

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GLOBAL CLEAN ENERGY HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

2790 Skypark Drive, Suite 105
Torrance, California 90505
(310) 641-4234
(Address of principal executive offices)

Global Clean Energy Holdings, Inc.
2020 Equity Incentive Plan
(Full title of the plan)

Richard Palmer,
Chief Executive Officer
Global Clean Energy Holdings, Inc.
2790 Skypark Drive, Suite 105
Torrance, California 90505
(Name and address of agent for service)

(310) 641-4234
(Telephone number, including area code, of agent for service)

Copy to:
Calvin Cheng
TroyGould PC
1801 Century Park East, Suite 1600
Los Angeles, California 90067
(310) 789-1226

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement relates to the registration of an additional 5,000,000 shares (the “Shares”) of Global Clean Energy Holdings, Inc.’s (the “Registrant”) common stock, \$0.001 par value per share. The Shares are of the same class and relate to the same employee benefit plan, the Registrant’s 2020 Equity Incentive Plan, which was amended on June 23, 2022 (in the form attached hereto as Exhibit 99.1) (the “Incentive Plan”), as those registered pursuant to the Registrant’s registration statement on Form S-8, previously filed with the Securities and Exchange Commission on February 1, 2021 (Registration No. 333-252614). In accordance with General Instruction E of Form S-8, the contents of the Registrant’s registration statement on Form S-8 filed with the Securities and Exchange Commission on February 1, 2021 (Registration No. 333-252614) are incorporated herein by reference (solely to the extent the contents of such registration statement relate to the Incentive Plan) and the information required by Part II is omitted, except as supplemented by the information set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

The following exhibits are filed with this registration statement or are incorporated by reference as a part of this Registration Statement:

Exhibit No.	Exhibit Description
<u>4.1</u>	<u>Certificate of Incorporation (incorporated herein by reference to Appendix D to the Registrant’s Definitive Proxy Statement on Schedule 14A filed with the SEC on June 2, 2010).</u>
<u>4.2</u>	<u>Certificate of Amendment to its Certificate of Incorporation (incorporated by reference herein to Exhibit 3.2 to the Company’s Form 10-K filed on April 13, 2021).</u>
<u>4.3</u>	<u>Bylaws (incorporated herein by reference to Appendix E to the Registrant’s Definitive Proxy Statement on Schedule 14A filed with the SEC on June 2, 2010).</u>
<u>4.4</u>	<u>Specimen stock certificate (filed as Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K filed on October 6, 2020, and incorporated herein by reference).</u>
<u>5.1</u>	<u>Opinion of TroyGould PC (included with this registration statement).</u>
<u>23.1</u>	<u>Consent of Grant Thornton LLP (included with this registration statement).</u>
<u>23.2</u>	<u>Consent of Macias, Gini & O’Connell, LLC (included with this registration statement).</u>
<u>23.3</u>	<u>Consent of TroyGould PC (included in the opinion filed as Exhibit 5.1).</u>
<u>24</u>	<u>Power of Attorney (included on signature page).</u>
<u>99.1</u>	<u>Global Clean Energy Holdings, Inc. 2020 Equity Incentive Plan (incorporated herein by reference to the appendix to the Registrant’s Definitive Proxy Statement on Schedule 14A filed with the SEC on April 29, 2022).</u>
<u>99.2</u>	<u>Form of Restricted Stock Award Grant Notice under the Global Clean Energy Holdings, Inc. 2020 Equity Incentive Plan (filed as Exhibit 99.2 to the Registrant’s Form S-8 filed on February 1, 2021, Registration No. 333-252614, and incorporated herein by reference).</u>
<u>99.3</u>	<u>Form of Restricted Stock Unit Award Grant Notice under the Global Clean Energy Holdings, Inc. 2020 Equity Incentive Plan (filed as Exhibit 99.3 to the Registrant’s Form S-8 filed on February 1, 2021, Registration No. 333-252614, and incorporated herein by reference).</u>
<u>99.4</u>	<u>Form of Stock Option Grant Notice under the Global Clean Energy Holdings, Inc. 2020 Equity Incentive Plan (filed as Exhibit 99.4 to the Registrant’s Form S-8 filed on February 1, 2021, Registration No. 333-252614, and incorporated herein by reference).</u>
<u>107</u>	<u>Filing Fee Table (filed herewith).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on September 29, 2022.

GLOBAL CLEAN ENERGY HOLDINGS, INC.

By: /s/ RICHARD PALMER

Richard Palmer
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Richard Palmer and Ralph Goehring as his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her in any and all capacities, to sign this registration statement on Form S-8 and any amendments hereto (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as he or she might do or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may do or cause to be done by virtue of this power of attorney.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 29th day of September, 2022.

<u>Signature</u>	<u>Title</u>
<u>/s/ RICHARD PALMER</u> Richard Palmer	Chief Executive Officer (principal executive officer); Director
<u>/s/ RALPH GOEHRING</u> Ralph Goehring	Chief Financial Officer (principal financial and accounting officer)
<u>/s/ DAVID WALKER</u> David Walker	Chairman, the Board of Directors
<u>/s/ MARTIN WENZEL</u> Martin Wenzel	Director
<u>/s/ SUSAN ANHALT</u> Susan Anhalt	Director
<u>/s/ PHYLLIS CURRIE</u> Phyllis Currie	Director
<u>/s/ AMY WOOD</u> Amy Wood	Director
<u>/s/ NICHOLAS JONES</u> Nicholas Jones	Director

TroyGould PC
1801 Century Park East
16th Floor
Los Angeles, California 90067
Telephone: (310) 553-4441
Facsimile: (310) 201-4746

September 29, 2022

Global Clean Energy Holdings, Inc.
2790 Skypark Drive, Suite 105
Torrance, California 90505

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Global Clean Energy Holdings, Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-8 (the "Registration Statement") that the Company intends to file with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), on or about September 29, 2022 for the purpose of registering the offer and sale of up to 5,000,000 shares (the "Shares") of the Company's common stock issuable under the Company's 2020 Equity Incentive Plan, as amended (the "Plan").

