FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
Washington,	D.C.	20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

1345 AVENUE OF THE AMERICAS, 30TH FLOOR

(Street)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden response: 0.5

11. Nature of Indirect Beneficial Ownership (Instr. 4)

See footnotes(2)(3)

	ction 1(b).	nue. See		Filed	d purs	uant to S	Section	16(a	a) of the	e Sec	urities Exchan	nge Act	of 1934		L	nours per i	respons	;e:	0.5
1		f Reporting Person*		<u>I, LLC</u>	2. 1	ssuer Na	ame ar	nd Ti	cker or	Tradi	company Act ng Symbol CWEN]	01 1940		5. Relationship (Check all app	licable	2)	`	•	
(Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS, 30TH FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 04/23/2021 Director X 10% Owner Officer (give title below) Other (specify below)														
(Street) NEW YORK NY 10105				4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person						
(City)	(St	ate) (2	Zip)																
	•		I - I	Non-Deriva						ed, D	· ·	-				Ī.,		I	
'''' '''		2. Transaction Date (Month/Day/		Executi if any	a. Deemed secution Date, any onth/Day/Year)		3. Transa Code (8)		4. Securities Acquir Disposed Of (D) (Instand 5)		tr. 3, 4	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirec (I) (Instr. 4)		7. Natu Indired Benefi Owner (Instr.	ct icial rship		
								Code	٧	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)						
Class C (Class C Common Stock 04/23/2		04/23/20	21	21			J ⁽¹⁾		867	A	(1)	46,995		5 I		See footnotes ⁽⁾		
		Tal	ble I	II - Derivat (e.g., pı							sposed of, , converti				d				
Derivative Conversion Dat		Date Exec (Month/Day/Year) if an		Deemed cution Date, ny nth/Day/Year)		saction e (Instr.	5. Numbor of Derivativ Securitie Acquirec (A) or Dispose of (D) (Instr. 3, and 5)		Expiration (Month/Dass			Amou Secu Unde Deriv	rlying ative rity (Instr	8. Price of Derivative Security (Instr. 5)	deriva Secur Bene Owne Follog Repo	rities ficially ed wing erted saction(s)	Form Direct or Inc	ership n: et (D) direct estr. 4)	11. Nate of Indir Benefic Owners (Instr. 4
					Cod	e V	(A)	(D)	Date Exe	e rcisab	Expiration le Date	1 Title	Amount or Number of Shares	1					
1		f Reporting Person* Cture Investor	s II	I, LLC															
(Last) 1345 AV		(First) THE AMERICA		(Middle) 80TH FLOC)R														
(Street) NEW Y	ORK	NY		10105															
(City)		(State)		(Zip)															
		f Reporting Person* Cture GP III,																	
(Last) 1345 AV	ENUE OF	(First) THE AMERICA		(Middle) 80TH FLOC	R														
(Street) NEW Y	ORK	NY		10105															
(City)		(State)		(Zip)															
ı		f Reporting Person* Acquisition P		ers L.P.															
(Loot)		(Firet)		(Middlo)		_													

NEW YORK	NY	10105
(City)	(State)	(Zip)
1. Name and Address Clearway Ene		
(Last) 1345 AVENUE C	(First) OF THE AME	(Middle) RICAS, 30TH FLOOR
(Street) NEW YORK	NY	10105
(City)	(State)	(Zip)

Explanation of Responses:

- 1. Reflects the forfeiture of shares of restricted stock of the Issuer previously granted by Clearway Energy Group LLC ("Clearway Energy Group") under its Long Term Equity Incentive Program to one of
- 2. Reflects securities held directly by Clearway Energy Group. Global Infrastructure Investors III, LLC ("Global Investors") is the sole general partner of Global Infrastructure GP III, L.P. ("Global GP"), which is the general partner of GIP III Zephyr Acquisition Partners, L.P. ("GIP"), which is the sole member of Clearway Energy Group. As a result, Global Investors, Global GP, and GIP may be deemed to share beneficial ownership of the Issuer securities owned by Clearway Energy Group. 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.
- 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.

GLOBAL

INFRASTRUCTURE

INVESTORS III, LLC By: /s/ 04/27/2021

Jonathan Bram Name:

Jonathan Bram Title: Partner

GLOBAL

INFRASTRUCTURE GP III,

L.P. By: Global Infrastructure

Investors III, LLC, its general 04/27/2021

partner By: /s/ Jonathan Bram

Name: Jonathan Bram Title:

Partner

GIP III ZEPHYR

ACQUISITION PARTNERS,

L.P. By: Global Infrastructure

GP III, L.P., its general partner 04/27/2021

By: Global Infrastructure

Investors III, LLC, its general

partner By: /s/ Jonathan Bram

Name: Jonathan Bram Title:

Partner

CLEARWAY ENERGY

GROUP LLC By: /s/ Craig

Cornelius Name: Craig

Cornelius Title: Chief

Executive Officer

** Signature of Reporting Person Date

04/27/2021

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.