

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Comora Mark S</u>  (Last) (First) (Middle) <u>ONE NORTH LEXINGTON AVE, 14TH FLOOR</u>  (Street) <u>WHITE PLAINS NY 10601</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OPAL Fuels Inc. [ OPAL ]</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) <u>04/22/2025</u>	
	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 D common stock	04/22/2025		C		50,000,000	D	(1)(2)	20,877,450	I	Through OPAL HoldCo LLC
Class B common stock	04/22/2025		C		50,000,000	A	(1)(2)	121,500,000	I	Through OPAL HoldCo LLC
Class B common stock								2,021,587	I	Through Hillman RNG Investments LLC
Class A common stock								880,600	I	Through Fortistar LLC
Class A common stock								56,712	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	Amount or Number of Shares				
Class B Common Units of OPAL Fuels LLC	(3)							(3)	(3)	Class C common stock	142,377,450		142,377,450	I	Through OPAL HoldCo LLC
Class B Common Units of OPAL Fuels LLC	(3)							(3)	(3)	Class C common stock	2,021,587		2,021,587	I	Through Hillman RNG Investments LLC

**Explanation of Responses:**

- Pursuant to the Certificate of Incorporation of OPAL Fuels Inc. (the "Company"), each share of Class D Common Stock is convertible into one share of Class B Common Stock at the option of the holder thereof. No conversion price is required to be paid in connection with such conversion.
- On April 22, 2025, OPAL HoldCo LLC delivered notice to the Company of its election to convert 50,000,000 shares of Class D Shares into a corresponding number of shares of Class B common stock. The reporting person is the Chairman of the Board of Directors of the Company and the President of Fortistar Renewables LLC, which is the Manager of OPAL HoldCo LLC. The reporting person is also the President of OPAL HoldCo LLC. Through Fortistar LLC and various other subsidiaries of Fortistar LLC, the reporting person controls OPAL HoldCo LLC. The reporting person disclaims beneficial ownership of all securities reported in this Form 4 except to the extent of his pecuniary interest therein, other than those securities reported herein as being held directly by such reporting person.
- The Class B Common Units of OPAL Fuels LLC are redeemable at any time by the reporting person for, at the election of the Company, newly-issued Class C common stock on a one-for-one basis or a cash payment equal to the volume weighted average market price of one share of Class C common stock for each Class B Common Unit redeemed. Upon the redemption of any Class B Common Units, a number of Class D common stock equal to the number of Class B Common Units that are redeemed will be cancelled by the Company for no consideration.

**Remarks:**

/s/ John Coghlin as Attorney-in-Fact      04/23/2025

\*\* 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.**