
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Clearway Energy, Inc.

(Name of Issuer)

Class A Common Stock, Class C Common Stock

(Title of Class of Securities)

(CUSIP Number)

Marine Delaitre
TOTALENERGIES SE, 2, place Jean Millier, La Defense 6
Courbevoie, 10, 92400
00-331- 47443580

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

04/01/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

Name of reporting person

1

TotalEnergies SE

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 FRANCE

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8

Owned by

21,841.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

21,841.00

Aggregate amount beneficially owned by each reporting person

11 21,841.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13 0.1 %

Type of Reporting Person (See Instructions)

14 CO

Comment This Schedule 13D relates to the following classes of securities of Clearway Energy, Inc., a Delaware corporation:
for Type Class A Common Stock with CUSIP No. 18539C 105 and Class C Common Stock with CUSIP No. 18539C 204. The
of cover page of this Schedule 13D filing relates to the Class A Common Stock. With respect to the Class C Common
Reporting Stock, Rows (7), (9) and (11) equal 84,147,171 shares of Class C Common Stock beneficially owned and row (13)
Person: equals 49.3% of the Class C Common Stock. This comment shall serve as full disclosure of the beneficial ownership
of all classes of securities of the Issuer registered pursuant to Section 12(b) of the Act.

SCHEDULE 13D

CUSIP No.

Name of reporting person

1 TotalEnergies Gestion USA SARL

Check the appropriate box if a member of a Group (See Instructions)

2 (a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization
6 FRANCE
Sole Voting Power
7 0.00
Number of Shares Beneficially Owned by Each Reporting Person With: Shared Voting Power
8 21,841.00
Sole Dispositive Power
9 0.00
Shared Dispositive Power
10 21,841.00
Aggregate amount beneficially owned by each reporting person
11 21,841.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12

Percent of class represented by amount in Row (11)
13 0.1 %
Type of Reporting Person (See Instructions)
14 CO

Comment for Type of Reporting Person: This Schedule 13D relates to the following classes of securities of Clearway Energy, Inc., a Delaware corporation: Class A Common Stock with CUSIP No. 18539C 105 and Class C Common Stock with CUSIP No. 18539C 204. The cover page of this Schedule 13D filing relates to the Class A Common Stock. With respect to the Class C Common Stock, Rows (7), (9) and (11) equal 84,147,171 shares of Class C Common Stock beneficially owned and row (13) equals 49.3% of the Class C Common Stock. This comment shall serve as full disclosure of the beneficial ownership of all classes of securities of the Issuer registered pursuant to Section 12(b) of the Act.

SCHEDULE 13D

CUSIP No.

1 Name of reporting person
TotalEnergies Holdings USA, Inc.
Check the appropriate box if a member of a Group (See Instructions)
2 (a)
 (b)
3 SEC use only
Source of funds (See Instructions)
4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5
Citizenship or place of organization
6 DELAWARE
Number of Shares 7 Sole Voting Power

Beneficially 0.00
Owned by Shared Voting Power
Each 8
Reporting 21,841.00
Person
With: Sole Dispositive Power
9
0.00
Shared Dispositive Power
10
21,841.00

Aggregate amount beneficially owned by each reporting person

11 21,841.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 0.1 %

Type of Reporting Person (See Instructions)

14 CO

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Person: equals 49.3% of the Class C Common Stock. This comment shall serve as full disclosure of the beneficial ownership
of all classes of securities of the Issuer registered pursuant to Section 12(b) of the Act.

SCHEDULE 13D

CUSIP No.

1 Name of reporting person

TotalEnergies Delaware, Inc.

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Number of Sole Voting Power
Shares 7
Beneficially 0.00
Owned by Shared Voting Power
Each 8
Reporting 21,841.00
Person
With: Sole Dispositive Power
9
0.00

10 Shared Dispositive Power

21,841.00

Aggregate amount beneficially owned by each reporting person

11

21,841.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.1 %

Type of Reporting Person (See Instructions)

14

CO

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SCHEDULE 13D

CUSIP No.

