. Identification No. Of Above Persons (Entities Only)

LGP Associates VI-A LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

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Delaware

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Number of

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LGP Associates VI-B LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

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CUSIP No. 184499101

1. Names of Reporting Persons

I.R.S. Identification No. Of Above Persons (Entities Only)

GEI Capital VI, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

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CUSIP No. 184499101

1. Names of Reporting Persons

I.R.S. Identification No. Of Above Persons (Entities Only)

Green VI Holdings, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

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CUSIP No. 184499101

1. Names of Reporting Persons

I.R.S. Identification No. Of Above Persons (Entities Only)

Leonard Green & Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

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CUSIP No. 184499101

1. Names of Reporting Persons

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LGP Management, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

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4. Citizenship or Place of Organization

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12. Type of Reporting Person (See Instructions)

CO

(1) Represents the aggregate number of shares into which the Convertible Promissory Notes may be converted.

Item 1.

- (a) Name of Issuer Clean Energy Fuels Corp. (**Issuer**)
- (b) Address of Issuer's Principal Executive Offices

3020 Old Ranch Parkway, Suite 400, Seal Beach CA 90740

Item 2.

- (a) Name of Person(s) Filing
 - A. GreenEnergy Investment Holdings LLC
 - B. GreenEquity Investors VI, L.P.
 - C. GreenEquity Investors Side VI, L.P.
 - D. LGP Associates VI-A LLC
 - E. LGP Associates VI-B LLC
 - F. GEI Capital VI, LLC
 - G. GreenVI Holdings, LLC
 - H. LeonardGreen & Partners, L.P.
 - I. LGP Management, Inc.

Green Equity Investors VI, L.P., a Delaware limited partnership (**GEI VI**), Green Equity Investors Side VI, L.P., a Delaware limited partnership (**GEI Side VI**), LGP Associates VI-A LLC, a Delaware limited liability company (**Sidecar VI-A**) and LGP Associates VI-B LLC, a Delaware limited liability company (**Sidecar VI-B**, and together with Sidecar VI-A, the **Sidecars**) are Members of Green Energy Investment Holdings LLC, a Delaware limited liability company (**GEIH**). GEI VI's principal business is to pursue investments, and GEI Side VI is an affiliated fund of GEI VI. The Sidecars' principal business is to hold equity interests of certain companies acquired in parallel with GEI VI and GEI Side VI. GEI Capital VI, LLC, a Delaware limited liability company (**GEIC**) is the general partner of GEI VI and GEI Side VI. Green VI Holdings, LLC, a Delaware limited liability company (**Holdings**) is a limited partner of GEI VI and GEI Side VI. Leonard Green & Partners, L.P., a Delaware limited partnership (**LGP**) is the manager of GEI VI, GEI Side VI, the Sidecars, and GEIH, and an affiliate of GEIC and Holdings. LGP Management, Inc., a Delaware corporation (**LGPM**) is the general partner of LGP.

GEI VI, GEI Side VI, and the Sidecars, as the Members of GEIH, LGP, as the manager of GEI VI, GEI Side VI, the Sidecars, and GEIH, LGPM, as the general partner of LGP, GEIC, as the general partner of GEI VI and GEI Side VI, and Holdings, as a limited partner of GEI VI and GEI Side VI, directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed to share voting and investment power with respect to the shares of the Issuer's Common Stock to which this Schedule relates (the **Shares**). As such, GEI VI, GEI Side VI, the Sidecars, GEIC, Holdings, LGP, and LGPM may be deemed to be the indirect beneficial owners of the Shares.

Each of GEI VI, GEI Side VI, the Sidecars, GEIC, Holdings, LGP, and LGPM disclaims beneficial ownership of the Shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owner of such securities for purposes of Section 13(d), Section 13(g), Section 16, or for any other purposes.

Each of Messrs. John G. Danhaki, Peter J. Nolan, Jonathan D. Sokoloff, Jonathan A. Seiffer, John M. Baumer, Timothy J. Flynn, James D. Halper, Todd M. Purdy, Michael S. Solomon, and W. Christian McCollum either directly (whether through ownership interest or position) or through one or more intermediaries, may be deemed to control LGP. As such, Messrs. Danhaki, Nolan, Sokoloff, Seiffer, Baumer, Flynn, Halper, Purdy, Solomon, and McCollum may be deemed to have shared voting and investment power with respect to all shares beneficially owned by GEIH. These individuals each disclaim beneficial ownership of the securities held by GEIH except to the extent of his pecuniary interest therein.

(b) Address of Principal Business Office or, if none, Residence

(A) (I): 11111 Santa Monica B