FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

vasilington, D.O. 2004

OMB APP	ROVAL
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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) See Instruction 10

COURBEVOIE

(City)

(Last)

**I0** 

1. Name and Address of Reporting Person\*

<u>TotalEnergies Gestion USA SARL</u>

2, PLACE JEAN MILLIER

LA DEFENSE 6

COURBEVOIE

(State)

(First)

92400

(Zip)

(Middle)

92400

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

xercise e of vative urity	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		de (Instr.	of Derivat Securit Acquir (A) or Dispos of (D) (Instr. 5 and 5)	Ex (Meties ed as, 4	piratior onth/Da	n Date ay/Year)  Expiration	Amo Secu Unde Deriv Secu 3 and	unt of rities erlying rative rity (Instr.	Derivative Security (Instr. 5)	Securi Benefi Owned Follow Repor Transa	ities icially d ving ted action(s)	Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
xercise e of vative	Date	Execution Date, if any	Trai Cod 8)	de (Instr.	of Derivat Securit Acquir (A) or Dispos of (D) (Instr. 5 and 5)	Ex (Meties ed as, 4	piratior onth/Da	n Date ay/Year)  Expiration	Amo Secu Unde Deriv Secu 3 and	unt of rities erlying rative rity (Instr. i 4)  Amount or Number of	Derivative Security	Securi Benefi Owned Follow Repor Transa	ities icially d ving ted action(s)	Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
xercise e of vative	Date	Execution Date, if any	Tra		of Derivat Securit Acquir (A) or Dispos of (D) (Instr. 3	tive ties ed	piratior	n Date	Amo Secu Unde Deriv Secu	unt of rities erlying rative rity (Instr.	Derivative Security	Securi Benefi Owned Follow Repor Transa	ities icially d ving ted action(s)	Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
			_			han 6 1			T	la and	8. Price of	deriva Securi Benefi Owned Follow Repor	ative ities icially d ving rted action(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature	
	Tal											d				
non Sto	ock	02/18/20	25			J <sup>(2)</sup>		1,183	A	\$26.13	116,34	116,340 I		See footnotes <sup>(3)(4)</sup>		
non Sto	ock	02/14/20	2025			J <sup>(1)</sup>		958	A	(1)	115,1:	.57 I		See footnotes <sup>(3)(4)</sup>		
						Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4) (Instr		tr. 4)	
1. Title of Security (Instr. 3) 2. Transaction Date			n	2A. Deemed Execution Date,		3. Trans Code	action	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar		d (A) or	5. Amount of Securities Beneficially Owned Following		Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership	
(Sta			 ativ	e Seci	ırities /	Acquir	ed. D	Disposed o	f. or l	    Benefic	ially Own	ed				
(Street) COURBEVOIE I0 92400				Form filed by One Reporting Person  Form filed by More than One Reporting Person												
			- 4.	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)					
2, PLACE JEAN MILLIER LA DEFENSE 6			L													
(Middle)				3. Date of Earliest Transaction (Month/Day/Year) 02/14/2025							Officer (give title Other (specify below) below)					
TotalEnergies SE			.   -	Clearway Energy, Inc. [ CWEN ]							✓ Director ✓ 10% Owner					
1. Name and Address of Reporting Fercon				2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer					
dritical driver and the second driver and th	(First N MI 6 (State of the state of the sta	ress of Reporting Person es SE  (First) (No. N. MILLIER 6  E 10 9  (State) (2  Table by (Instr. 3)	(First) (Middle)  N MILLIER  6  E 10 92400  (State) (Zip)  Table I - Non-Deriv  y (Instr. 3) 2. Transactio Date (Month/Day/N	Column   C	(First) (Middle)  (State) (State) (Middle)  (State) (Zip)  Table I - Non-Derivative Secut (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Secur (e.g., puts, calls,	(First) (Middle)  (State) (State) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities At (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities At (e.g., puts, calls, warrar	Clearway Energy, I  A. If Amendment, Date of Or  If Amendment, Date of Or  If Amendment, Date of Or  Code  Execution Date, if any (Month/Day/Year)  Code  On Stock  O2/14/2025  J(1)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op	Clearway Energy, Inc. [  (First) (Middle)  (N MILLIER  (State) (Zip)  Table I - Non-Derivative Securities Acquired, If any (Month/Day/Year)  (Month/Day/Year)	Clearway Energy, Inc. [ CWEN ]  3. Date of Earliest Transaction (Month/Day/Year) 02/14/2025  4. If Amendment, Date of Original Filed (Month/Day/Year) 1. Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) 2. Transaction Code (Instr. 8)	Clearway Energy, Inc. [ CWEN ]  3. Date of Earliest Transaction (Month/Day/Year) 02/14/2025  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or I (Month/Day/Year)  (Instr. 3) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  Transaction Disposed of, or I (Disposed Of (D) (Instr. 8)  Code V Amount (A) or (D)  On Stock 02/14/2025 J(1) 958 A  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities acquired (P. 1, 183)	Clearway Energy, Inc. [ CWEN ]  (Widdle)  3. Date of Earliest Transaction (Month/Day/Year)  (O2/14/2025  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code   V   Amount   (A) or Disposed Of (D) (Instr. 3, 4 and 5)  (Code   V   Amount   (A) or Disposed Of (D) (D) (D) (D)  (State)  (D1)  (State)  (D2/14/2025  (D3)  (A) or Disposed Of (D) (D) (D)  (D3)  (D4)  (D4)  (D5)  (D6)  (D7)  (D7)  (D7)  (D8)  (	Clearway Energy, Inc. [ CWEN ]  (First) (Middle)  N MILLIER  6  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Person  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Follows Securities Secur	Clearway Energy, Inc. [ CWEN ]  (Check all applicable)  Director Officer (give below)  3. Date of Earliest Transaction (Month/Day/Year)  O2/14/2025  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned of (Instr. 3)  Person  2. Transaction Date Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Date (State) (Zip)  Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Date (Instr. 3)  Date (Month/Day/Year)  (Month/Day/Year)  Date (Instr. 3)  Date (Instr. 4)  Date (Instr. 4)	Clearway Energy, Inc. [ CWEN ]  (First) (Middle)  3. Date of Earliest Transaction (Month/Day/Year)  02/14/2025  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year)	Clearway Energy, Inc. [ CWEN ]  Ses SE  (First) (Middle)	

