SEC Form 4

**FORM 4**

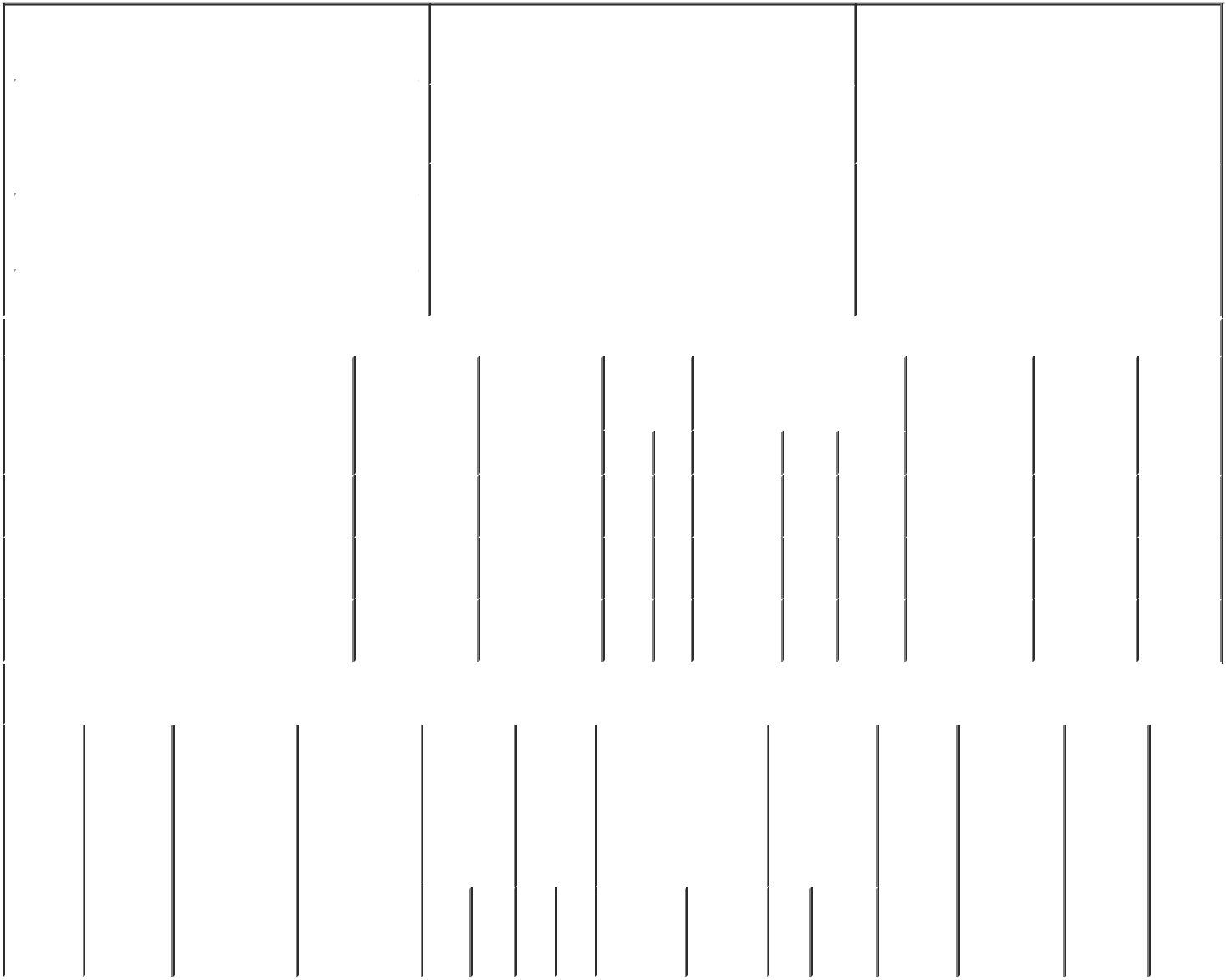
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | |  |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | |  |
|  |  | [Ford Brian R.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001458874) | | |  |  |  |  |  |  | [Clearway Energy, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001567683) [ CWEN ] | | | | | |  |  |  | (Check all applicable) | | | | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | Director | | 10% Owner | | | |  |
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|  |  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | |  |  |  |  |  |  |  |
|  |  | (Last) |  | (First) | | (Middle) |  |  |  |  |  |  |  |  |  |  | below) | | below) |  |  |  |  |
|  |  | CLEARWAY ENERGY, INC. | | | |  |  | 06/01/2022 | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 300 CARNEGIE CENTER, SUITE 300 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |  |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | |  |
|  |  | PRINCETON NJ | | |  | 08540 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person | |  |  |  |  |  |
|  |  | (City) |  | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | | | |  |  |  | | | |  | | | | |  |  | | | |  |  |  |  |  |
|  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | | |  |  |  |  |  |
|  |  |  | |  | |  |  | |  | |  |  | |  |  |  | | | | |  |  |  | |  |  |  | |  |
|  | **1. Title of Security (Instr. 3)** | | | | |  | **2. Transaction** | | | | | **2A. Deemed** | | **3.** |  | **4. Securities Acquired (A) or** | | | | | |  | **5. Amount of** | | **6. Ownership** | **7. Nature** | | |  |
|  |  |  |  |  |  |  | **Date** |  |  |  |  | **Execution Date,** | | **Transaction** | | **Disposed Of (D) (Instr. 3, 4 and** | | | | | | | **Securities** | | **Form: Direct** | **of Indirect** | | |  |
|  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | | **if any** |  | **Code (Instr.** | | **5)** |  |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | **Beneficial** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** |  |  |  |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | **Ownership** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | |  | **(Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | | **Amount** | **(A) or** | | **Price** | | |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  |  | **(Instr. 3 and 4)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Class C Common Stock, par value $.01 per | | | | | | 06/01/2022 | | | | |  |  | A | | 4,328(1) | A |  | (2) | | |  | 58,339 | | D |  |  |  |  |
|  | share | |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Class A Common Stock, par value $.01 per | | | | | | 06/01/2022 | | | | |  |  | A | | 76 | A |  | (3) | | |  | 8,030(4) | | D |  |  |  |  |
|  | share | |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Class C Common Stock, par value $.01 per | | | | | | 06/01/2022 | | | | |  |  | A | | 584 | A |  | (3) | | |  | 58,923(5) | | D |  |  |  |  |
