

TOTAL S.A.
Form 4
June 12, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
TOTAL S.A.

(Last) (First) (Middle)

2, PLACE JEAN MILLIER, LA
DEFENSE 6

(Street)

92400 COURBEVOIE, IO

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Clean Energy Fuels Corp. [CLNE]

3. Date of Earliest Transaction (Month/Day/Year)

06/08/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 06/08/2018 | | P(1)(2) | 50,856,296 A \$ 1.64 | 50,856,296 | I | By Total Marketing Services S.A. |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Stock Election Right (Right to Buy) | \$ 1.64 | 06/08/2018 | | J ⁽¹⁾⁽²⁾ | 30,498,520 | <u>(2)</u> | <u>(2)</u> | Common Stock | 30,498 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TOTAL S.A. 2, PLACE JEAN MILLIER LA DEFENSE 6 92400 COURBEVOIE, I0 | | X | | |
| Total Marketing Services S.A. 24 COURS MICHELET LA DEFENSE 10 92800 PUTEAUX, I0 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Antoine Larenaudie, Group Treasurer, on behalf of TOTAL S.A. | 06/12/2018 |
| **Signature of Reporting Person | Date |
| /s/ Philippe Montanteme, Senior Vice President Strategy Marketing & Research, on behalf of Total Marketing Services S.A | 06/12/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
 As described in further detail in the Schedule 13D filed by TOTAL S.A. ("Total") and Total Marketing Services S.A. ("Purchaser" and together with Total, the "Reporting Persons") on May 18, 2018, Purchaser and Clean Energy Fuels Corp. (the "Issuer") entered into a stock purchase agreement on May 9, 2018 (the "Purchase Agreement"), pursuant to which (A) Purchaser agreed to purchase, and the Issuer agreed to sell and issue, 50,856,296 shares of the Issuer's common stock, par value \$0.0001 per share ("Common Stock"), if certain closing conditions are satisfied or waived, including that the Issuer's stockholders approve (i) the issuance of all of the shares of Common Stock to be sold to Purchaser under the Purchase Agreement and
 - (1)
 - (2) (Continued from Footnote 1) (ii) an amendment to the Issuer's Restated Certificate of Incorporation to increase the number of shares of Common Stock the Issuer is authorized to issue ("Issuer Stockholder Approval"), or (B) Purchaser would have had the right (the "Stock Election Right"), exercisable in its sole discretion, to purchase 30,498,520 shares of Common Stock in the event the Issuer did not obtain the Issuer Stockholder Approval. At the Issuer's 2018 annual meeting of stockholders held on June 8, 2018, the Issuer Stockholder Approval was obtained. As a result, the Stock Election Right has been replaced with Purchaser's obligation to purchase of 50,856,296

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shares of Common Stock, subject to the other standard and customary closing conditions and other terms set forth in the Purchase Agreement. The closing of the transaction and the issuance of the shares of Common Stock to Purchaser is expected to occur on June 13, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.