

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): July 15, 2010

**GLOBAL CLEAN ENERGY HOLDINGS, INC.**  
(Exact Name of Registrant as Specified in Charter)

Utah  
(State of Incorporation)

000-12627  
(Commission File Number)

87-0407858  
(I.R.S. Employer Identification No.)

100 W. Broadway, Suite 650, Long Beach California  
(Address of Principal Executive Offices)

90802  
(Zip Code)

(310) 641-4234  
(Registrant's Telephone Number, Including Area Code)

6033 W. Century Blvd, Suite 895, Los Angeles, California 90045  
(Former Name or Former Address, if Changed Since Last Report)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).
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**Annual Meeting of Stockholders**

An annual meeting ("Annual Meeting") of the stockholders of Global Clean Energy Holdings, Inc., a Utah corporation (the "Company"), was held on July 15, 2010. The Company filed its definitive proxy statement in connection with the Annual Meeting with the U.S. Securities and Exchange Commission on June 2, 2010 (File No. 000-12627, which can be viewed at: [www.sec.gov](http://www.sec.gov)). The Company's stockholders considered the following proposals at the Annual Meeting:

- Proposal I: a proposal to elect each of Mark Bernstein, Richard Palmer, David Walker and Martin Wenzel to the Company's Board of Directors ("Board");
- Proposal II: a proposal to ratify the appointment of Hansen, Barnett & Maxwell, P.C., as the Company's independent registered public accountant for the fiscal year ending December 31, 2010;
- Proposal III: a proposal to approve the adoption of the Company's 2010 Equity Incentive Plan;
- Proposal IV: a proposal to approve the reincorporation of the Company in the State of Delaware pursuant to a merger with and into a wholly-owned subsidiary of the Company; and
- Proposal V: a proposal to approve an amendment to the Company's Certificate (or Articles) of Incorporation to effect, in the discretion of the Company's Board, a reverse stock split of the Company's common stock at any time prior to next year's annual meeting of stockholders at a reverse split ratio in the range of between 1-for-5 and 1-for-20, which specific ratio will be determined by the Board.

**Voting Results**

Proposal I: Election of Directors was approved as follows:

- Mark Bernstein was been elected with 137,088,608 "FOR" votes and 1,878,370 "WITHHOLD" votes.
- Richard Palmer has been elected with 138,525,408 "FOR" votes and 441,570 "WITHHOLD" votes.
- David Walker has been elected with 136,979,008 "FOR" votes and 1,987,970 "WITHHOLD" votes.
- Martin Wenzel has been elected with 137,088,408 "FOR" votes and 1,878,570 "WITHHOLD" votes.

Proposal II: Ratification of Hansen, Barnett & Maxwell, P.C., as independent auditors for the year ending December 31, 2010, was approved with 189,716,330 "FOR" votes, 370,803 "AGAINST" votes and 14,043,130 "ABSTAIN" votes.

Proposal III: Adoption of the 2010 Equity Incentive Plan was approved with 127,933,714 "FOR" votes, 2,107,290 "AGAINST" votes and 14,033,831 "ABSTAIN" votes.

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Proposal IV: Approval of the reincorporation of the Company in the State of Delaware pursuant to a merger with and into a wholly owned subsidiary of the Company was approved with 142,585,615 "FOR" votes, 1,192,670 "AGAINST" votes and 296,550 "ABSTAIN" votes.

Proposal V: Approval of amendment to company's Certificate of Incorporation (or Articles of Incorporation) to effect reverse stock split, was approved with 193,126,147 "FOR" votes, 5,724,965 "AGAINST" votes and 5,279,148 "ABSTAIN" votes.

**ITEM 8.01 OTHER EVENTS**

On July 21, 2010, the Company issued a press release announcing stockholder approval of all of the proposals considered at the Annual Meeting. The press release also states that the merger to reincorporate the Company in the State of Delaware (as further described in Proposal IV above) was completed on July 19, 2010. A copy of the press release is filed as an exhibit to this Current Report on Form 8-K.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 21, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

GLOBAL CLEAN ENERGY HOLDINGS, INC.

Date: July 21, 2010

By: /s/ Bruce Nelson

Bruce Nelson,  
Chief Financial Officer

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July 21, 2010

**Global Clean Energy Holdings, Inc. Announces 2010 Annual Shareholder Meeting Results and Reincorporation in Delaware**

LONG BEACH, Calif., July 21, 2010--(GLOBE NEWSWIRE) -- Global Clean Energy Holdings, Inc. (OTCBB:GCEH), a California-based biofuel feedstock development and operations company, announced today the results of the 2010 Annual Shareholder Meeting held in Los Angeles, California on July 15, 2010.

