						Wa	shingt	on, D.C	C. 20549					Γ	OME	B APPRO	VAL	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).					OF C	HAN	GES	S IN I	BENEF			OWNE	RSHIP		OMB Numb		3235-0287	
					pursuant to Section 16(a) of the Securities Exchange Act of 1934								Estimated average burden hours per response:		0.5			
				or S	Section 3	30(h) of	the In	vestme	nt Company	Act c	of 194	0		-				
1. Name and Address of Reporting Person <sup>*</sup> Global Infrastructure Investors III, LLC					2. Issuer Name and Ticker or Trading Symbol <u>Clearway Energy, Inc.</u> [ CWEN ]								<ol> <li>Relationship Check all app</li> </ol>		,			
				3. D	3. Date of Earliest Transaction (Month/Day/Year)								Officer (give title Of			-	wner (specify	
(Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS 30TH FLOOR				04/	04/01/2024								below) below)					
				4. lf	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
													Y Form	filed	by One Rep by More that			
(Street) NEW Y	ORK NY	Y 1	0105	F									A Perso	on				
,				Ru	ile 10	Ub5-1	(C)	Iran	saction	Ind	icat	lion						
(City)	(St	ate) (2	Zip)						a transaction conditions of				contract, instru ruction 10.	uction	or written pla	an that is int	ended to	
		Table	I - Non-Deriva	ative	Secu	rities	Acqu	uired,	, Dispose	d of	f, or	Benefic	ially Own	ed				
1. Title of	Security (Ins	tr. 3)	2. Transaction Date		2A. Deemed Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and				5. Amount of Securities Beneficially Owned Following		6. Ownerst Form: Dire		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			(Month/Day/Yea	r) if a								.,			(D) or Indirect (I) (Instr. 4)			
							Code	v	Amount	(A) (D	) or	Price	Reported Transaction(s	5)	(1150.4)			
				_				+			<u>,</u>		(Instr. 3 and 4	•)	Se		e	
Class C (	Common St	ock	04/01/2024				<b>J</b> <sup>(1)</sup>		67,728	A	A	\$23.07	362,963		I		footnotes <sup>(3)(4)(5)</sup>	
Class C Common Stock 04/01/2024						<b>I</b> (2)					<b>**</b>				See			
							J <sup>(2)</sup>		320,872		D	\$23.07	42,091		I	footr	otoc(3)(4)(5)	
		Tal			oouri	tion A	-								I	footr	otes <sup>(3)(4)(5)</sup>	
		Tal	ble II - Derivat	ive S			cqui			of,	or E	Beneficia	ally Owned	d	I	footr	otes <sup>(3)(4)(5)</sup>	
1. Title of Derivative	2. Conversion	3. Transaction Date	ble II - Derivat (e.g., pt 3A. Deemed Execution Date,	ive S uts, c 4. Trans	alls, v	5. Num	cqui nts, o	6. Date	Disposed ns, convo Exercisable ion Date	of, ertib	or E le s	Beneficia ecurities itle and ount of	ally Owned s) 8. Price of Derivative	9. No	umber of vative	10. Ownershij	11. Natur	
	2. Conversion or Exercise Price of	3. Transaction	ble II - Derivat (e.g., pt	ive S uts, c 4. Trans	alls, v	5. Nun of Deriva Securi	cqui nts, o nber ntive itive	6. Date	Disposed ns, conve Exercisable	of, ertib	or E le s 7. T Am Sec Unc	Beneficia ecurities itle and ount of surities derlying	ally Owned s) 8. Price of	9. No deriv Secu Ben	umber of vative urities teficially	10. Ownershij Form: Direct (D)	11. Natur o of Indired Beneficia Ownersh	
Derivative Security	2. Conversion or Exercise	3. Transaction Date	ble II - Derivat (e.g., pt 3A. Deemed Execution Date, if any	ive S uts, c 4. Trans Code	alls, v	5. Nun of Deriva Securi Acquir (A) or Dispos	cqui nts, c nber ntive ities red	6. Date	Disposed ns, convo Exercisable ion Date	of, ertib	Or E le s 7. T Am Sec Unc Der Sec	Beneficia ecurities itle and ount of curities	ally Owned s) 8. Price of Derivative Security (Instr. 5)	9. No deriv Seco Ben Own Follo Rep	umber of vative urities reficially ned owing ovred	10. Ownershij Form:	11. Natur of Indired Beneficia Ownersh (Instr. 4)	
Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	ble II - Derivat (e.g., pt 3A. Deemed Execution Date, if any	ive S uts, c 4. Trans Code	alls, v	5. Nun of Deriva Securi Acquir	cqui nts, c nber ntive ities red sed 3, 4	6. Date	Disposed ns, convo Exercisable ion Date	of, ertib	Or E le s 7. T Am Sec Unc Der Sec	Beneficia ecurities itle and ount of unities derlying ivative unity (Instr.	ally Owned s) 8. Price of Derivative Security (Instr. 5)	9. No deriv Sect Ben Own Follo Rep Tran	umber of vative urities ueficially ned owing	10. Ownershij Form: Direct (D) or Indirect	11. Natur of Indired Beneficia Ownersh (Instr. 4)	
Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	ble II - Derivat (e.g., pt 3A. Deemed Execution Date, if any	ive S uts, c 4. Trans Code	alls, v	5. Nun of Deriva Securi Acquir (A) or Dispos of (D) (Instr.	cqui nts, c nber ntive ities red sed 3, 4	6. Date	Disposed ns, convo Exercisable ion Date	of, ertib	Or E le s 7. T Am Sec Unc Der Sec	Beneficia ecurities itle and ount of uurities derlying ivative uurity (Instr. nd 4) Amount	8. Price of Derivative Security (Instr. 5)	9. No deriv Sect Ben Own Follo Rep Tran	umber of vative urities leficially ned owing ported saction(s)	10. Ownershij Form: Direct (D) or Indirect	11. Natur of Indirec Beneficia Ownersh (Instr. 4)	
Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	ble II - Derivat (e.g., pt 3A. Deemed Execution Date, if any	ive S uts, c	calls, v	5. Nun of Deriva Securi Acqui (A) or Dispos of (D) (Instr. and 5)	cqui nts, o nber ntive tities red sed 3, 4	Detion 6. Date Expirat (Month) Date	Disposed ns, conve Exercisable ion Date /Day/Year)	of, ertib and	or E le s 7. T Am Sec Unc Der Sec 3 ar	Beneficia ecurities itle and ount of uurities derlying ivative uurity (Instr. nd 4) Amount or Number of	8. Price of Derivative Security (Instr. 5)	9. No deriv Sect Ben Own Follo Rep Tran	umber of vative urities leficially ned owing ported saction(s)	10. Ownershij Form: Direct (D) or Indirect	11. Natur of Indirec Beneficia Ownersh (Instr. 4)	
Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	ble II - Derivat (e.g., pt 3A. Deemed Execution Date, if any	ive S uts, c 4. Trans Code	calls, v	5. Nun of Deriva Securi Acqui (A) or Dispos of (D) (Instr. and 5)	cqui nts, o nber ntive tities red sed 3, 4	6. Date Expirat (Month)	Disposed ns, conve Exercisable ion Date /Day/Year)	of, ertib and	Or E le s 7. T Am Sec Unc Der Sec	Beneficia ecurities itle and ount of uurities derlying ivative uurity (Instr. nd 4) Amount or Number of	8. Price of Derivative Security (Instr. 5)	9. No deriv Sect Ben Own Follo Rep Tran	umber of vative urities leficially ned owing ported saction(s)	10. Ownershij Form: Direct (D) or Indirect	11. Natur of Indired Beneficia Ownersh (Instr. 4)	
Derivative Security (Instr. 3) 1. Name a	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	ble II - Derivat (e.g., pl 3A. Deemed Execution Date, if any (Month/Day/Year)	ive S uts, c	calls, v	5. Nun of Deriva Securi Acqui (A) or Dispos of (D) (Instr. and 5)	cqui nts, o nber ntive tities red sed 3, 4	Detion 6. Date Expirat (Month) Date	Disposed ns, conve Exercisable ion Date /Day/Year)	of, ertib and	or E le s 7. T Am Sec Unc Der Sec 3 ar	Beneficia ecurities itle and ount of uurities derlying ivative uurity (Instr. nd 4) Amount or Number of	8. Price of Derivative Security (Instr. 5)	9. No deriv Sect Ben Own Follo Rep Tran	umber of vative urities leficially ned owing ported saction(s)	10. Ownershij Form: Direct (D) or Indirect	11. Natur of Indired Beneficia Ownersh (Instr. 4)	
Derivative Security (Instr. 3) 1. Name a Global	2. Conversion or Exercise Price of Derivative Security nd Address of Infrastrue	3. Transaction Date (Month/Day/Year)	ble II - Derivat (e.g., pt 3A. Deemed Execution Date, if any (Month/Day/Year)	ive S uts, c	calls, v	5. Nun of Deriva Securi Acqui (A) or Dispos of (D) (Instr. and 5)	cqui nts, o nber ntive tities red sed 3, 4	Detion 6. Date Expirat (Month) Date	Disposed ns, conve Exercisable ion Date /Day/Year)	of, ertib and	or E le s 7. T Am Sec Unc Der Sec 3 ar	Beneficia ecurities itle and ount of uurities derlying ivative uurity (Instr. nd 4) Amount or Number of	8. Price of Derivative Security (Instr. 5)	9. No deriv Sect Ben Own Follo Rep Tran	umber of vative urities leficially ned owing ported saction(s)	10. Ownershij Form: Direct (D) or Indirect	11. Natur of Indired Beneficia Ownersh (Instr. 4)	
