FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 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)

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* Stillwell Mary-Lee							2. Issuer Name and Ticker or Trading Symbol Clearway Energy, Inc. [CWEN]										all app Direct Office	er (give title	ng Pers	10% O	Owner (specify
(Last) (First) (Middle) 300 CARNEGIE CENTER SUITE 300							3. Date of Earliest Transaction (Month/Day/Year) 01/02/2020									below) below) Chief Accounting Officer					
Street) PRINCETON NJ 08540 (City) (State) (Zip)					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																					
1. Title of Security (Instr. 3) 2. Transa Date (Month/D							ar) i	Execution f any	a. Deemed ecution Date, any onth/Day/Year)				ities Acquired (A) or d Of (D) (Instr. 3, 4 a					ties cially I Following	Form (D) or	vnership n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
										Cod	e V	Amount		(A) or (D)	Price	, I	Transa	action(s) 3 and 4)			(111311. 4)
Class C Common Stock, par value \$.01 per share 01/02/						2/2020	2020			F		2,21	2,214		(1)		33,372(2)			D	
Class C Common Stock, par value \$.01 per share 01/03						1/03/2020				F		4,43	4,435		(3)		28,937(4)			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. Conversior or Exercise Price of Derivative Security		//Year)	3A. Deeme Execution if any (Month/Da	Date,	Date, Transact Code (In				6. Date Exerci Expiration Dat (Month/Day/Ye		te	Am Sec Und Der Sec	7. Title and Amount of Securities Underlying Derivative Security (Ins and 4)				9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	D O (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	or Nu of	ount mber ares						

Explanation of Responses:

- 1. On January 2, 2019, Ms. Stillwell was issued 12,864 Restricted Stock Units ("RSUs") by Clearway Energy, Inc. (f/k/a NRG Yield, Inc.) under Clearway Energy Inc.'s Amended and Restated 2013 Equity Incentive Plan (the "LTIP"). These RSUs vest ratably over a three-year period beginning on January 2, 2020. Each RSU is equivalent in value to one share of Class C Common Stock of Clearway Energy Inc., par value \$.01 per share. On January 2, 2020, 4,283 shares vested. Ms. Stillwell elected to satisfy her tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 2,214 shares of Class C Common Stock to satisfy the grantee's tax withholding obligation
- 2. In connection with the vesting of the RSUs described above, 211 DERs converted to Class C Common Stock, resulting in the reporting person holding 1,450 dividend equivalent rights that may only be settled in Class C Common Stock. Dividend equivalent rights accrue on the reporting person's restricted stock, which become exercisable proportionately with the restricted stock units to which they relate and may only be settled in Clearway Energy, Inc. Class C Common Stock. Each dividend equivalent right is the economic equivalent of one share of Clearway Energy, Inc. Class C Common Stock.
- 3. On August 31, 2018, Ms. Stillwell was issued 28,027 Restricted Stock Units ("RSUs") by Clearway Energy, Inc. (f/k/a NRG Yield, Inc.) under Clearway Energy Inc.'s Amended and Restated 2013 Equity Incentive Plan (the "LTP"). These RSUs vest ratably over a three-year period beginning on January 4, 2019. Each RSU is equivalent in value to one share of Class C Common Stock of Clearway Energy Inc., par value \$.01 per share. On January 3, 2020, 9,249 shares vested. Ms. Stillwell elected to satisfy her tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 4,435 shares of Class C Common Stock to satisfy the grantee's tax withholding obligation.
- 4. In connection with the vesting of the RSUs described above, 788 DERs converted to Class C Common Stock, resulting in the reporting person holding 662 dividend equivalent rights that may only be settled in Class C Common Stock. Dividend equivalent rights accrue on the reporting person's restricted stock, which become exercisable proportionately with the restricted stock units to which they relate and may only be settled in Clearway Energy, Inc. Class C Common Stock. Each dividend equivalent right is the economic equivalent of one share of Clearway Energy, Inc. Class C Common Stock.

Power of Attorney

01/06/2020

** 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.