

**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): April 18, 2013

ENVIRONMENTAL SOLUTIONS WORLDWIDE, INC.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation)

000-30392
(Commission File Number)

13-4172059
(IRS Employer Identification No.)

200 Progress Drive
Montgomeryville, PA 18936
(Address of principal executive offices)

Registrant's telephone number, including area code: (905) 695-4142 and (215) 699-0730

Not applicable.
(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 (*see* General Instruction A.2. below):

- 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))

Item 2.01 Completion of Acquisition or Disposition of Assets.

On April 18, 2013, Environmental Solutions Worldwide, Inc. (the “Company”), through a new wholly owned subsidiary, closed the transaction to acquire certain assets of Cleaire Advanced Emission Controls, LLC, a Delaware limited liability company (“Cleaire”).

Cleaire has been engaged in the design, development and manufacturing of retrofit emission control systems for diesel engines.

Previously, after the occurrence and continuation of certain events of default by Cleaire on its senior secured credit facility, Wells Fargo Bank, National Association (“Wells Fargo”), as the senior secured lender to Cleaire, filed a complaint with the Superior Court of the State of California in the County of San Diego - Central Division (the “Court”) for, among other items, (1) the possession of the Cleaire collateral, (2) the foreclosure of Wells Fargo’s security interest against the Cleaire assets, and (3) the appointment of a receiver. Pursuant to a prior order of the Court, a receiver was appointed and was authorized to take possession of, manage and control the personal property and the other assets of Cleaire and an additional sale order of the Court was required to consummate the transactions contemplated by the asset purchase agreement with the receiver.

Subject to the to the terms and conditions of the asset purchase agreement, the Company was selected as (and agreed to act as) the “stalking horse bidder” for the Cleaire assets and agreed to buy certain of Cleaire’s assets and to assume certain limited liabilities of Cleaire for a purchase price of \$1.4 million plus a portion of gross profit realized on a certain purchase order. Each of the Company and the receiver made various customary representations, warranties and covenants in the asset purchase agreement.

Item 8.01 Other Events.

On April 24, 2013, the Company issued a press release. A copy of the Company’s press release is attached hereto as Exhibit 99.1 and is incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
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99.1	Press Release, dated April 24, 2013
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ENVIRONMENTAL SOLUTIONS WORLDWIDE, INC.
(Registrant)

Date: April 24, 2013

By: /s/ Praveen Nair
Praveen Nair
Chief Financial Officer

ESW Group® closes on the acquisition of certain assets from Cleaire Advanced Emissions Controls, LLC.

Wednesday, April 24, 2013

Montgomeryville, PA. – (PRESS RELEASE)

On April 18, 2013, ESW Group® closed on the acquisition of certain assets from Cleaire Advanced Emissions Controls, LLC (“Cleaire”). Cleaire has been engaged in the design, development and manufacturing of retrofit emission control systems for diesel engines.

As previously disclosed in our April 12, 2013 Form 8-K filing, Environmental Solutions Worldwide, Inc. (the “Company”) had entered into an asset purchase agreement (the “Asset Purchase Agreement”) with the acting receiver for Cleaire. On April 18, 2013, the Court issued the sale order to consummate the transactions contemplated by the Asset Purchase Agreement, and subsequently, the contemplated asset acquisition and assumption of certain limited liabilities was consummated for a purchase price of \$1.4 million plus a portion of gross profit realized on a certain purchase order.

The Company has established a new wholly owned Subsidiary, ESW CleanTech Inc. (“ESW CleanTech”), a Delaware corporation, which will house the acquired assets. ESW CleanTech will operate out of San Diego, California.

Mark Yung, Executive Chairman of the Company, noted: “We are excited to have completed this transaction. The assets acquired from Cleaire are complementary to the Company’s existing business and we intend to work to realize synergies from this acquisition.”

About Environmental Solutions Worldwide Inc.,

Headquartered in Montgomeryville, PA, Environmental Solutions Worldwide, Inc. is a publicly traded company engaged through its wholly owned subsidiaries ESW America, Inc., Technology Fabricators Inc., ESW Technologies Inc., ESW CleanTech Inc., and ESW Canada, Inc. (together, “ESW Group®”) in the design, development, manufacturing, testing and sales of technologies for both the environmental control, military and OEM sectors. ESW Group® currently manufactures and markets catalytic emission control products and support technologies for diesel, gasoline and alternative fueled engines. The ESW Group® of Companies also operates a comprehensive emissions testing laboratory that is capable of certification / verification testing for EPA / CARB & Mine Safety and Health Administration (“MSHA”).

Safe Harbor

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (The “Act”). In particular, when used in the preceding discussion, the words “pleased” “plan,” “confident that,” “believe,” “expect,” or “intend to,” and similar conditional expressions are intended to identify forward looking statements within the meaning of the Act and are subject to the safe harbor created by the Act. Such statements are subject to certain risks and uncertainties and actual results could differ materially from those expressed in any of the forward-looking statements. Such risks and uncertainties include, but are not limited to, the risks and potential costs associated with integrating the operations of the assets acquired from Cleaire with the operations of the Company, the Company incurring unexpected liabilities relating to operating such acquired assets, the failure to realize the synergies anticipated by the acquisition of such acquired assets, market conditions, general acceptance of the Company’s products and

technologies, competitive factors, the ability to successfully complete additional financings and other risks described in the Company's SEC reports and filings.

FOR MORE INFORMATION CONTACT:

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www.eswgroup.com