FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

1. Name and Address of Reporting Person*

GIP III Zephyr Acquisition Partners L.P.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden urs per response: 0.5

See footnotes(2)(3)

See footnotes(2)(3)

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

Instruc	ction 1(b).		File	ed purs	uant to	Section	16(a) o	f the So	ecurities Exch	ange Act	of 1934		L	nours per i	respons	.	0.0
		f Reporting Person		2.	ssuer N	Name ar	d Ticke	r or Tra	nt Company A ding Symbol CWEN	CL 01 194	5	i. Relationshi Check all app Direc	olicable)	•	s) to Issu	
(Last) 1345 AV 30TH FI	ENUE OF	irst) (Middle)	05	/13/20)22			lonth/Day/Yea			belo	,		be	ther (spe	
(Street)	ORK N	Y 1	10105		If Amen /17/20		Date of	Origina	I Filed (Month	n/Day/Yea			n filed b	Group Fili y One Re y More th	porting	Person	
(City)	(S	tate) (Zip)														
		Table	l - Non-Deriv	ative	Secu	urities	Acqu	ired,	Disposed	of, or	Benefic	ially Own	ed				
1. Title of	Security (Ins	str. 3)	2. Transactio Date (Month/Day/\)		if any	med on Date, Day/Yea	Cod	sactior e (Instr		s Acquire of (D) (Inst	ed (A) or tr. 3, 4 and	5. Amount Securities Beneficiall Owned Fo Reported	у	6. Owner Form: D (D) or Indirect (Instr. 4)	(I)	7. Natur Indirect Benefici Owners (Instr. 4)	ial hip
							Cod	e V	Amount	(A) or (D)	Price	Transactio (Instr. 3 an	n(s) d 4)	(111341. 4	,	(111341. 4)	
Class C (Common St	tock	05/13/20	22			J ⁽¹⁾		235,187	D	\$31.33	66,60	54	I		See footno	tes ⁽²⁾⁽
Class C (Common St	tock	05/15/202	22			J ⁽¹⁾		3,192	D	\$31.33	63,4	72	I		See footno	tes ⁽²⁾⁽
		Та	ble II - Deriva (e.g., p						isposed cons, conver				d				
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. Tran Cod	4. Transaction Code (Instr.		mber 6	6. Date Expirati	Exercisable an on Date Day/Year)	7. Ti Amo Seci Und Deri	itle and ount of urities erlying vative urity (Instr.	8. Price of Derivative Security (Instr. 5)	9. Numl derivati Securiti Benefic Owned Followi Reporte Transac (Instr. 4	tive ties F cially C	10. Owne Form Direct or Ind (I) (Ins	rship o : E t (D) C lirect (I	11. Natu of Indire Benefic Owners (Instr. 4
				Cod	e V	(A)		Date Exercis	Expirati able Date	on Title	Amount or Number of Shares						
		f Reporting Person cture Investo															
(Last) 1345 AV 30TH FI		(First) THE AMERICA	(Middle)														
(Street)	ORK	NY	10105														
(City)		(State)	(Zip)														
		f Reporting Person cture GP III,															
(Last) 1345 AV 30TH FI		(First) THE AMERICA	(Middle)														
(Street) NEW YO	ORK	NY	10105														
(City)		(State)	(Zip)														

(Last)	(First)	(Middle)
1345 AVENUE	OF THE AMERICAS,	
30TH FLOOR		
(Street)		
NEW YORK	NY	10105
(City)	(State)	(Zip)
	ss of Reporting Person* ergy Group LLC	
	, ,	(Middle)
Clearway Ene	ergy Group LLC	(Middle)
Clearway Ene	(First)	(Middle)
Clearway Energy (Last) 1345 AVENUE ((First)	(Middle)
(Last) 1345 AVENUE (30TH FLOOR	(First) OF THE AMERICAS,	(Middle)

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.
- 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.

Remarks:

This Form 4/A amends and restates the original Form 4 filed by the Reporting Persons on May 17, 2022 ("Original Form 4"). This amendment restates the number of shares of restricted stock granted on May 13, 2022 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 June 7, 2022. As of June 15, 2022, Clearway Energy Group directly holds 64,750 shares of the Issuer's Class C common stock, after taking into account the correction reported herein.

GLOBAL

INFRASTRUCTURE INVESTORS III, LLC By: /s/ 06/15/2022 Jonathan Bram Name: Jonathan Bram Title: Partner **GLOBAL INFRASTRUCTURE GP III,** L.P. By: Global Infrastructure Investors III, LLC, its general 06/15/2022 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 By: Global Infrastructure 06/15/2022 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 06/15/2022

** Signature of Reporting Person Date

<u>Cornelius Title: Chief</u> Executive Officer

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.