FORM 4

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

Washington, D.C. 20549

washington, D.C.	2054

OMB APPROVAL							
OMB Number:	3235-0287						
Estimated average	burden						

0.5

hours per response:

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-

**COURBEVOIE** 

(City)

(Last)

10

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

defens	ed to satisfy the se conditions of see Instruction	f Rule 10b5-																			
1. Name and Address of Reporting Person* <u>TotalEnergies SE</u>					2. Issuer Name <b>and</b> Ticker or Trading Symbol Clearway Energy, Inc. [ CWEN ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)    Image: Director							
2, PLACE JEAN MILLIER					3. Date of Earliest Transaction (Month/Day/Year) 11/07/2024								Officer (give title Other (specify below) below)								
LA DEFENSE 6  4. If Ar					4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)								
(Street)	EVOIE 10	9	2400	)											Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(S	tate) (2	Zip)																		
		Table	I - N	lon-Deriva	tive	Sed	curities	Ac	quire	ed, D	isp	oosed of	f, or E	Benefic	ially Own	ed					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Ye			Execution Date, ear) if any			3. Transaction Code (Instr. 8)  4. Securities At Disposed Of (Disposed				5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Owners (1)							
									Code V		An		(A) or (D)	Price	Transaction	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Class C Common Stock 11/07/202			24	4		J <sup>(1)</sup>			213 A (1)		(1)	106,933		I		See footnotes <sup>(2)(3)</sup>					
Class C Common Stock 11/08/2024			24			<b>J</b> <sup>(1)</sup>			213	A	(1)	107,146		I		See footnotes(2)(3)					
		Та	ble I	I - Derivati (e.g., pu												t					
1. Title of Derivative Security (Instr. 3)	ittle of 2. 3. Transaction 3A. Deemed Execution Date Execution Date, or Exercise (Month/Day/Year) if any		4. Transa	Transaction of Code (Instr. Derivative			Expiration Date (Month/Day/Year) S S S S S S S S S S S S S S S S S S S			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owner Follow Repor	ities icially d ving ted action(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)					
					Code	v	(A)	(D)	Date Exer	e rcisabl		Expiration Date	Title	Amount or Number of Shares	1						
	nd Address o	f Reporting Person* $\frac{\mathbf{E}}{\mathbf{E}}$					7		,						•						
(Last) 2, PLAC	CE JEAN M ENSE 6	(First) IILLIER	(	Middle)																	
(Street)						-															

(City)	(State)	(Zip)				
1. Name and Address of Reporting Person* <u>TotalEnergies Holdings USA, Inc.</u>						
(Last) 1201 LOUISIANA	(First) A ST. SUITE 1800	(Middle)				
(Street) HOUSTON	TX	77002				
(City)	(State)	(Zip)				
1. Name and Address TotalEnergies	, ,					
(Last) 1201 LOUISIANA	(First) A ST. SUITE 1800	(Middle)				
(Street) HOUSTON	TX	77002				
(City)	(State)	(Zip)				
1. Name and Address <u>TotalEnergies</u> ]	of Reporting Person* Renewables USA	<u>, LLC</u>				
(Last) 1201 LOUISIANA	(First) A 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. 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.
- 3. 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".

IOIALENERGIES SE By: /s/	
Marine Delaitre Name: Marine Delaitre Title:	11/12/2024
Authorized Signatory TOTALENERGIES GESTION USA SARL By: /s/ Matthieu Got Name: Matthieu Got Title: General Manager	11/12/2024
TOTALENERGIES HOLDINGS USA, INC. By: /s/ Richard Frazier Name: Richard Frazier Title: Assistant Secretary	11/12/2024
TOTALENERGIES DELAWARE, INC. By: /s/ Richard Frazier Name: Richard Frazier Title: Secretary	11/12/2024
TOTALENERGIES RENEWABLES USA, LLC By: /s/ Richard Frazier Name: Richard Frazier Title: Secretary	11/12/2024
** Signature of Reporting Person	Date

TOTAL ENERGIES SE By: /e/

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).