Derivative Security (Instr. 3) 1. Name a Global (Last)	2. Conversion or Exercise Price of Derivative Security nd Address of Infrastrue	3. Transaction Date (Month/Day/Year)	A Derivat (e.g., pr 3A. Deemed Execution Date, if any (Month/Day/Year)	ive S uts, c	calls, v	5. Nun of Deriva Securi Acqui (A) or Dispos of (D) (Instr. and 5)	cqui nts, o nber ntive tities red sed 3, 4	Detion 6. Date Expirat (Month) Date	Disposed ns, conve Exercisable ion Date /Day/Year)	of, ertib and	or E le s 7. T Am Sec Unc Der Sec 3 ar	Beneficia ecurities itle and ount of uurities derlying ivative uurity (Instr. nd 4) Amount or Number of	8. Price of Derivative Security (Instr. 5)	9. No deriv Sect Ben Own Follo Rep Tran	umber of vative urities leficially ned owing ported saction(s)	10. Ownershij Form: Direct (D) or Indirect	11. Natur of Indired Beneficia Ownersh (Instr. 4)	
Derivative Security (Instr. 3) 1. Name a Global (Last)	2. Conversion or Exercise Price of Derivative Security nd Address of Infrastrue	3. Transaction Date (Month/Day/Year)	A Derivat (e.g., pr 3A. Deemed Execution Date, if any (Month/Day/Year)	ive S uts, c	calls, v	5. Nun of Deriva Securi Acqui (A) or Dispos of (D) (Instr. and 5)	cqui nts, o nber ntive tities red sed 3, 4	Detion 6. Date Expirat (Month) Date	Disposed ns, conve Exercisable ion Date /Day/Year)	of, ertib and	or E le s 7. T Am Sec Unc Der Sec 3 ar	Beneficia ecurities itle and ount of uurities derlying ivative uurity (Instr. nd 4) Amount or Number of	8. Price of Derivative Security (Instr. 5)	9. No deriv Sect Ben Own Follo Rep Tran	umber of vative urities leficially ned owing ported saction(s)	10. Ownershij Form: Direct (D) or Indirect	11. Natur of Indired Beneficia Ownersh (Instr. 4)	
1. Name a Global (Last) 1345 AV 30TH FI	2. Conversion or Exercise Price of Derivative Security nd Address of Infrastrue	3. Transaction Date (Month/Day/Year)	A Derivat (e.g., pr 3A. Deemed Execution Date, if any (Month/Day/Year)	ive S uts, c	calls, v	5. Nun of Deriva Securi Acqui (A) or Dispos of (D) (Instr. and 5)	cqui nts, o nber ntive tities red sed 3, 4	Detion 6. Date Expirat (Month) Date	Disposed ns, conve Exercisable ion Date /Day/Year)	of, ertib and	or E le s 7. T Am Sec Unc Der Sec 3 ar	Beneficia ecurities itle and ount of uurities derlying ivative uurity (Instr. nd 4) Amount or Number of	8. Price of Derivative Security (Instr. 5)	9. No deriv Sect Ben Own Follo Rep Tran	umber of vative urities leficially ned owing ported saction(s)	10. Ownershij Form: Direct (D) or Indirect	11. Natur of Indired Beneficia Ownersh (Instr. 4)	
1. Name a Global (Last) 1345 AV 30TH FI	2. Conversion or Exercise Price of Derivative Security and Address of Infrastrue ZENUE OF LOOR	3. Transaction Date (Month/Day/Year)	A Derivat (e.g., pr 3A. Deemed Execution Date, if any (Month/Day/Year)	ive S uts, c	calls, v	5. Nun of Deriva Securi Acqui (A) or Dispos of (D) (Instr. and 5)	cqui nts, o nber ntive tities red sed 3, 4	Detion 6. Date Expirat (Month) Date	Disposed ns, conve Exercisable ion Date /Day/Year)	of, ertib and	or E le s 7. T Am Sec Unc Der Sec 3 ar	Beneficia ecurities itle and ount of uurities derlying ivative uurity (Instr. nd 4) Amount or Number of	8. Price of Derivative Security (Instr. 5)	9. No deriv Sect Ben Own Follo Rep Tran	umber of vative urities leficially ned owing ported saction(s)	10. Ownershij Form: Direct (D) or Indirect	11. Natur of Indired Beneficia Ownersh (Instr. 4)	
1. Name a Global (Last) 1345 AV 30TH FI (Street)	2. Conversion or Exercise Price of Derivative Security Ind Address of Infrastrue ZENUE OF LOOR	3. Transaction Date (Month/Day/Year)	ble II - Derivat (e.g., pl 3A. Deemed Execution Date, if any (Month/Day/Year)	ive S uts, c	calls, v	5. Nun of Deriva Securi Acqui (A) or Dispos of (D) (Instr. and 5)	cqui nts, o nber ntive tities red sed 3, 4	Detion 6. Date Expirat (Month) Date	Disposed ns, conve Exercisable ion Date /Day/Year)	of, ertib and	or E le s 7. T Am Sec Unc Der Sec 3 ar	Beneficia ecurities itle and ount of uurities derlying ivative uurity (Instr. nd 4) Amount or Number of	8. Price of Derivative Security (Instr. 5)	9. No deriv Sect Ben Own Follo Rep Tran	umber of vative urities leficially ned owing ported saction(s)	10. Ownershij Form: Direct (D) or Indirect	11. Natur of Indired Beneficia Ownersh (Instr. 4)	

