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CLEAN DIESEL TECHNOLOGIES INC
Form 8-K
October 05, 2004

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) OCTOBER 1, 2004.

CLEAN DIESEL TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in Charter)

DELAWARE (State or other Jurisdiction of Incorporation)	0-27432 (Commission File Number)	06-1393453 (IRS Employer Identification No.)
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SUITE 702, 300 ATLANTIC STREET
STAMFORD CT 06901
(Address of Principal Executive Offices)

Registrants telephone number, including area code (203) 327-7050

ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES

(a) SECURITIES SOLD. The Registrant on October 1, 2004 undertook to sell and deliver on or about October 8, 2004, 426,500 shares of the Registrant's Common Stock, Par \$0.05 (the "Shares"). This undertaking is in addition to the sale of One Million shares sold on September 14, 2004 and previously reported on Form 8-K.

(b) CONSIDERATION. The Shares are being sold at the aggregate offering price of GBP 437,162.50 (\$786,892.50). Commissions on a portion of the gross proceeds in the amount of GBP 303,912.50 (\$547,042.50) are payable in the amount of 4.5% or GBP 13,676 (\$24,617). Commissions on the balance of the gross proceeds in the amount of GBP 133,250 (\$239,850) are payable in the amount of 1% or GBP 1,333 (\$2,398).

(c) EXEMPTION FROM REGISTRATION CLAIMED. The Shares are being issued and sold offshore to private investors in the United Kingdom and in connection with this issue and sale the Registrant claims the exemption from registration provided by Regulation S of the Securities and Exchange Commission.

SIGNATURES

Clean Diesel Technologies, Inc.
(Registrant)

Date: October 6, 2004

By: /s/ D. W. Whitwell

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David W. Whitwell
Vice President and Chief Financial Officer