

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

**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

1. Name and Address of Reporting Person * <u>Sotos Christopher S</u>  (Last) (First) (Middle) CLEARWAY ENERGY, INC. 300 CARNEGIE CENTER, SUITE 300  (Street) PRINCETON NJ 08540  (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 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 C Common Stock, par value \$.01 per share	01/03/2020		M		61,815	A	(1)(2)	183,162	D	
Class C Common Stock, par value \$.01 per share	01/03/2020		M		4,355	A	(3)	187,517	D	
Class C Common Stock, par value \$.01 per share	01/03/2020		F		36,352	D	(4)	151,165	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. 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
Relative Performance Stock Units	(1)(2)	01/03/2020		M			39,375	01/03/2020	01/03/2020	Class C Common Stock, par value \$.01 per share	61,815	\$0	0	D	
Dividend Equivalent Rights	(3)	01/03/2020		M			4,355	(3)	01/03/2020	Class C Common Stock, par value \$.01 per share	4,355	(3)	4,355	D	
Dividend Equivalent Rights	(3)	01/03/2020		M			4,355	(3)	01/03/2020	Class C Common Stock, par value \$.01 per share	4,355	(3)	0	D	

**Explanation of Responses:**

1. Mr. Sotos was issued 39,375 Relative Performance Stock Units ("RPSUs") by Clearway Energy, Inc. (f/k/a NRG Yield, Inc.) (the "Company") under the Company's Amended and Restated 2013 Equity Incentive Plan (the "LTIP") on January 3, 2017. Based on the Company reaching a certain level of total shareholder return ("TSR"), 61,815 RPSUs vested on January 3, 2020.

2. Mr. Sotos was entitled to receive (i) a maximum of 78,750 shares of Class C Common Stock if Company's TSR ranked at or above the 75th percentile relative to a peer group of companies approved by the Company's Compensation Committee (the "Peer Group") for the performance period (the "Maximum"); (ii) 39,750 shares if Company's TSR ranked at the 50th percentile relative to the Peer Group for the performance period (the "Target"); provided, however, if TSR was less than negative twenty percent (-20%), the Company's TSR must be ranked at the 60th percentile relative to the Peer Group for the performance period to receive the Target award; or (iii) 4,935 shares if Company's TSR ranked at the 25th percentile relative to the Peer Group for the performance period (the "Threshold"). The Reporting Person would not have received any shares if Company's TSR was below the 25th percentile relative to the Peer Group for the performance period.

3. In connection with the vesting of the RPSUs described above, a previously accrued 7,641 dividend equivalent rights ("DERs") and an incremental 4,355 DERs vested and converted to Class C Common Stock resulting in the reporting person holding 9,489 DERs that may only be settled in Class C Common Stock. DERs accrue on the reporting person's outstanding RSUs and RPSUs, which become exercisable proportionately with the RSUs and RPSUs to which they relate and may only be settled in Clearway Energy, Inc. Class C Common Stock. Each DER is the economic equivalent of one share of Clearway Energy, Inc. Class C Common Stock.

4. Mr. Sotos elected to satisfy his tax obligation upon the exchange of common stock for RPSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 36,352 shares of Class C Common Stock to satisfy the grantee's tax withholding obligation.

/s/ Michael A. Brown, by  
Power of Attorney                      01/07/2020

\*\* 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.

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