

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Zephyr Holdings GP, LLC</u> <hr/> (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS, 30TH FLOOR <hr/> (Street) NEW YORK NY 10105 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/12/2022	3. Issuer Name and Ticker or Trading Symbol <u>Clearway Energy, Inc.</u> [CWEN]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	21,841	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Class C Common Stock	65,787	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Units of Clearway Energy LLC	(5)	(5)	Class A Common Stock	42,738,750	(5)	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Class D Units of Clearway Energy LLC	(6)	(6)	Class C Common Stock	42,336,750	(6)	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person*
Zephyr Holdings GP, LLC

 (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*
GIP III Zephyr Midco Holdings, L.P.

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

(Street)	NEW YORK	NY	10105
(City)		(State)	(Zip)

Explanation of Responses:

1. On September 12, 2022 GIP III Zephyr Midco Holdings, L.P. ("Midco") completed the sale of fifty percent (50%) of the equity interests in Zephyr Holdings, L.P. (formerly known as GIP III Zephyr Holdings, LLC) to TotalEnergies Renewables USA, LLC, an indirect subsidiary of TotalEnergies SE (the "Transaction"). In the Transaction, Midco received approximately \$1.6 billion in cash and an interest of 50% minus one share in the TotalEnergies SE subsidiary that holds its 50.6% ownership in SunPower Corporation (NASDAQ: SPWR). The Transaction takes into account valuations of \$35.10 per share for the Issuer's common stock and \$18 per share for SunPower Corporation. Zephyr Holdings, L.P. owns all of the limited partnership interests in GIP III Zephyr Acquisition Partners, L.P. GIP III Zephyr Acquisition Partners, L.P. is the sole member of Clearway Energy Group LLC ("Clearway Energy Group").
2. Reflects securities held directly by Clearway Energy Group. Zephyr Holdings GP, LLC is the general partner of GIP III Zephyr Acquisition Partners, L.P., which is the sole member of Clearway Energy Group. Zephyr Holdings GP, LLC is owned by Midco and TotalEnergies Renewables USA, LLC. Global Infrastructure Investors III, LLC is the sole general partner of Global Infrastructure GP III, L.P., which is the general partner of Midco. As a result, each of Zephyr Holdings GP, LLC, GIP III Zephyr Acquisition Partners, L.P., Midco, Global Infrastructure GP III, L.P. and Global Infrastructure Investors III, LLC, may be deemed to share beneficial ownership of the Clearway Energy, Inc. (the "Issuer") securities owned by Clearway Energy Group.
3. Adebayo Ogunlesi, Jonathan Bram, William Brilliant, Tufan Erginbilgic, Matthew Harris, Michael McGhee, Rajaram Rao, Salim Samaha and Robert O'Brien, as the voting members of the Investment Committee of Global Infrastructure Investors III, LLC, may be deemed to share beneficial ownership of the Issuer securities beneficially owned by Global Infrastructure Investors III, LLC. Such individuals expressly disclaim any such beneficial ownership. Each of GIP III Zephyr Acquisition Partners, L.P., Global Infrastructure GP III, L.P. and Global Infrastructure Investors III, LLC have previously filed a Form 3 reporting beneficial ownership of Issuer securities.
4. 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.
5. Pursuant to an Amended and Restated Exchange Agreement, dated as of May 14, 2015, among the Issuer, Clearway Energy LLC ("Clearway LLC") and other parties thereto (the "Exchange Agreement"), the Class B Units of Clearway LLC are exchangeable at any time for shares of Class A common stock of the Issuer ("Class A Common Stock") on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the holder exchanges the Class B Units for shares of Class A Common Stock pursuant to the Exchange Agreement, an equivalent number of shares of Class B Common Stock issued to the holder will automatically be canceled.
6. Pursuant to the Exchange Agreement, the Class D Units of Clearway LLC are exchangeable at any time for shares of Class C common stock of the Issuer ("Class C Common Stock") on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the holder exchanges the Class D Units for shares of Class C Common Stock pursuant to the Exchange Agreement, an equivalent number of shares of Class D Common Stock issued to the holder will automatically be canceled.

Zephyr Holdings GP, LLC
By: /s/ Jonathan Bram 09/14/2022
Name: Jonathan Bram
Title: Officer
GIP III ZEPHYR MIDCO
HOLDINGS, L.P. By:
Global Infrastructure GP
III, L.P., its general partner
By: Global Infrastructure 09/14/2022
Investors III, LLC, its
general partner By: /s/
Gregg Myers Name:
Gregg Myers Title: Chief
Financial Officer
 ** 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 5 (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.