The following five agenda items were considered and approved by the shareholders:

1. The re-election of all four Board of Director members:
  - David Walker
  - Mark Bernstein
  - Martin Wenzel
  - Richard Palmer
2. Ratification of Hansen, Barnett & Maxwell, P.C. as the company's independent auditors
3. Adoption of the 2010 Equity Incentive Plan
4. Reincorporation of the company in the state of Delaware
5. Amendment to the Articles of Incorporation to grant permission to the Board of Directors to effect a reverse stock split at a future date

The reincorporation of the company in Delaware and the approval of the reverse stock split were approved with more than 94% of the shares voted on these measures, voting in favor of these actions.

After the voting was concluded, Richard Palmer, the company's CEO and President, provided a brief overview of the company, its goals, available services and current operations. An open Question and Answer session was held with the shareholders who were present. Mr. Palmer concluded the meeting by stating, "We want to thank the shareholders for their votes and support of the Board and Management. We are excited about our future growth potential, and our ability to establish a strong base upon which to grow the company."

On Monday, July 19, 2010, the reincorporation of the company from a Utah corporation to a Delaware corporation was completed, as approved by shareholders. In the reincorporation, each outstanding share of the company's common stock was automatically converted into one share of common stock of the surviving Delaware corporation. Shareholders do not need to exchange their stock certificates for stock certificates in the Delaware corporation. The reincorporation did not result in any change in the company's name, ticker symbol, CUSIP number, business, assets or operations. The management and Board of Directors of the company will remain the same.

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The management and Board of Directors of the company believe that the reincorporation of the company in Delaware will provide the shareholders with the benefits of Delaware's laws and attract more institutional investors.

The authority to execute a reverse stock split will enhance the Company's ability to move its common stock to be listed on NASDAQ or on another stock exchange. The Company will only execute the reverse split if the Board believes there is a sound business reason to do so which will increase shareholder value.

As a service to the shareholders who were unable to attend the shareholder meeting, the meeting presentation is available on the company's website at [www.gceholdings.com](http://www.gceholdings.com).

#### **About Global Clean Energy Holdings**

Global Clean Energy Holdings, Inc. is an emerging renewable agri-energy company focused on the production of non-food based feedstock used as replacement for fossil fuels. More information regarding Global Clean Energy Holdings, Inc. can be found at [www.gceholdings.com](http://www.gceholdings.com)

#### **Caution Regarding Forward-Looking Statements**

Any statements regarding Global Clean Energy Holdings, Inc. expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and are forward-looking statements for purposes of the Private Securities Litigation Reform Act of 1995 (the "Act"). These statements are often, but not always, made through the use of words or phrases such as "believe," "feel", "will," "expect," "anticipate," "estimate," "intend," "plan," "forecast," "could," and "would". Examples of such forward looking statements include statements regarding the timing, design, scope, and anticipated results of its efforts to plant, harvest, and commercialize feedstock oil from *Jatropha curcas* in Mexico. Global Clean Energy Holdings bases these forward-looking statements on current expectations about future events. They involve known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to differ materially from those expressed or implied by any forward-looking statement. Some of the risks, uncertainties and assumptions that could cause actual results to differ materially from estimates or projections in the forward-looking statement include, but are not limited to, the risk that we might not be able to raise sufficient funds to develop the *Jatropha* plantations in Mexico, that we may face delays or other difficulties in acquiring and cultivating *Jatropha* farm lands in Mexico, that we may not be able to successfully commercialize *Jatropha* oil as expected, that the market for our *Jatropha* products will not grow as expected, and the risk that the Mexican *Jatropha* project will not achieve expectations because of the risks normally associated with creating a new business in a new market. For additional information about risks and uncertainties Global Clean Energy Holdings, Inc. faces, see the documents that Global Clean Energy Holdings, Inc. has filed with the SEC. Global Clean Energy Holdings, Inc. claims the protection of the safe harbor for forward-looking statements under the Act, and assumes no obligation and expressly disclaims any duty to update any forward-looking statement to reflect events or circumstances after the date of this news release or to reflect the occurrence of subsequent events.

Contact:

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