SEC Form 4

**FORM 4**

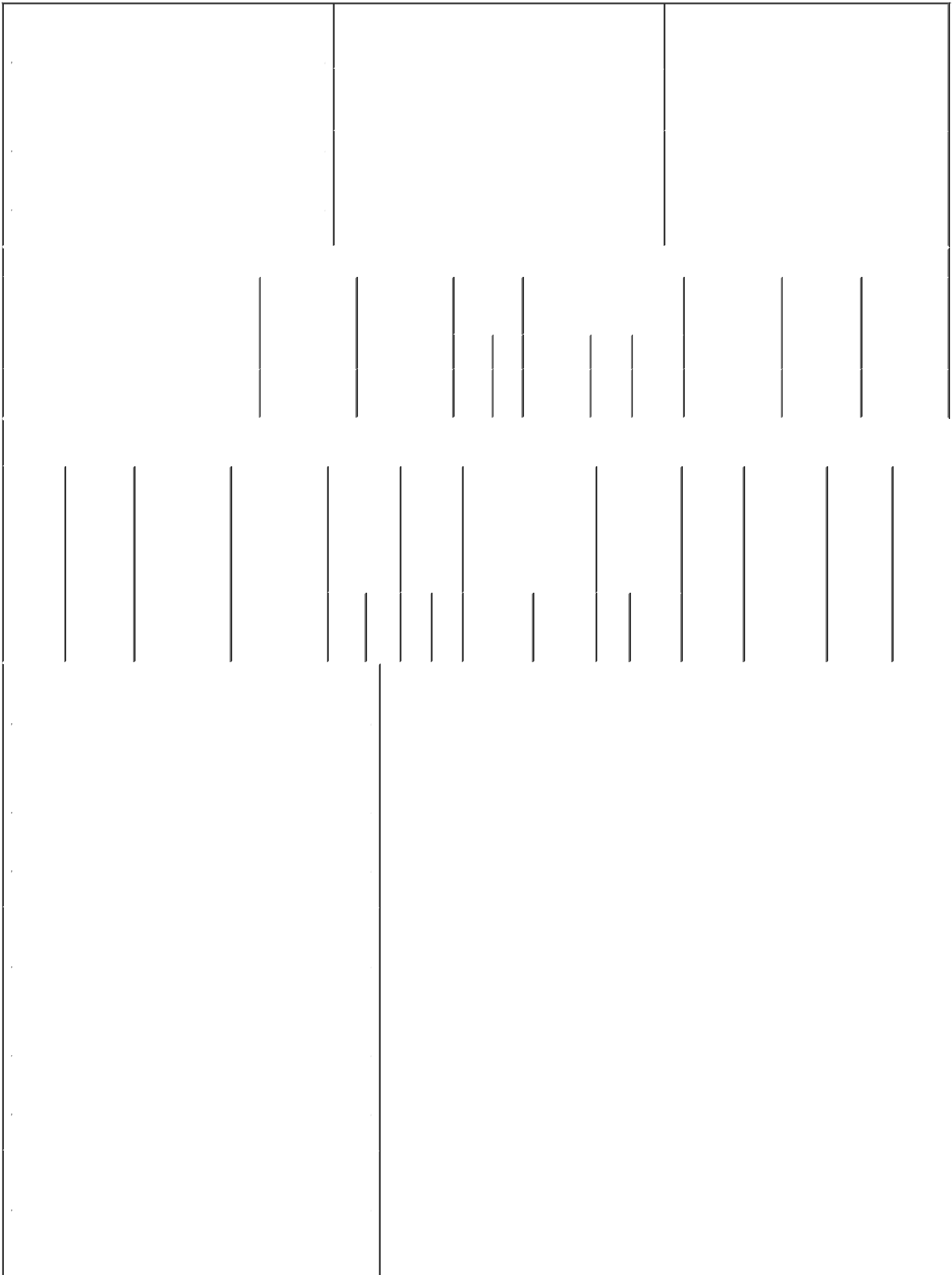
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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

