

**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

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.

1. Name and Address of Reporting Person* <u>Cornelius Craig</u>			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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2025</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>300 CARNEGIE CENTER SUITE 300</u>			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/17/2025</u>					
(Street) <u>PRINCETON NJ 08540</u>								
(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. 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, par value \$.01 per share	04/15/2025		A		30,100 <sup>(1)</sup>	A	(2)	394,254 <sup>(3)</sup>	D	

**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						Title
Relative Performance Stock Units	(4)	04/15/2025		A		30,680		04/15/2028	04/15/2028	Class C Common Stock, par value \$.01 per share	46,020	\$0	30,680 <sup>(5)</sup>	D	
Performance Stock Units	(6)	04/15/2025		A		30,100		04/15/2028	04/15/2028	Class C Common Stock, par value \$.01 per share	45,150	\$0	30,100 <sup>(7)</sup>	D	

**Explanation of Responses:**

- Represents Restricted Stock Unites ("RSUs") issued to Mr. Cornelius by Clearway Energy, Inc. (f/k/a NRG Yield, Inc.) under Clearway Energy Inc.'s Amended and Restated 2013 Equity Incentive Plan (the "LTIP").
- Each RSU is equivalent in value to one share of Clearway Energy, Inc.'s Class C Common Stock, par value \$.01 per share.
- The Reporting Person will receive from Clearway Energy, Inc. one such share of Class C Common Stock for each RSU that will vest ratably over a three-year period beginning on the first anniversary of the date of the grant.
- The Reporting Person was issued 30,680 Relative Performance Stock Units ("RPSUs") by Clearway Energy, Inc. under the LTIP on April 15, 2025. The RPSUs will convert to shares of Clearway Energy, Inc. Class C Common Stock on April 15, 2028 only in the event the Company has achieved a certain level of total shareholder return ("TSR") relative to the Peer Group (defined below) over a three-year performance period. The number of shares of Common Stock that the Reporting Person may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels as described below.
- Reporting Person will receive (i) a maximum of 46,020 shares of Class C Common Stock if Company's TSR is ranked at or above the 75th percentile relative to a peer group of companies approved by the Company's Compensation Committee (the "Peer Group") for the performance period ("Maximum"); (ii) 30,680 shares of Class C Common Stock if Company's TSR is ranked at the 50th percentile relative to the Peer Group for the performance period (the "Target"); or (iii) 7,670 shares of Common Stock if Company's TSR is ranked at the 25th percentile relative to the Peer Group for the performance period (the "Threshold"). However, if the Company's absolute TSR for the performance period is less than zero percent (0%), the Reporting Person will receive no more than 30,680 shares of Class C Common Stock. The Reporting Person will not receive any shares of Common Stock if Company's TSR is below the 25th percentile.
- The Reporting Person was issued 30,100 CAFD (Cash Available For Distribution) Performance Stock Units ("CPSUs") by Clearway Energy, Inc. under the LTIP on April 15, 2025. The CPSUs will convert to shares of Clearway Energy, Inc. Class C Common Stock on April 15, 2028 only in the event the Company has achieved a certain level of average CAFD Per Share over each of the three fiscal years of a three-year performance period. The number of shares of Common Stock that the Reporting Person may receive is interpolated for CAFD Per Share falling between Threshold, Target, and Maximum levels as described below.
- Reporting Person will receive (i) a maximum of 45,150 shares of Class C Common Stock if Company's CAFD Per Share is ranked at or above \$2.46 for the performance period ("Maximum"); (ii) 30,100 shares of Class C Common Stock if the Company's CAFD Per Share is ranked at \$2.33; or (iii) 7,525 shares of Common Stock if Company's CAFD Per Share is ranked at \$2.18 (the "Threshold"). The Reporting Person will not receive any shares of Class C Common Stock if the Company's CAFD Per Share is below \$2.18.

**Remarks:**

This Form 4/A amends the original Form 4 filed by the Reporting Person on April 17, 2025 (the "Original Form 4"). This amendment restates the number of performance shares of restricted stock granted on April 15, 2025 to reflect an update in the Fair Market Value (FMV) used to calculate the number of shares granted, and the resulting balance of securities beneficially owned following the transactions reported herein. Information contained in this Form 4 reflects ownership and other information as of April 15, 2025. This amendment is also deemed to adjust the reported balances in the Forms 4 filed by the Reporting Person after the filing of the Original Form 4 through the date of this filing.

/s/ Kevin P. Malcarney,

06/02/2025

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.**