

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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CleanTech Biofuels, Inc.

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SIC: **2860** Industrial organic chemicals

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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: January 9, 2013
(Date of earliest event reported)

CLEANTECH BIOFUELS, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State of or other
jurisdiction
of incorporation)

333-145939

(Commission
File Number)

33-0754902

(IRS Employer
Identification Number)

**7386 Pershing Ave, University City, Missouri
63130**

(Address of principal executive offices)

(314) 862-8670

(Registrant's telephone number, including area
code)

N/A

(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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Item 1.01. Entry into a Material Definitive Agreement.

CleanTech Biofuels, Inc. (the “Company”) issued a promissory note on September 1, 2010 to CMS Acquisition, LLC (“CMS”) in the amount of \$100,000 (the “Note”) that was due to mature on February 28, 2011. The Company and CMS have entered into various amendments extending the due date while: (i) paying \$25,000 on the Note and all accrued interest to date as of February 11, 2011, (ii) increasing the interest rate on the outstanding balance of the Note to 10% as of May 16, 2011 and (iii) re-dating the warrant to November 7, 2011.

On January 9, 2013, the Company and CMS entered into Amendment No. 8 extending the due date to April 30, 2013.

A copy of Amendment No. 8 is attached as Exhibit 10.31 and is incorporated herein by reference. The foregoing description of Amendment No. 8 is qualified in its entirety by reference to the full text of such agreement.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

Exhibit No.	Description
10.31	Amendment No. 8 dated January 9, 2013 to a Promissory note issued in favor of CMS Acquisition, LLC dated September 1, 2010.

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 thereunto duly authorized.

CLEANTECH BIOFUELS, INC.

Date: January 10, 2013

By: /s/ Edward P. Hennessey

Name: Edward P. Hennessey

Title: Chief Executive Officer and President

AMENDMENT No. 8 TO PROMISSORY NOTE

This Amendment No. 8 to the Promissory Note, originally dated September 1, 2010 (the "Note"), previously amended February 11, 2011, May 31, 2011, July 29, 2011, November 7, 2011, March 27, 2012, July 31, 2012 and November 1, 2012 (the "Amendments"), is entered into as of the 9th day of January, 2013, by and between CMS Acquisition, LLC ("CMS") and CleanTech Biofuels, Inc. ("CTB").

WHEREAS, the Note is secured by the CTB owned U.S. Patent No. 6,306,248 pursuant to a Security Agreement dated as of September 1, 2010, between CMS and CTB (the "Security Agreement");

WHEREAS, a payment of \$25,000 was made on February 11, 2011 for interest to date and principal, by CTB on the Note;

WHEREAS, as of May 16, 2011, the rate to accrue interest increased to 10.0% per annum (from 9.0% per annum);

WHEREAS, as of November 7, 2011, Warrant A1 issued with the original Note on September 1, 2010 was re-dated to November 7, 2011; and

WHEREAS, the parties wish to amend the terms of the Note as set forth below.

NOW THEREFORE, the parties hereto agree as follows:

1. The Maturity Date, as defined in the Amendments, shall be changed to April 30, 2013 from December 22, 2012.
2. All remaining terms and conditions of the Note, Security Agreement and Warrant shall continue in full force and effect.

IN WITNESS WHEREOF, CTB and CMS have caused this Amendment No. 8 to the Note to be executed and delivered by their duly authorized officers as of the day and year set forth above.

CLEANTECH BIOFUELS, INC.

By: /s/ Edward P. Hennessey
Name; Edward P. Hennessey
Title: Chief Executive Officer

CMS Acquisition, LLC

By: /s/
Name
Title