Name of reporting person

1

TotalEnergies Renewables USA, LLC

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially
Owned by

8

21,841.00

Each
Reporting

9

Sole Dispositive Power

Person
With:

0.00

Shared Dispositive Power

10

21,841.00

Aggregate amount beneficially owned by each reporting person

11

21,841.00

12

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)



Percent of class represented by amount in Row (11)

13

0.1 %

Type of Reporting Person (See Instructions)

14

CO

Comment for Type of Reporting Person: This Schedule 13D relates to the following classes of securities of Clearway Energy, Inc., a Delaware corporation: Class A Common Stock with CUSIP No. 18539C 105 and Class C Common Stock with CUSIP No. 18539C 204. The cover page of this Schedule 13D filing relates to the Class A Common Stock. With respect to the Class C Common Stock, Rows (7), (9) and (11) equal 84,147,171 shares of Class C Common Stock beneficially owned and row (13) equals 49.3% of the Class C Common Stock. This comment shall serve as full disclosure of the beneficial ownership of all classes of securities of the Issuer registered pursuant to Section 12(b) of the Act.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Class A Common Stock, Class C Common Stock

Name of Issuer:

(b)

Clearway Energy, Inc.

Address of Issuer's Principal Executive Offices:

(c)

300 Carnegie Center, Suite 300, Princeton, NEW JERSEY , 08540.

Item 1 Comment: Explanatory Note: This Amendment No. 2 ("Amendment No. 2") to Schedule 13D amends and supplements the statement on Schedule 13D originally filed with the United States Securities and Exchange Commission ("SEC") on September 15, 2022, as amended by Amendment No. 1 to the Schedule 13D filed on June 28, 2024 (as amended, the "Schedule 13D"). Capitalized terms used but not defined herein shall have the meanings attributed to them in the Schedule 13D.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended and supplemented to include updated information with respect to the directors and executive officers of each of the Reporting Persons on Annex A attached hereto, which is incorporated herein by reference.

(a)

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented as follows: The information set forth or incorporated by reference in Items 4, 5 and 6 of this Schedule 13D are incorporated by reference in their entirety into this Item 3.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented as follows: Third Amended Exchange Agreement On April 1, 2026, the Issuer, Clearway Energy LLC and Clearway Energy Group entered into a Third Amended and Restated Exchange Agreement (the "Third Amended Exchange Agreement"), which amends and restates the Second Amended and Restated Exchange Agreement, dated as of October 28, 2024, among the Issuer, Clearway Energy LLC and Clearway Energy Group (the "Second Amended Exchange Agreement"). Under the Second Amended Exchange Agreement, Clearway Energy Group and certain permitted assignees and permitted transferees who acquire Class B Units or Class D Units of Clearway Energy LLC (collectively with Clearway Energy Group, the "CEG Unitholders") were entitled to, from time to time, (i) exchange their Class B Units of Clearway Energy LLC for shares of the Issuer's Class A Common Stock and (ii) exchange their Class D Units of Clearway Energy LLC for shares of the Issuer's Class C Common Stock, in each case, on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications; provided, that, upon any exchange of Class B Units of Clearway Energy LLC for shares of Class A Common Stock or any exchange of Class D Units of Clearway Energy LLC for shares of Class C Common Stock, a corresponding number of shares of Class B Common Stock or Class D Common Stock of the Issuer, as applicable, would be extinguished. The Third Amended Exchange Agreement amends and restates the Second Amended Exchange Agreement to, among other things, provide that a CEG Unitholder may, from time to time, exchange its Class B Units of Clearway Energy LLC for shares of Class C Common Stock (rather than shares of Class A Common Stock), in each case, on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications; provided, that, upon any such exchange, a corresponding number of shares of Class B Common Stock of the Issuer will be extinguished. Class A Conversion On March 9, 2026, the Issuer announced that its Board of Directors (the "Board") approved a proposal to amend and restate the Issuer's certificate of incorporation