(Last)	(First)	(Middle)
1345 AVENUE OF	THE AMERICAS	
30TH FLOOR		

## (Street) NEW YORK NY 10105

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Global Infrastru	<u>icture GP III, L.1</u>	<u>.</u>
(Last) 1345 AVENUE OF 30TH FLOOR	(First) THE AMERICAS	(Middle)
(Street) NEW YORK	NY	10105
(City)	(State)	(Zip)
1. Name and Address of <u>GIP III Zephyr</u>	of Reporting Person <sup>*</sup> <u>Midco Holdings</u>	<u>, L.P.</u>
(Last) 1345 AVENUE OF 30TH FLOOR	(First) 7 THE AMERICAS	(Middle)
(Street) NEW YORK	NY	10105
(City)	(State)	(Zip)
1. Name and Address of <u>GIP III Zephyr</u>	of Reporting Person* Acquisition Part	ners L.P.
(Last) 1345 AVENUE OF 30TH FLOOR	(First) THE AMERICAS	(Middle)
(Street) NEW YORK	NY	10105
(City)	(State)	(Zip)
1. Name and Address of <u>Clearway Energ</u>		
(Last) 1345 AVENUE OF 30TH FLOOR	(First) 5 THE AMERICAS	(Middle)
(Street) NEW YORK	NY	10105
(City)	(State)	(Zip)

Explanation of Responses:

1. Reflects the withholding of shares to satisfy tax withholding obligations in connection with the vesting of restricted stock of the Issuer previously granted by Clearway Energy Group under its Long Term Equity Incentive Program to certain of its employees.

2. Reflects grant of shares of restricted stock of the Issuer granted by 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.

3. Reflects securities held directly by Clearway Energy Group. Zephyr Holdings GP, LLC ("Zephyr GP") is the general partner of GIP III Zephyr Acquisition Partners, L.P. ("Zephyr") which is the sole member of Clearway Energy Group. Zephyr GP is owned by GIP III Zephyr Midco Holdings, L.P. ("Midco") and TotalEnergies Renewables USA, LLC. 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 Midco. As a result, each of Zephyr GP, Zephyr, Midco, Global GP and Global Investors, may be deemed to share beneficial ownership of the securities owned by Clearway Energy Group.

4. 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.

5. 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.

GLOBALINFRASTRUCTUREINVESTORS III, LLC By; /s/04/03/2024Jonathan Bram Name:Jonathan Bram Title: PresidentGLOBALINFRASTRUCTURE GP III,L.P. By: Global InfrastructureInvestors III, LLC, its general04/03/2024partner By: /s/ Gregg MyersName: Gregg Myers Title:Chief Financial OfficerGIP III ZEPHYR MIDCO04/03/2024

HOLDINGS, L.P. By: Global Infrastructure GP III, L.P., its general partner By: Global Infrastructure Investors III, LLC, its general partner By: /s/ Gregg Myers Name: Gregg Myers Title: Chief Financial Officer ZEPHYR HOLDINGS GP, LLC By: /s/ Jonathan Bram 04/03/2024 Name: Jonathan Bram Title: Officer **GIP III ZEPHYR** ACQUISITION PARTNERS, L.P. By: Zephyr Holdings GP, LLC, its general partner By: 04/03/2024 /s/ Gregg Myers Name: Gregg Myers Title: Chief Financial Officer **CLEARWAY ENERGY** GROUP LLC By: /s/ Alicia Stevenson Name: Alicia 04/03/2024 Stevenson Title: VP, Business Operations & Strategy \*\* 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.