

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Global Infrastructure Investors III, LLC</u> (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS, 30TH FLOOR (Street) NEW YORK NY 10105 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Clearway Energy, Inc. [CWEN]</u>			5. 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)		
			3. Date of Earliest Transaction (Month/Day/Year) 09/12/2022					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/12/2022		j ⁽¹⁾⁽²⁾		10,920 ⁽¹⁾⁽²⁾⁽³⁾	D	(1)(2)	21,841 ⁽¹⁾⁽²⁾⁽⁴⁾	I	See footnotes ⁽⁵⁾⁽⁶⁾⁽⁷⁾
Class C Common Stock	09/12/2022		j ⁽¹⁾⁽²⁾		32,893 ⁽¹⁾⁽²⁾⁽³⁾	D	(1)(2)	65,787 ⁽¹⁾⁽²⁾⁽⁴⁾	I	See footnotes ⁽⁵⁾⁽⁶⁾⁽⁷⁾

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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Units of Clearway Energy LLC	(8)	09/12/2022		j ⁽¹⁾⁽²⁾		21,369,375 ⁽¹⁾⁽²⁾⁽³⁾	(8)	(8)		Class A Common Stock	21,369,375 ⁽¹⁾⁽²⁾⁽³⁾	(1)(2)	42,738,750 ⁽¹⁾⁽²⁾⁽⁴⁾	I	See footnotes ⁽⁵⁾⁽⁶⁾⁽⁷⁾
Class D Units of Clearway Energy LLC	(9)	09/12/2022		j ⁽¹⁾⁽²⁾		21,168,375 ⁽¹⁾⁽²⁾⁽³⁾	(9)	(9)		Class C Common Stock	21,168,375 ⁽¹⁾⁽²⁾⁽³⁾	(1)(2)	42,336,750 ⁽¹⁾⁽²⁾⁽⁴⁾	I	See footnotes ⁽⁵⁾⁽⁶⁾⁽⁷⁾

1. Name and Address of Reporting Person*
Global Infrastructure Investors III, 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*
Global Infrastructure GP III, L.P.
 (Last) (First) (Middle)
 1345 AVENUE OF THE AMERICAS,
 30TH FLOOR
 (Street)
 NEW YORK NY 10105
 (City) (State) (Zip)

Explanation of Responses:

- 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 subsidiary of TotalEnergies SE that holds its 50.6% ownership in SunPower Corporation (NASDAQ: SPWR).
- (Continued from Footnote 1) 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"). No Class A Common Stock, Class C Common Stock or derivatives thereof were directly transferred in the Transaction.
- By virtue of the Transaction, each of the Reporting Persons may be deemed to have disposed of a portion of its indirect pecuniary interest in securities of the Issuer to TotalEnergies SE or its affiliates. These numbers represent fifty percent of the securities of the Issuer held by Clearway Energy Group, which is the portion of Clearway Energy Group the Reporting Persons and their affiliates may have been deemed to have disposed in the Transaction.
- Clearway Energy Group continues to hold 21,841 shares of Class A common stock of the Issuer ("Class A Common Stock"), 65,787 shares of Class C common stock of the Issuer ("Class C Common Stock"), 42,738,750 Class B Units of Clearway Energy LLC ("Clearway LLC") and 42,336,750 Class D Units of Clearway LLC following the Transaction.
- Represents securities held directly by Clearway Energy Group. Following the Transaction, 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 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.
- 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 each of the Reporting Persons states that the inclusion of these securities in this report shall not be deemed an admission that there occurred any transaction subject to Section 16 of the Securities Exchange Act of 1934, or, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, shall be deemed an admission of beneficial ownership of the securities reported herein for purposes of Section 16 or for any other purpose.