This opinion letter is furnished to you at your request and in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

As a basis for rendering our opinion expressed below, we have reviewed originals or copies of originals, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (ii) the Plan, (iii) the Company's Certificate of Incorporation, as amended, and Bylaws, (iv) minutes or resolutions of the Company's Board of Directors and stockholders pertaining to the adoption of the Plan and authorization and issuance of the Shares, the Registration Statement and related matters, and (v) such certificates of public officials, certificates of officers of the Company and other documents as we have considered necessary or appropriate as a basis for rendering our opinion.

With your permission, in order to render our opinion, we have assumed that: all signatures on documents reviewed by us are genuine; all documents submitted to us as originals are authentic; and all documents submitted to us as copies conform to the originals of such documents, and such originals are authentic. We have also assumed that each award of Shares under the Plan or of a right to receive Shares under the Plan will be duly approved by the Company's Board of Directors or by a duly authorized committee of the Board of Directors or officer of the Company.

The law covered by our opinion expressed below is limited to the internal corporation laws of the State of Delaware (including applicable rules and regulations promulgated thereunder and applicable reported judicial decisions interpreting the same). We neither express nor imply any opinion with respect to any other laws or the laws of any other jurisdiction.

This opinion letter is limited to the opinion expressly stated below, does not include any implied opinions and is rendered as of the date hereof. We do not undertake to advise you of matters that may come to our attention subsequent to the date hereof and that may affect our opinion, including, without limitation, future changes in applicable law or in facts relating to the Company. Without limiting the generality of the foregoing, we neither express nor imply any opinion regarding the contents of the Registration Statement or any related prospectus, other than as expressly stated below with respect to the Shares.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued, delivered and, if applicable, paid for in accordance with the terms of the Registration Statement and the Plan and pursuant to the grant notices and agreements that accompany the Plan, will be validly issued, fully paid, and non-assessable.

This opinion letter is rendered to you solely in connection with the transactions contemplated by the Registration Statement and may not be relied upon for any other purpose. We consent to the filing with the Commission of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ TROYGOULD PC
TROYGOULD PC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated April 4, 2022 with respect to the consolidated financial statements of Global Clean Energy Holdings, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2021, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

Kansas City, Missouri

September 29, 2022



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement (Form S-8) of Global Clean Energy Holdings, Inc. of our report dated April 12, 2021, included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Macias Gini & O'Connell LLP

Irvine, California

September 29, 2022

Calculation Of Filing Fee Tables

Form S-8
(Form Type)Global Clean Energy Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	2,341,057	\$ 2.03(2)	\$ 4,752,345.71	0.0000927	\$ 440.54
Equity	Common Stock, \$0.001 par value per share	Rule 457(h)	246,950(3)	\$ 2.10(4)	\$ 518,595.00	0.0000927	\$ 48.07
Equity	Common Stock, \$0.001 par value per share	Rule 457(h)	1,050,625(3)	\$ 2.15(4)	\$ 2,258,843.75	0.0000927	\$ 209.39
Equity	Common Stock, \$0.001 par value per share	Rule 457(h)	44,900(3)	\$ 2.46(4)	\$ 110,454.00	0.0000927	\$ 10.24
Equity	Common Stock, \$0.001 par value per share	Rule 457(h)	1,200,000(3)	\$ 3.60(4)	\$ 4,320,000.00	0.0000927	\$ 400.46
Equity	Common Stock, \$0.001 par value per share	Rule 457(h)	1,968(3)	\$ 3.90(4)	\$ 7,675.20	0.0000927	\$ 0.71
Equity	Common Stock, \$0.001 par value per share	Rule 457(h)	4,500(3)	\$ 4.00(4)	\$ 18,000.00	0.0000927	\$ 1.67
Equity	Common Stock, \$0.001 par value per share	Rule 457(h)	110,000(3)	\$ 4.09(4)	\$ 449,900.00	0.0000927	\$ 41.71
Total Offering Amount					\$ 12,435,813.66		\$ 1,152.80
Total Fee Offsets							\$ —
Net Fee Due							\$ 1,152.80

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, this registration statement covers, in addition to the shares of common stock specified above, an indeterminate number of additional shares of common stock that may become issuable under the Global Clean Energy Holdings, Inc. 2020 Equity Incentive Plan (the “2020 Plan”) as a result of the anti-dilution adjustment provisions contained therein.
- (2) Represents shares reserved for issuance pursuant to future awards under the 2020 Plan. The proposed maximum offering price per share and maximum aggregate offering price for these shares were estimated pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933 on the basis of the average of the high and low trading prices of the registrant’s common stock, as reported on the OTC Market on September 26, 2022.
- (3) Represents shares that may be issued upon the exercise of options previously granted under the 2020 Plan.
- (4) Represents the exercise price per share of the applicable options.