

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Global Infrastructure Investors III, LLC</u>  (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS, 30TH FLOOR  (Street) NEW YORK NY 10105  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Clearway Energy, Inc. [ CWEN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/07/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class C Common Stock	11/07/2018		p <sup>(1)</sup>		30,000	A	\$19.79 <sup>(2)</sup>	30,000	I	See footnotes <sup>(3)(4)</sup>
Class C Common Stock	11/08/2018		p <sup>(1)</sup>		29,727	A	\$19.7 <sup>(5)</sup>	59,727	I	See footnotes <sup>(3)(4)</sup>
Class C Common Stock	11/08/2018		j <sup>(6)</sup>		59,727	D	\$0	0	I	See footnotes <sup>(3)(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*

Global Infrastructure Investors III, LLC

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 30TH FLOOR

(Street)

NEW YORK NY 10105

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Global Infrastructure GP III, L.P.

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 30TH FLOOR

(Street)

NEW YORK NY 10105

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

## GIP III Zephyr Acquisition Partners L.P.

(Last) (First) (Middle)  
1345 AVENUE OF THE AMERICAS, 30TH FLOOR

(Street)  
NEW YORK NY 10105

(City) (State) (Zip)

### 1. Name and Address of Reporting Person\*

#### Clearway Energy Group LLC

(Last) (First) (Middle)  
1345 AVENUE OF THE AMERICAS, 30TH FLOOR

(Street)  
NEW YORK NY 10105

(City) (State) (Zip)

### Explanation of Responses:

1. Reflects purchases made by Clearway Energy Group LLC ("Clearway Energy Group") in connection with grants it intends to make under its Long Term Equity Incentive Plan (the "Plan") to certain of its employees.
2. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$19.58 to \$19.93, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.
3. Reflects securities held directly by Clearway Energy Group. Global Infrastructure Investors III, LLC ("Global Investors") is the sole general partner of Global Infrastructure GP III, L.P. ("Global GP"), which is the general partner of GIP III Zephyr Acquisition Partners, L.P. ("GIP"), which is the sole member of Clearway Energy Group. As a result, Global Investors, Global GP, and GIP may be deemed to share beneficial ownership of the Issuer securities owned by Clearway Energy Group. Adebayo Ogunlesi, Jonathan Bram, William Brilliant, Matthew Harris, Michael McGhee, Rajaram Rao, William Woodburn, Salim Samaha and Robert O'Brien, as the voting members of the Investment Committee of Global Investors, may be deemed to share beneficial ownership of the Issuer securities beneficially owned by Global Investors. Such individuals expressly disclaim any such beneficial ownership.
4. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the securities reported herein for purposes of Section 16 or for any other purpose.
5. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$19.51 to \$19.90, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.
6. Reflects grants of shares of restricted stock of the Issuer granted by Clearway Energy Group under the Plan to certain of its employees.

GLOBAL  
INFRASTRUCTURE  
INVESTORS III, LLC By: /s/ 11/09/2018  
Jonathan Bram Name:  
Jonathan Bram Title: Partner

GLOBAL  
INFRASTRUCTURE GP III,  
L.P. By: Global Infrastructure  
Investors III, LLC, its general 11/09/2018  
partner By: /s/ Jonathan Bram  
Name: Jonathan Bram Title:  
Partner

GIP III ZEPHYR  
ACQUISITION PARTNERS,  
L.P. By: Global Infrastructure  
GP III, L.P., its general partner  
By: Global Infrastructure 11/09/2018  
Investors III, LLC, its general  
partner By: /s/ Jonathan Bram  
Name: Jonathan Bram Title:  
Partner

CLEARWAY ENERGY  
GROUP LLC By: /s/ Craig  
Cornelius Name: Craig 11/09/2018  
Cornelius Title: Chief  
Executive Officer

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.