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CLEAN DIESEL TECHNOLOGIES INC
Form 8-K
September 20, 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) SEPTEMBER 14, 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, 3000 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 September 14, 2004 undertook to sell and deliver on or about September 28, 2004, One Million (1,000,000) shares of the Registrant's Common Stock, Par \$0.05 (the "Shares"). (b) CONSIDERATION. The Shares are being sold at the aggregate offering price of GBP 1,025,000 (\$1,839,997.50) on which commissions of 3.5% aggregating GBP 35,875 (\$64,399) are payable.

(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: September 20, 2004

By: /s/ D. W. Whitwell
David W. Whitwell
Vice President and Chief Financial Officer