(the "Charter Amendment") that would convert each share of Class A Common Stock into one share of Class C Common Stock. Under the terms of the Charter Amendment, such conversion (the "Class A Conversion") would occur automatically at 12:01 a.m., Eastern Time, on the second business day following the filing of the Charter Amendment. The Board intends to submit a proposal to the Issuer's stockholders to approve the Charter Amendment (the "Charter Amendment Proposal") at the Issuer's 2026 Annual Meeting of Stockholders (the "2026 Annual Meeting"), which is expected to be held on or around April 29, 2026. The adoption of the Charter Amendment Proposal will require the affirmative vote of (i) 66-2/3% of the combined voting power of the shares of the Issuer's common stock outstanding and entitled to vote thereon and (ii) a majority of the voting power of the shares of Class A Common Stock outstanding and entitled to vote thereon. Voting Trust Agreement Clearway Energy Group intends to enter into a voting trust agreement (the "Voting Trust Agreement") with Wilmington Trust, National Association, as the voting trustee thereunder (the "Voting Trustee"), if the Amended Charter is approved at the 2026 Annual Meeting. Under the Voting Trust Agreement, Clearway Energy Group would, concurrently with, and contingent upon, the Class A Conversion, deposit into a voting trust (the "Voting Trust") a number of shares (the "Voting Trust Shares") of Class B Common Stock equal to the number of shares necessary to cause the total relative voting power that Clearway Energy Group holds in the Issuer as of immediately following the Class A Conversion to equal the total relative voting power that Clearway Energy Group holds in the Issuer as of immediately prior to the Class A Conversion. Based on the number of outstanding shares of each class of common stock on March 19, 2026, and assuming such number of shares equals the number of shares of each such class of common stock outstanding immediately prior to the Class A Conversion, the number of Voting Trust Shares that would be deposited into the Voting Trust would equal 41,683,815 shares of Class B Common Stock. Under the terms of the Voting Trust Agreement, on any matter presented to the Issuer's stockholders for a vote, including the election or removal of directors and any corporate action (including certain proposed change of control transactions of the Issuer), the Voting Trustee would be required to vote the Voting Trust Shares in the same proportion as the votes cast by all stockholders of the Issuer (including Clearway Energy Group with respect to any shares not held in the Voting Trust). For any matter subject to a vote of the holders of the same class or series of securities as any Voting Trust Shares (voting separately as a class and not together with one or more other classes or series of voting securities of the Company), the Voting Trustee would be required to vote the Voting Trust Shares corresponding to such class or series in accordance with the written direction of Clearway Energy Group. The foregoing descriptions of the Third Amended Exchange Agreement and Voting Trust Agreement do not purport to be complete and are subject to, and qualified in their entirety by, the full text of the Third Amended Exchange Agreement and the form of Voting Trust Agreement, which are attached as exhibits to this Schedule 13D and are incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

The information set forth in the facing pages of this Schedule 13D with respect to the beneficial ownership of the Reporting Persons is incorporated by reference into this Item 5. The aggregate percentages of shares of Class A Common Stock and Class C Common Stock reported as beneficially owned by the Reporting Persons were calculated based on 34,613,853 and 86,290,173 shares of Class A Common Stock and Class C Common Stock, respectively, issued and outstanding as of March 19, 2026, as disclosed in the Issuer's Definitive Proxy Statement on Form DEF 14A filed with the SEC on March 24, 2026, plus 215,000 shares of Class C Common Stock issued pursuant to the Reporting Person's conversion of Class D Units on April 1, 2026, plus 42,738,750 Class B Units and 41,361,142 Class D Units beneficially owned by the Reporting Persons as of April 1, 2026, each of which is exchangeable at any time for shares of Class C Common Stock on a one-for-one basis, respectively. Clearway Energy Group is the record holder of 21,841 shares of Class A Common Stock, 47,289 shares of Class C Common Stock, 42,738,750 Class B Units, and 41,361,142 Class D Units. As described above, pursuant to the terms of the Third Amended Exchange Agreement, each Class B Unit and each Class D Unit is exchangeable at any time for shares of Class C Common Stock on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. The securities reported herein are held directly by Clearway Energy Group. GIP III Zephyr Acquisition Partners, L.P. ("Zephyr") is the sole member of Clearway Energy Group. Zephyr Holdings GP, LLC ("Zephyr GP") is the general partner of Zephyr. TotalEnergies Renewables USA, LLC holds 50% of the equity interests in Zephyr GP. TotalEnergies Holdings USA, Inc. is the sole shareholder of TotalEnergies Delaware, Inc., which is the sole member of TotalEnergies Renewables USA, LLC. TotalEnergies Gestion USA SARL, which is a direct wholly owned subsidiary of TotalEnergies SE, is the sole shareholder of TotalEnergies Holdings USA, Inc. Each of the foregoing may be deemed to beneficially own the securities reported herein; however, each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. By virtue of the relationships and agreements described herein, the Reporting Persons may be deemed to be acting as a group with Global Infrastructure Investors III, LLC and certain of its affiliates (collectively, "GIP") for purposes of Rule 13d-3 under the Exchange Act. However, neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that such persons are members of any such group. GIP is separately making a Schedule 13D amendment filing reporting the Class A Common Stock and Class C Common Stock GIP may be deemed to beneficially own. Each Reporting Person disclaims beneficial ownership of any Class A Common Stock and Class C Common Stock that may be deemed to be beneficially owned by GIP, except as otherwise described herein.

