

OMB APPROVAL	
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**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

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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	04/01/2024		J <sup>(1)</sup>		67,728	A	\$23.07	362,963	I	See footnotes <sup>(3)(4)(5)</sup>
Class C Common Stock	04/01/2024		J <sup>(2)</sup>		320,872	D	\$23.07	42,091	I	See footnotes <sup>(3)(4)(5)</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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date					

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\*  
Zephyr Holdings GP, 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 Midco Holdings, 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 the withholding of shares to satisfy tax withholding obligations in connection with the vesting of restricted stock of the Issuer previously granted by Clearway Energy Group under its Long Term Equity Incentive Program to certain of its employees.
2. Reflects grant of shares of restricted stock of the Issuer granted by Clearway Energy Group under its Long Term Equity Incentive Program to one or more of its employees. The Reporting Persons have agreed to voluntarily disgorge any profits deemed realized from such transactions to the Issuer.
3. Reflects securities held directly by Clearway Energy Group. Zephyr Holdings GP, LLC ("Zephyr GP") is the general partner of GIP III Zephyr Acquisition Partners, L.P. ("Zephyr") which is the sole member of Clearway Energy Group. Zephyr GP is owned by GIP III Zephyr Midco Holdings, L.P. ("Midco") and TotalEnergies Renewables USA, LLC. 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 Midco. As a result, each of Zephyr GP, Zephyr, Midco, Global GP and Global Investors, may be deemed to share beneficial ownership of the securities owned by Clearway Energy Group.
4. 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.
5. 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.

[GLOBAL](#)  
[INFRASTRUCTURE](#)  
[INVESTORS III, LLC By: /s/ 04/03/2024](#)  
[Jonathan Bram Name:](#)  
[Jonathan Bram Title: President](#)

[GLOBAL](#)  
[INFRASTRUCTURE GP III,](#)  
[L.P. By: Global Infrastructure](#)  
[Investors III, LLC, its general 04/03/2024](#)  
[partner By: /s/ Gregg Myers](#)  
[Name: Gregg Myers Title:](#)  
[Chief Financial Officer](#)  
[GIP III ZEPHYR MIDCO 04/03/2024](#)

HOLDINGS, L.P. By: Global  
Infrastructure GP III, L.P., its  
general partner By: Global  
Infrastructure Investors III,  
LLC, its general partner By:  
/s/ Gregg Myers Name: Gregg  
Myers Title: Chief Financial  
Officer

ZEPHYR HOLDINGS GP,  
LLC By: /s/ Jonathan Bram  
Name: Jonathan Bram Title: 04/03/2024  
Officer

GIP III ZEPHYR  
ACQUISITION PARTNERS,  
L.P. By: Zephyr Holdings GP,  
LLC, its general partner By: 04/03/2024  
/s/ Gregg Myers Name: Gregg  
Myers Title: Chief Financial  
Officer

CLEARWAY ENERGY  
GROUP LLC By: /s/ Alicia  
Stevenson Name: Alicia 04/03/2024  
Stevenson Title: VP, Business  
Operations & Strategy

\*\* 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.**