(City)	(State)	(Zip)
1	ss of Reporting Person* <u>S Holdings USA, I</u>	nc.
(Last) 1201 LOUISIAN	(First) NA ST. SUITE 1800,	(Middle)
(Street) HOUSTON	TX	77002
(City)	(State)	(Zip)
1	ss of Reporting Person* s Delaware, Inc.	
(Last) 1201 LOUISIAN	(First) NA ST. SUITE 1800,	(Middle)
(Street) HOUSTON	TX	77002
(City)	(State)	(Zip)
1	ss of Reporting Person* <u>S Renewables USA</u>	A, LLC
(Last) 1201 LOUISIAN	(First) NA ST. SUITE 1800,	(Middle)
(Street) HOUSTON	TX	77002
(City)	(State)	(Zip)

## Explanation of Responses:

- 1. Reflects the forfeiture of shares of restricted stock of Clearway Energy, Inc. (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. 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 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. The securities reported herein are held directly by Clearway Energy Group. GIP III Zephyr Acquisition Partners, L.P. ("Zephyr") is the sole member of Clearway Energy Group. Zephyr Holdings GP, LLC ("Zephyr GP") is the general partner of Zephyr.
- 4. TotalEnergies Renewables USA, LLC holds 50% of the equity interests in Zephyr GP. 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. Each of the foregoing entities is a "Reporting Person" and may be deemed to beneficially own the securities reported herein; however, each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. Solely for purposes of Section 16 of the Exchange Act, each Reporting Person may be deemed a "director by deputization".

TOTALENERGIES SE By: /s/ Marine Delaitre Name:	
Marine Delaitre Title:	02/19/2025
<u>Authorized Signatory</u>	
TOTALENERGIES GESTION USA SARL By: /s/ Agathe Rozenbaum-Rameix Name: Agathe Rozenbaum- Rameix Title: General Manager	02/19/2025
TOTALENERGIES HOLDINGS USA, INC. By: /s/ Richard Frazier Name: Richard Frazier Title: Assistant Secretary	02/19/2025
TOTALENERGIES DELAWARE, INC. By: /s/ Richard Frazier Name: Richard Frazier Title: Secretary	02/19/2025
TOTALENERGIES RENEWABLES USA, LLC By: /s/ Richard Frazier Name: Richard Frazier Title: Secretary	02/19/2025
** 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.