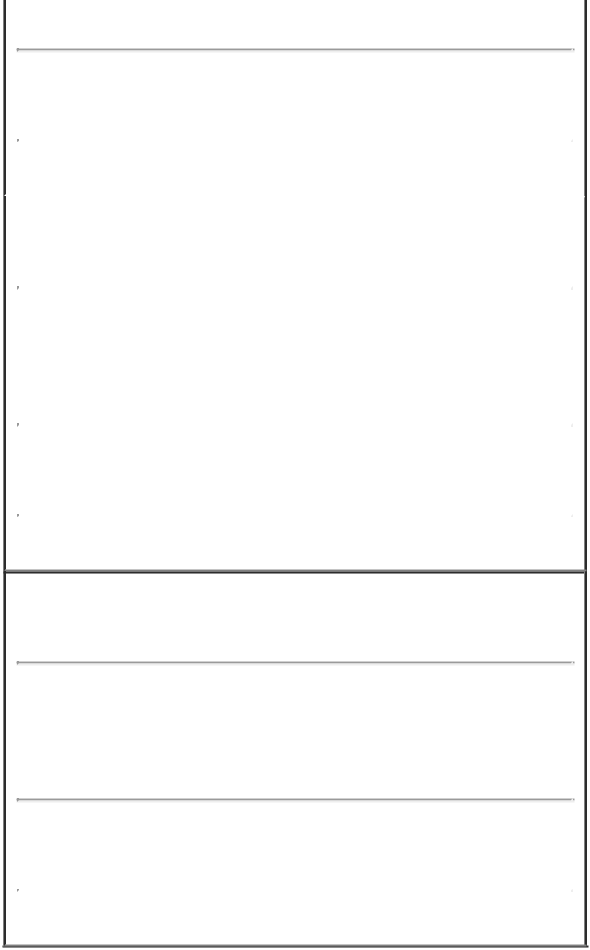


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|  | 1. Name and Address of Reporting Person\* | | | | | | | |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | | | | |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | | |  |
|  |  | [TotalEnergies SE](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000879764) | | | |  |  |  |  |  |  | [Clearway Energy, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001567683) [ CWEN ] | | | | | | | | | |  |  |  | (Check all applicable) | | | | |  |  |  |  |  |  |  |
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|  |  | (Last) | (First) | | | (Middle) | | |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | | | |  |  |  |  |  |  | below) | |  | below) | |  |  |  |  |
|  |  | 2, PLACE JEAN MILLIER | | | |  |  |  | 12/02/2022 | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | |  |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | | |  |
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|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by One Reporting Person | | | | | | | |  |
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|  |  | COURBEVOIE I0 | |  |  | 92400 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | Form filed by More than One Reporting | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person | |  |  |  |  |  |  |  |
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|  |  | (City) | (State) | | | (Zip) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  | **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 of** | | | |  |
|  |  |  |  |  |  |  | **Date** | |  |  |  |  | **Execution Date,** | | | | | | **Transaction** | | **Disposed Of (D) (Instr. 3, 4** | | | |  |  | **Securities** | |  | **Form: Direct** | | **Indirect** | | | |  |
|  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | | | **if any** | | | |  |  | **Code (Instr.** | | **and 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 | | | | | 12/02/2022 | | | | | | |  |  |  |  |  |  | J(1) | | 6,538 | A | (1) |  |  |  |  | 87,598 | |  | I | See |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | Footnote(2)(3) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **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)** | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **of** | |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Code** | | **V** | | | | **(A) (D)** | | **Exercisable** | | **Date** | **Title** | **Shares** | |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [TotalEnergies SE](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000879764) | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | 2, PLACE JEAN MILLIER | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | LA DEFENSE 6 | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | COURBEVOIE | | I0 | | 92400 | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [TotalEnergies Gestion USA SARL](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001941906) | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | 2, PLACE JEAN MILLIER | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | LA DEFENSE 6 | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | COURBEVOIE | | I0 | | 92400 | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | (City) |  | (State) | | (Zip) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [TotalEnergies Holdings USA, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001942439) | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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1201 LOUISIANA ST.

SUITE 1800



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| (Street) | |  |  |  |  |
|  | HOUSTON | TX | | 77002 |  |
|  |  |  |  |  |  |
|  | (City) | (State) | | (Zip) | |
|  |  | |  |  |  |
| 1. Name and Address of Reporting Person\* | | | |  |  |
|  | [TotalEnergies Delaware, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001942500) | | |  |  |
|  |  |  |  |  |  |
|  | (Last) | (First) | | (Middle) | |
|  | 1201 LOUISIANA ST. | | |  |  |
|  | SUITE 1800 |  |  |  |  |
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|  | HOUSTON | TX | | 77002 |  |
|  |  |  |  |  |  |
|  | (City) | (State) | | (Zip) | |

1. Name and Address of Reporting Person\*

[TotalEnergies Renewables USA, LLC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001942458)

(Last) (First) (Middle)

1201 LOUISIANA ST.

SUITE 1800

|  |  |  |  |
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| (Street) | |  |  |
|  | HOUSTON | TX | 77002 |
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|  | (City) | (State) | (Zip) |

**Explanation of Responses:**

1. Reflects the forfeiture of shares of restricted stock of 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, a wholly owned subsidiary of GIP III Zephyr Acquisition Partners, L.P. ("GIP"). TotalEnergies Renewables USA, LLC holds 50% of the equity interests in Zephyr Holdings GP, LLC, which is the general partner of GIP. 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. As a result, each of the foregoing entities may be deemed to beneficially own the securities reported herein.
3. 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.

TOTALENERGIES SE By: /s/



Aurelien Hamelle, General



Counsel



TOTALENERGIES



GESTION USA SARL By: /s/



Eric Bozec, General Manager



TOTALENERGIES



HOLDINGS USA, INC. By:



/s/ Albert Shung, Assistant



Secretary



TOTALENERGIES



DELAWARE, INC. By: /s/



Albert Shung, Secretary



TOTALENERGIES



RENEWABLES USA, LLC



By: /s/ Albert Shung,



Secretary



12/06/2022



12/06/2022



12/06/2022



12/06/2022



12/06/2022



\*\* 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.

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