(Street)

**COURBEVOIE** 

10

1. Name and Address of Reporting Person\*

(State)

92400

(Zip)

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<b>STATEMENT</b>	OF CHANGES	S IN BENEFICIA	<b>AL OWNERSHIP</b>

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

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

Check this box to indicate that a transaction was made pursuant to a

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

for the securit intende defens	ct, instruction o purchase or sa ies of the issue ed to satisfy the ee conditions of ee Instruction	ale of equity or that is a affirmative Rule 10b5-																		
1. Name and Address of Reporting Person* <u>TotalEnergies SE</u>				2. Issuer Name and Ticker or Trading Symbol Clearway Energy, Inc. [ CWEN ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)    Jirector   10% Owner									
(Last) (First) (Middle) 2, PLACE JEAN MILLIER LA DEFENSE 6				09/	3. Date of Earliest Transaction (Month/Day/Year) 09/20/2024  4. If Amendment, Date of Original Filed (Month/Day/Year)								Officer (give title Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable							
(Street) COURBEVOIE I0 92400					Form filed by More than One Reporting Person  Form filed by More than One Reporting Person															
(City)	(St		Zip) I - N	Non-Deriva	ative	Sec	urities	- Ac	cquire	ed, D	)isposed (	of, or l	Benef	icia	ılly Own	ed				
1. Title of Security (Instr. 3) 2. Trans		2. Transactio Date (Month/Day/Y	n 2A. Dee Execution (ear) if any		ition Date	emed tion Date, n/Day/Year)		ction Instr.	4. Securities Acq Disposed Of (D) ( and 5)		equired (A) or () (Instr. 3, 4		5. Amount of Securities Beneficially Owned Following Reported		6. Owner Form: D (D) or In (I) (Instr.	irect direct	7. Nat Indire Benet Owne (Instr.	ficial rship		
									Code	v	Amount	(A) or (D)	Price	- 1	Transaction (Instr. 3 and				See	
Class C Common Stock 09/20/202					:4			J <sup>(1)</sup>		3,418	A			70,952		I			notes(2)(3)	
		Tal	ble I	I - Derivati (e.g., ρι							sposed of s, converti					d 				
Derivative Conversion Date Exe Security or Exercise (Month/Day/Year) if an				Transaction of Code (Instr. B) Sec (A) Dis of (Instr. Code (Instr. Cod		Exp		. Date Exercisable and xpiration Date Month/Day/Year)		Amo Secu Unde Deriv Secu	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. Owne Form Direc or Inc (I) (In:	t (D) Ownership lirect (Instr. 4)			
					Code	v	(A)	(D)	Date Exer	) rcisab	Expiration le Date	n Title	Amou or Numb of Share	er						
	nd Address of nergies S	f Reporting Person* $\frac{E}{C}$																		
(Last) 2, PLAC LA DEF	E JEAN M	(First) ILLIER	(	(Middle)																
(Street)	EVOIE	10		92400																
(City)		(State)	(	(Zip)		_														
		Reporting Person* estion USA S		L																
(Last) 2, PLAC LA DEF	E JEAN M	(First) ILLIER		(Middle)																

<u>TotalEnergies Holdings USA, Inc.</u>									
(Last)	(First)	(Middle)							
1201 LOUISIANA	A ST. SUITE 1800,								
(Street)									
HOUSTON	TX	77002							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person* <u>TotalEnergies Delaware, Inc.</u>									
(Last)	(First)	(Middle)							
1201 LOUISIANA	A ST. SUITE 1800,								
(Street)									
HOUSTON	TX	77002							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person* <u>TotalEnergies Renewables USA, LLC</u>									
(Last)	(First)	(Middle)							
1201 LOUISIANA ST. SUITE 1800,									
(Street)									
HOUSTON	TX	77002							
(City)	(State)	(Zip)							

## **Explanation of Responses:**

1. Reflects the forfeiture of shares of restricted stock of Clearway Energy, Inc. (the "Issuer") previously granted by Clearway Energy Group LLC ("Clearway Energy Group") under its Long Term Equity Incentive Program to one or more of its employees.

- 2. 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.
- 3. 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 entities is a "Reporting Person" and 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. Solely for purposes of Section 16 of the Exchange Act, each Reporting Person may be deemed a "director by deputization".

TOTALENERGIES SE By: /s/ Marine Delaitre Name: 09/24/2024 Marine Delaitre Title: <u>Authorized Signatory</u> **TOTALENERGIES** GESTION USA SARL By: /s/ 09/24/2024 Eric Bozec Name: Eric Bozec Title: General Manager **TOTALENERGIES** HOLDINGS USA, INC. By: /s/ Richard Frazier Name: 09/24/2024 Richard Frazier Title: Assistant Secretary **TOTALENERGIES** DELAWARE, INC. By: /s/ Richard Frazier Name: 09/24/2024 Richard Frazier Title: **Secretary TOTALENERGIES** RENEWABLES USA, LLC By: /s/ Richard Frazier Name: 09/24/2024 Richard Frazier Title: Secretary \*\* Signature of Reporting Person Date

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

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.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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