- (a) For each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D and are incorporated herein by reference.
- (b) Except as described herein, including the transactions listed on Annex B attached hereto, none of the Reporting Persons has effected any transactions in the Class A Common Stock or Class C Common Stock during the past 60

days.

(d) To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, or the affiliates of the Reporting Persons, is known to have the right to receive, or the power to direct the receipt of, dividends from, or proceeds from the sale of, the Class A Common Stock or Class C Common Stock reported herein as beneficially owned by the Reporting Persons.

(e) As of the date hereof, the Reporting Persons ceased to be beneficial owners of more than five percent of the Issuer's Class A Common Stock outstanding. The filing of this Amendment No. 2 constitutes an exit filing for the Reporting Persons solely with respect to the Class A Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented as follows: The information in Items 3, 4 and 5 of the Schedule 13D is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and supplemented to include the following exhibits: Exhibit 3: Third Amended and Restated Exchange Agreement, dated April 1, 2026, among Clearway Energy, Inc., Clearway Energy LLC and Clearway Energy Group LLC. (incorporated by reference to Exhibit 10.1 of the Issuer's Current Report on Form 8-K filed on April 2, 2026). Exhibit 4: Form of Voting Trust Agreement (incorporated by reference to Appendix C of the Issuer's Definitive Proxy Statement on Form DEF 14A filed on March 24, 2026).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TotalEnergies SE

Signature: /s/ Marine Delaitre
Name/Title: Authorized Signatory
Date: 04/03/2026

TotalEnergies Gestion USA SARL

Signature: /s/ Agathe Rozenbaum-Rameix
Name/Title: General Manager
Date: 04/03/2026

TotalEnergies Holdings USA, Inc.

Signature: /s/ Ha C. Yi
Name/Title: Assistant Secretary
Date: 04/03/2026

TotalEnergies Delaware, Inc.

Signature: /s/ Ha C. Yi
Name/Title: Secretary
Date: 04/03/2026

TotalEnergies Renewables USA, LLC

Signature: /s/ Ha C. Yi
Name/Title: Secretary
Date: 04/03/2026

DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING PERSONS

Set forth below is the name and current principal occupation or employment of each director and executive officer, as applicable, of TotalEnergies SE, TotalEnergies Gestion USA SARL, TotalEnergies Holdings USA Inc., TotalEnergies Delaware Inc., TotalEnergies Renewables USA LLC. The business address of each of the directors and executive officers of TotalEnergies SE and TotalEnergies Gestion USA SARL is 2, place Jean Millier, La Défense 6, 92400 Courbevoie, France. The business address of each of the other individuals listed below is 1201 Louisiana St. Suite 1800, Houston, TX 77002

