

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

**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

1. Name and Address of Reporting Person* <u>TotalEnergies SE</u>  (Last) (First) (Middle) 2, PLACE JEAN MILLIER LA DEFENSE 6  (Street) COURBEVOIE IO 92400  (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) 04/01/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 04/03/2023	
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	04/01/2023		J <sup>(1)</sup>		181,218	D	\$31.33	55,956	I	See footnotes <sup>(2)</sup> <sup>(3)</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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>TotalEnergies SE</u>  (Last) (First) (Middle) 2, PLACE JEAN MILLIER LA DEFENSE 6  (Street) COURBEVOIE IO 92400  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>TotalEnergies Gestion USA SARL</u>  (Last) (First) (Middle) 2, PLACE JEAN MILLIER LA DEFENSE 6  (Street) COURBEVOIE IO 92400  (City) (State) (Zip)
1. Name and Address of Reporting Person*

TotalEnergies Holdings USA, Inc.

(Last) (First) (Middle)  
1201 LOUISIANA ST. SUITE 1800

(Street)  
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TotalEnergies Delaware, Inc.

(Last) (First) (Middle)  
1201 LOUISIANA ST. SUITE 1800

(Street)  
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TotalEnergies Renewables USA, LLC

(Last) (First) (Middle)  
1201 LOUISIANA ST. SUITE 1800

(Street)  
HOUSTON TX 77002

(City) (State) (Zip)

**Explanation of Responses:**

1. Reflects grant of shares of restricted stock of the Issuer granted by Clearway Energy Group LLC ("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.
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.

**Remarks:**

This Form 4/A amends the original Form 4 filed by the Reporting Persons on April 4, 2023 (as amended by an amendment filed on April 25, 2023, "Original Form 4"). This amendment restates the number of shares of restricted stock granted on April 1, 2023 to reflect a grant that was declined by one or more of the Clearway Energy Group employees and never issued, and the resulting balances of securities beneficially owned following the transactions reported herein. This amendment is also deemed to adjust the reported balances in the Forms 4 filed by the Reporting Persons after the filing of the Original Form 4 through May 16, 2023.

TOTALENERGIES SE By:  
/s/ Marine Delaitre Name: 05/17/2023

Marine Delaitre Title:  
Authorized Signatory

TOTALENERGIES  
GESTION USA SARL By: /s/ 05/17/2023  
Eric Bozec Name: Eric Bozec  
Title: General Manager

TOTALENERGIES  
HOLDINGS USA, INC. By:  
/s/ Albert Shung Name: Albert 05/17/2023  
Shung Title: Assistant  
Secretary

TOTALENERGIES  
DELAWARE, INC. By: /s/ 05/17/2023  
Albert Shung Name: Albert  
Shung Title: Secretary

TOTALENERGIES  
RENEWABLES USA, LLC 05/17/2023  
By: /s/ Albert Shung Name:  
Albert Shung Title: Secretary

\*\* 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.