FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL						
OMB Number:	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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 1. Name and Address of Reporting Person Clearway Energy, Inc. [CWEN] Global Infrastructure Investors III, LLC Director 10% Owner Officer (give title Other (specify below) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) 1345 AVENUE OF THE AMERICAS, 30TH FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person **NEW YORK** 10105 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 Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (II 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			d 5. Amount of Securities Form: Direct (D Form) Direct (D Form) Direct (D Form) Direct (D Form) Direct (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	3 and 4)		
Class A Common Stock	09/12/2022		J ⁽¹⁾⁽²⁾		10,920(1)(2)(3)	D	(1)(2)	21,841(1)(2)(4)	I	See footnotes ⁽⁵⁾⁽⁶⁾⁽⁷⁾
Class C Common Stock	09/12/2022		J ⁽¹⁾⁽²⁾		32,893(1)(2)(3)	D	(1)(2)	65,787(1)(2)(4)	I	See footnotes(5)(6)(7)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 9. Number of derivative Securities Beneficially Owned Follow Reported 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Price of Derivative Security (Instr. 5) 1. Title of Derivative Security (Instr. 3) 11. Nature of 3. Transaction 3A Deemed 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 3A. Deemed Execution Date, if any (Month/Day/Year) Indirect Beneficial Ownership (Month/Day/Year Date Exercisable Expiration Date Amount or Number of Shares Code ν (A) (D) Title (Instr. 4) Class B Units of Clearway See footnotes⁽⁵⁾ (6)(7) 21.369.375(1)(2)(3) 21,369,375(1)(2)(3) 42.738.750(1)(2)(4) (8) 09/12/2022 Energy Units of See footnotes⁽⁵⁾ T(1)(2) 21,168,375(1)(2)(3) 21,168,375(1)(2)(3) 42,336,750(1)(2)(4) (9) (9) (9) 09/12/2022 Clearway Ι (6)(7)Energy LLC Stock

1. Name and Address Global Infrastr	of Reporting Person* ucture Investors I	II <u>, LLC</u>	
(Last)	(First)	(Middle)	
1345 AVENUE OI	F THE AMERICAS,		
30TH FLOOR			
(Street)			
NEW YORK	NY	10105	
(City)	(State)	(Zip)	
1. Name and Address Global Infrastr	of Reporting Person [*] ucture GP III, L.I	<u>).</u>	
(Last)	(First)	(Middle)	
1345 AVENUE OI	F THE AMERICAS,		
30TH FLOOR			
(Street)			
NEW YORK	NY	10105	
(City)	(State)	(Zip)	

Explanation of Responses:

- 1. On September 12, 2022 GIP III Zephyr Midco Holdings, L.P. ("Midco") completed the sale of fifty percent (50%) of the equity interests in Zephyr Holdings, L.P. (formerly known as GIP III Zephyr Holdings, L.L.C) to TotalEnergies Renewables USA, L.L.C, an indirect subsidiary of TotalEnergies SE (the "Transaction, Midco received approximately \$1.6 billion in cash and an interest of 50% minus one share in the subsidiary of TotalEnergies SE that holds its 50.6% ownership in SunPower Corporation (NASDAQ: SPWR).
- 2. (Continued from Footnote 1) The Transaction takes into account valuations of \$35.10 per share for the Issuer's common stock and \$18 per share for SunPower Corporation. Zephyr Holdings, L.P. owns all of the limited partnership interests in GIP III Zephyr Acquisition Partners, L.P. GIP III Zephyr Acquisition Partners, L.P. GIP III Zephyr Acquisition Partners, L.P. is the sole member of Clearway Energy Group LLC ("Clearway Energy Group"). No Class A Common Stock, Class C Common Stock or derivatives thereof were directly transferred in the Transaction.
- 3. By virtue of the Transaction, each of the Reporting Persons may be deemed to have disposed of a portion of its indirect pecuniary interest in securities of the Issuer to TotalEnergies SE or its affiliates. These numbers represent fifty percent of the securities of the Issuer held by Clearway Energy Group, which is the portion of Clearway Energy Group the Reporting Persons and their affiliates may have been deemed to have disposed in the Transaction.
- 4. Clearway Energy Group continues to hold 21,841 shares of Class A common stock of the Issuer ("Class A Common Stock"), 42,738,750 Class B Units of Clearway Energy LLC ("Clearway LLC") and 42,336,750 Class D Units of Clearway LLC following the Transaction.
- 5. Represents securities held directly by Clearway Energy Group. Following the Transaction. Zephyr Holdings GP, LLC is owned by Mideo and TotalEnergies Renewables USA, LLC. . Global Infrastructure Investors III, LLC is the sole general partner of GIP III Zephyr Acquisition Partners, L.P., which is the general partner of Mideo. As a result, each of Zephyr Holdings GP, LLC, GIP III Zephyr Acquisition Partners, L.P., which is the general partner of Mideo. As a result, each of Zephyr Holdings GP, LLC, GIP III Zephyr Acquisition Partners, L.P., Mideo, Global Infrastructure GP III, L.P., and Global Infrastructure Investors III, LLC, may be deemed to share beneficial ownership of the securities owned by Clearway Energy Group.
- 6. 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. 7. 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 each of the Reporting Persons states that the inclusion of these securities in this report shall not be deemed an admission that there occurred any transaction subject to Section 16 of the Securities Exchange Act of 1934, or, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, shall be deemed an admission of beneficial ownership of the securities reported herein for purposes of Section 16 or for any other purpose.

8. Pursuant to an Amended and Restated Exchange Agreement, dated as of May 14, 2015, among the Issuer, Clearway LLC and other parties thereto (the "Exchange Agreement"), the Class B Units of Clearway LLC are exchangeable at any time for shares of Class A Common Stock on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the holder exchanges the Class B Units for shares of Class A Common Stock pursuant to the Exchange Agreement, an equivalent number of shares of Class B Common Stock issued to the holder will automatically be canceled.

9. Pursuant to the Exchange Agreement, the Class D Units of Clearway LLC are exchangeable at any time for shares of Class C Common Stock on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the holder exchanges the Class D Units for shares of Class C Common Stock pursuant to the Exchange Agreement, an equivalent number of shares of Class D Common Stock issued to the holder will automatically be

GLOBAL INFRASTRUCTURE INVESTORS III, LLC By: /s/

09/14/2022 Jonathan Bram Name: Jonathan

Bram Title: President

GLOBAL INFRASTRUCTURE GP III, L.P. By: Global Infrastructure

Investors III, LLC, its general 09/14/2022 partner By: /s/ Gregg Myers Name:

Gregg Myers Title: Chief Financial

Officer

** 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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