TOTALENERGIES SE

Name	Occupation	Citizenship
Patrick Pouyanné	Chairman and Chief Executive Officer	French
Aurélien Hamelle	President, Strategy & Sustainability	French
Helle Kristoffersen	President, Asia	French and Danish
Stéphane Michel	President, Gas, Renewables & Power	French
Bernard Pinatel	President, Downstream and President, Marketing & Services	French
Vincent Stoquart	President, Refining & Chemicals	Belgian
Jean-Pierre Sbraire	Chief Financial Officer	French
Namita Shah	President, OneTech	French
Nicolas Terraz	President, Exploration & Production	French
Catherine Remy	President, People & Social Engagement	French
Jacques Aschenbroich	Lead Independent Director	French
Marie-Christine Coisne-Roquette	Director	French
Lise Croteau	Director	Canadian
Marie-Ange Debon	Director	French
Valérie Della Puppa-Tibi	Director representing employee shareholders	French
Romain Garcia-Ivaldi	Director representing employees	French
Glenn Hubbard	Director	American
Anelise Lara	Director	Brazilian
Helen Lee Bouygues	Director	American and French
Laurent Mignon	Director	French
Dirk Paskert	Director	German
Angel Pobo	Director representing employees	French

TOTALENERGIES GESTION USA SARL

Agathe Rozenbaum-Rameix	General Manager	French
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TOTALENERGIES HOLDINGS USA INC.

Francois Good	Director, Chief Executive Officer & President	French
Alexander Adotevi	Director and Chief Financial Officer	German
Erin Dyer	Director, Vice President, General Counsel and Secretary	Australian
Kwajo Sarfoh	Vice President, Tax	American
Agathe Rozenbaum-Rameix	Director	French
Esmeralda Fernandez	Treasurer	American
Tiffany Goodwin	Assistant Secretary	American
Ha C. Yi	Assistant Secretary	American

TOTALENERGIES DELAWARE INC.

Francois Good	Director and President	French
Alexander Adotevi	Director and Vice President	German
Erin Dyer	Director	Australian
Kwajo Sarfoh	Vice President	American
Esmeralda Fernandez	Treasurer	American
Ha C. Yi	Secretary	American

TOTALENERGIES RENEWABLES USA LLC

Olivier Jouny	Manager	French
Marc-Antoine Pignon	Manager and Chief Executive Officer	French
Alexander Adotevi	Manager	German
Christopher Gillies	Chief Financial Officer	Australian
Ali Mirza	Vice President, Structured Finance	American
Kwajo Sarfoh	Vice President, Tax	American
Jeffrey Newcombe	Vice President, Technical	American
Frederic Potts	Vice President, Distributed Generation	American
Brad Harmon	Vice President, Asset Management & O&M	American
Greg Nelson	Vice President, Project Development	American
Paige Goodwin	Vice President, TTE Participations	American
Stephanie Minshull	Vice President, Business Development & Strategy	American
Esmeralda Fernandez	Treasurer	American
Ha C. Yi	Secretary	American
Simon Hayes	Assistant Secretary	British

Transactions in the Class C Common Stock during the Past Sixty (60) Days ended April 1, 2026.

Legal Entity	Trade Date	Amount	Trade Price (\$)	Buy/Sell
Clearway Energy Group LLC	02/23/2026	129	39.61	(1)
Clearway Energy Group LLC	02/23/2026	875	(2)	(2)
Clearway Energy Group LLC	03/13/2026	493	(2)	(2)
Clearway Energy Group LLC	03/26/2026	1,091	(2)	(2)
Clearway Energy Group LLC	03/31/2026	215,000	(3)	(3)
Clearway Energy Group LLC	04/01/2026	99,661	39.91	(1)
Clearway Energy Group LLC	04/01/2026	435,552	39.91	(4)

- (1) Shares withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock of the Issuer previously granted by Clearway Energy Group under its Long Term Equity Incentive Program to certain of its employees.
 - (2) Represents shares of restricted stock of the Issuer previously granted by Clearway Energy Group LLC under its Long Term Equity Incentive Program forfeited by certain of its employees due to termination of service.
 - (3) Pursuant to the Second Amended Exchange Agreement, the Class D Units of Clearway LLC were exchanged for shares of Class C Common Stock on a one-for-one basis. An equivalent number of shares of Class D Common Stock were automatically canceled.
 - (4) Shares of restricted stock of the Issuer granted by Clearway Energy Group under its Long Term Equity Incentive Program to one or more of its employees.
-