

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **May 11, 2026**

Clearway Energy, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-36002
(Commission File Number)

46-1777204
(IRS Employer Identification No.)

300 Carnegie Center, Suite 300, Princeton, New Jersey 08540
(Address of principal executive offices, including zip code)

(609) 608-1525
(Registrant's telephone number, including area code)

N/A
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class C Common Stock, par value \$0.01	CWEN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 15, 2026, Clearway Energy, Inc. (the “Company”) announced that Kevin P. Malcarney will retire from his position as Executive Vice President, General Counsel and Corporate Secretary of the Company, effective June 1, 2026 (the “Transition Date”). In connection with his retirement, on May 11, 2026, Mr. Malcarney entered into a transition services agreement with the Company and Clearway Energy Group LLC (the “Transition Services Agreement”), pursuant to which he will remain employed as a non-executive employee following the Transition Date through June 26, 2026. In addition, under the Transition Services Agreement, Mr. Malcarney will receive the following separation benefits upon his departure from the Company (the “Separation Benefits”): (i) a pro-rated annual bonus for 2026, (ii) the continued vesting of his outstanding Company equity awards in accordance with their original vesting schedules as if he had remained continuously employed through each applicable vesting date and (iii) a lump-sum cash payment in an amount equal to approximately \$711,845.

The Separation Benefits are conditioned on Mr. Malcarney complying with the Transition Services Agreement and executing (and not revoking within seven days after his execution) a general release of claims.

The Transition Services Agreement also includes confidentiality, non-disparagement and non-solicitation covenants and provides that the restrictive covenants in any agreement between Mr. Malcarney and the Company (other than any non-compete covenant) will remain in effect with respect to Mr. Malcarney.

The foregoing description of the Transition Services Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Transition Services Agreement, a copy of which the Company plans to file as an exhibit to its upcoming Quarterly Report on Form 10-Q.

Item 7.01 Regulation FD Disclosure.

On May 15, 2026, the Company issued a press release announcing Mr. Malcarney’s retirement. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01, including Exhibit 99.1, are deemed to be “furnished” and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), as amended, and will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Document
99.1	Press Release, dated May 15, 2026.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURES

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

Clearway Energy, Inc.

By: /s/ Sarah Rubenstein
Sarah Rubenstein
Executive Vice President and Chief Financial Officer

Date: May 15, 2026



Clearway Energy, Inc. Announces General Counsel Transition

May 15, 2026

PRINCETON, N.J., May 15, 2026 (GLOBE NEWSWIRE)

Clearway Energy, Inc. (NYSE: CWEN) today announced that effective June 1, 2026, Kevin P. Malcarney will retire from his position as Executive Vice President, General Counsel and Corporate Secretary. Mr. Malcarney has served as General Counsel since May 2018, overseeing the Clearway Energy, Inc. legal and compliance teams and supporting governance and strategic initiatives.

"From our public market debut almost thirteen years ago, and through countless transactions and formative events, Kevin has been an essential part of the community of professionals who have shaped Clearway into what it has become. We could not be more grateful for his steadfast presence and friendship over all those years and accomplishments. As he steps down after nearly two decades of strategic leadership, we are thankful for the indelible mark he has left on Clearway Energy and look forward to honoring his legacy in the years to come," said Craig Cornelius, Chief Executive Officer of Clearway Energy, Inc.

"It has been a great privilege to work with the best people in the industry on innovative and challenging projects over the last 18 years, from filing the formation documents to seeing what has now become the Clearway enterprise. As I move on to what comes next, I know Clearway is in the hands of those who will continue to nurture and develop the Company's tremendous growth and operations," said Malcarney.

Clearway Energy, Inc. also announced effective June 1, 2026, that Michael A. Brown will succeed Mr. Malcarney as Senior Vice President, General Counsel and Corporate Secretary. Mr. Brown most recently has served as Vice President, Assistant General Counsel and Corporate Secretary at The New York Times Company since March 2023. Mr. Brown previously served as Deputy General Counsel and Assistant Corporate Secretary at Clearway Energy, Inc. from 2018 to 2021 and in senior legal roles supporting NRG Yield from 2014 to 2018.

"We are incredibly excited to be welcoming Mike back as the next General Counsel of Clearway Energy, Inc. Over his many years of work with us at NRG and Clearway, Mike helped craft the business architecture and capital base that comprise Clearway today and served as an astute strategic partner to peers across our leadership team. We are looking forward to having him back as part of our community, and to his bringing both continuity and forward vision to the company as he returns," said Cornelius.

Mr. Malcarney will remain employed as a non-executive employee following the effective date through June 26, 2026, to ensure a smooth transition.

Additional details regarding this leadership transition will be disclosed in accordance with applicable SEC reporting requirements in a Current Report on Form 8-K.

About Clearway Energy, Inc.

Clearway Energy, Inc. is one of the largest owners of clean energy generation assets in the U.S. Our portfolio comprises approximately 13.6 GW of gross capacity in 27 states, including approximately 10.8 GW of wind, solar and battery energy storage systems and approximately 2.8 GW of flexible dispatchable power generation providing critical grid reliability services. Through our diversified and primarily contracted clean energy portfolio, Clearway Energy endeavors to provide its investors with stable and growing dividend income. Clearway Energy, Inc.'s common stock is traded on the New York Stock Exchange under the symbol CWEN. Clearway Energy, Inc. is sponsored by its controlling investor, Clearway Energy Group LLC. For more information, visit investor.clearwayenergy.com.

Safe Harbor Disclosure

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as “expect,” “estimate,” “target,” “anticipate,” “forecast,” “plan,” “outlook,” “believe” and similar terms. Such forward-looking statements include, but are not limited to, statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions and future performance and condition.

Although the Company believes that the expectations are reasonable, it can give no assurance that these expectations will prove to be correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to: unforeseen or adverse changes in the capital markets generally or in trading conditions applicable to the Company’s securities; and risks related to the Company’s business, operations, financial condition and prospects.

The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. The foregoing review of factors that could cause the Company’s actual results to differ materially from those contemplated in the forward-looking statements included in this news release should be considered in connection with information regarding risks and uncertainties that may affect the Company’s future results included in its filings with the SEC at www.sec.gov. In addition, the Company makes available free of charge at www.clearwayenergy.com, copies of materials it files with, or furnishes to, the SEC.

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Source: Clearway Energy, Inc.
