

TOTAL S.A.  
Form 3  
May 18, 2018

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

OMB APPROVAL

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**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 TOTAL S.A.		(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)
		05/09/2018		
2, PLACE JEAN MILLIER,Â LA DEFENSE 6			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
92400 COURBEVOIE,Â I0Â			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**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)
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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) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Stock Election Right (Right to Buy) <sup>(1)</sup>	Â <sup>(2)(3)</sup>	Â <sup>(2)(3)</sup>	Common Stock	30,498,520 <sup>(2) (3)</sup>	\$ 1.64 <sup>(4)</sup>	D	Â
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOTAL S.A. 2, PLACE JEAN MILLIER LA DEFENSE 6 92400 COURBEVOIE,Â 10Â	Â	Â X	Â	Â

## Signatures

/s/ Antoine Larenaudie, Group Treasurer, on behalf of Total  
S.A.

05/18/2018

\_\_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) TOTAL S.A. ("Total") is the beneficial owner of the Stock Election Right (Right to Buy) through its wholly owned subsidiary Total Marketing Services S.A. ("Purchaser" and together with Total, the "Reporting Persons").

As described in further detail in the Schedule 13D filed by the Reporting Persons on May 18, 2018, pursuant to a Stock Purchase Agreement, dated May 9, 2018, between Purchaser and Issuer (the "Purchase Agreement"), Purchaser has a right (the "Stock Election Right") to purchase up to 30,498,520 shares of common stock ("Common Stock") of Clean Energy Fuels Corp. (the "Issuer"). Under the Purchase Agreement, the Issuer agreed to sell and issue to Purchaser, in a private placement, up to 50,856,296 shares of Common Stock pending, among other conditions, the Issuer obtaining the approval of its stockholders at its 2018 annual meeting of stockholders scheduled for Friday, June 8, 2018 (the "Annual Meeting") to both issue all such shares of Common Stock to be sold to Purchaser under the Purchase Agreement and amend the Issuer's Restated Certificate of Incorporation to increase the number of shares of Common Stock the Issuer is authorized to issue (the "Issuer Stockholder Approval").

(Continued from Footnote 2) If, however, the Issuer Stockholder Approval is not obtained at the Annual Meeting, then, at Purchaser's sole discretion, within two calendar weeks after the conclusion of the Annual Meeting, Purchaser may exercise the Stock Election Right and elect to purchase such fewer shares of Common Stock as described above. This Form 3 discloses the Stock Election Right pursuant to the Purchase Agreement that would become exercisable should (i) the Issuer Stockholder Approval not be obtained at the Annual Meeting and (ii) the other closing conditions under the Purchase Agreement be satisfied or waived. If the Issuer Stockholder Approval is obtained, however, and all other conditions under the Purchase Agreement are satisfied or waived, then Purchaser will purchase and subscribe for 50,856,296 shares of Common Stock and the Reporting Persons will file a Form 4 to reflect such purchase.

Pursuant to the terms of the Purchase Agreement, if Purchaser exercises its Stock Election Right (and the other conditions are satisfied or waived, as described in Explanation (2) above), Purchaser will acquire the shares of Common Stock at a price of \$1.64 per share, which price was determined based on the volume-weighted average price for Common Stock between March 23, 2018 and May 3, 2018.

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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