

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 Number)

2790 Skypark Drive, Suite 105 Torrance, California

(Address of Principal Executive Officers)

90505

(Zip Code)

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:  
Heath Trisdale  
King & Spalding LLP  
1100 Louisiana, Suite 4100  
Houston, TX 77002

(713) 751-3200

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 on Form S-8 (“Registration Statement”) relates to the registration of an additional 10,000,000 shares (the “Shares”) of common stock, \$0.01 par value per share, of Global Clean Energy Holdings, Inc. (the “Registrant”). 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 and restated on November 17, 2023 at the Registrant’s Annual Meeting of Stockholders (the “Plan”), as those registered pursuant to the Registrant’s registration statements on Form S-8, previously filed with the Securities and Exchange Commission on February 1, 2021 (Registration No. 333-252614) and September 29, 2022 (Registration No. 333-267658) (together, the “Prior Registration Statements”). In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference (solely to the extent the contents of such registration statement relate to the Plan) and the information required by Part II is omitted, except as supplemented, superseded or modified by the specific information set forth below or the specific exhibits attached hereto.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	<a href="#"><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></a>
4.2	<a href="#"><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></a>
4.3	<a href="#"><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></a>
4.4	<a href="#"><u>Certificate of Designation of Rights, Preferences and Privileges of Series C Preferred Stock of Global Clean Energy Holdings, Inc. (incorporated herein by reference to Exhibit 3.1 of the Company’s Current Report on Form 8-K filed on February 8, 2022).</u></a>
4.5	<a href="#"><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></a>
5.1*	<a href="#"><u>Opinion of King &amp; Spalding LLP (included with this registration statement).</u></a>
23.1*	<a href="#"><u>Consent of Grant Thornton LLP (included with this registration statement).</u></a>
23.2*	<a href="#"><u>Consent of King &amp; Spalding LLP (included in the opinion filed as Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page to this Registration Statement).</u></a>
99.1	<a href="#"><u>Global Clean Energy Holdings, Inc. Second Amended and Restated 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 October 2, 2023).</u></a>
107*	<a href="#"><u>Filing Fee Table (filed herewith).</u></a>

\* Filed herewith

## 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 January 9, 2024.

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 Wade Adkins 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 9th day of January, 2024.

<u>Signature</u>	<u>Title</u>
<u>/s/ RICHARD PALMER</u> Richard Palmer	Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ WADE ADKINS</u> Wade Adkins	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ DAVID WALKER</u> David Walker	Chairman, the Board of Directors
<u>/s/ SUSAN ANHALT</u> Susan Anhalt	Director
<u>/s/ PHYLLIS CURRIE</u> Phyllis Currie	Director
<u>/s/ TIMOTHY J. IEZZONI</u> Timothy J. Iezzoni	Director
<u>/s/ MARTIN WENZEL</u> Martin Wenzel	Director
<u>/s/ AMY WOOD</u> Amy Wood	Director

**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

**CALCULATION OF REGISTRATION FEE**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	457(c) and (h)	10,000,000 shares (2)	\$0.9200 (3)	\$9,200,000.00	0.0001476	\$1,357.92
<b>Total Offering Amounts</b>					\$9,200,000.00		\$1,357.92
<b>Total Fee Offsets(4)</b>							—
<b>Net Fee Due</b>							\$1,357.92

- 1 Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock, \$0.01 par value per share (the "Common Stock") of Global Clean Energy Holdings, Inc. (the "Registrant") which become issuable under the Registrant's Second Amended and Restated 2020 Equity Incentive Plan (the "2020 Plan") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Company's receipt of consideration which results in an increase in the number of our outstanding shares of Common Stock.
- 2 Represents 10,000,000 new shares of Common Stock that were added to the shares authorized for issuance under the 2020 Plan as approved by the Registrant's board of directors on September 28, 2023 and by the Registrant's stockholders on November 17, 2023.
- 3 Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, and based on \$0.9200, the average of the of the high and low trading prices of the Registrant's Common Stock, as reported on the OTC Market on January 4, 2024.
- 4 The Registrant does not have any fee offsets to claim.

# KING & SPALDING

King & Spalding LLP  
1100 Louisiana, Suite 4100  
Houston, TX 77002  
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Fax: +1 713 751 3290  
www.kslaw.com

January 9, 2024

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

Ladies and Gentlemen:

We have acted as counsel for Global Clean Energy Holdings, Inc., a Delaware corporation (the "Company"), in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to 10,000,000 shares of the Company's Common Stock, par value \$0.01 per share (the "Shares"), issuable pursuant to the Global Clean Energy Holdings, Inc. Second Amended and Restated 2020 Equity Incentive Plan (the "2020 Plan").

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of this opinion, including, without limitation: (a) the certificate of incorporation of the Company, as amended; (b) the bylaws of the Company; (c) certain resolutions adopted by the board of directors of the Company; and (d) the 2020 Plan.

In connection with this opinion, we have examined and relied upon the accuracy of original, certified, conformed or photographic copies of such records, agreements, certificates and other documents as we have deemed necessary or appropriate to enable us to render the opinions set forth below. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all documents submitted to us as certified, conformed or photographic copies and, as to certificates of public officials, we have assumed the same to have been properly given and to be accurate. As to matters of fact material to this opinion, we have relied, without independent verification, upon statements and representations of representatives of the Company and public officials.

Based on the foregoing and in reliance thereon, and subject to compliance with applicable state securities laws, we are of the opinion that the Shares have been duly authorized and when, and if, issued pursuant to the terms of the 2020 Plan will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the Delaware General Corporation Law, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect that such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

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This opinion is given as of the date hereof, and we assume no obligation to advise you after the date hereof of facts or circumstances that come to our attention or changes in law that occur, which could affect the opinions contained herein. This opinion is being rendered for the benefit of the Company in connection with the matters addressed herein.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ KING & SPALDING LLP

King & Spalding LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated April 17, 2023 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, 2022, 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

January 9, 2024

**CONSENT OF LEGAL COUNSEL**

Contained in the opinion filed as Exhibit 5.1 hereto.