|  | share | |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | | |  | |  | | | |  | | | | | |  | | | |  |  |  |  |  |
|  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | |  |  |  |  |  |
|  |  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | |  |  | |  |  |  |  |  | |  | |  |  |  |  | |  | |  | | |  |
|  | **1. Title of** | | **2.** |  | **3. Transaction** | **3A. Deemed** | | **4.** | | | |  | **5. Number** | **6. Date Exercisable and** | | | **7. Title and** | |  |  |  | **8. Price of** | | **9. Number of 10.** | | **11. Nature** | | |  |
|  | **Derivative** | | **Conversion** | | **Date** | **Execution Date,** | |  |  | **Transaction** | | | **of** | **Expiration Date** | | | **Amount of** | |  |  |  | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | | |  |
|  | **Security** | | **or Exercise** | | **(Month/Day/Year) if any** | |  |  |  | **Code (Instr.** | | | **Derivative** | **(Month/Day/Year)** | | | **Securities** | |  |  |  | **Security** | | **Securities** | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | | **Price of** | |  | **(Month/Day/Year)** | | **8)** | | | |  | **Securities** |  |  |  | **Underlying** | | | | | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | | |  |
|  |  |  | **Derivative** | |  |  |  |  |  |  |  |  | **Acquired** |  |  |  | **Derivative** | |  |  |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | | |  |
|  |  |  | **Security** | |  |  |  |  |  |  |  |  | **(A) or** |  |  |  | **Security (Instr.** | | | | |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** |  |  |  | **3 and 4)** | |  |  |  |  |  | **Reported** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **of** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Code** | | **V** | **(A) (D)** | **Exercisable** | | **Date** | **Title** | **Shares** | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. Represents 4,328 Deferred Stock Units issued to the Reporting Person by Clearway Energy, Inc. under Clearway Energy, Inc.'s Amended and Restated 2013 Equity Incentive Plan.
2. Each Deferred Stock Unit is equivalent in value to one share of Clearway Energy, Inc.'s Class C Common Stock, par value $.01 per share. The Reporting Person will receive from Clearway Energy, Inc.one such share of Class C Common Stock for each Deferred Stock Unit he owns upon termination of his service on Clearway Energy, Inc.'s Board of Directors.
3. Represents dividend equivalent rights accrued on the Reporting Person's Deferred Stock Units, which become exercisable proportionately with the Deferred Stock Units to which they relate and may only be settled in Class A or Class C Common Stock of Clearway Energy, Inc. as determined by the Deferred Stock Units to which they relate.
4. Includes 2,483 dividend equivalent rights that may only be settled in Class A Common Stock.
5. Includes 10,933 dividend equivalent rights that may only be settled in Class C Common Stock

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| /s/ Kevin P. Malcarney, | |  | 06/03/2022 | |  |
| Attorney-in-Fact |  | |  |
|  |  |  |
| \*\* 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.**