

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **October 28, 2025**

OPAL Fuels Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-40272
(Commission File Number)

98-1578357
(IRS Employer Identification No.)

**One North Lexington Avenue, Suite 1450
White Plains, New York**
(Address of principal executive offices)

10601
(Zip Code)

Registrant's telephone number, including area code: **(914) 705-4000**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.0001 per share	OPAL	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 28, 2025, the board of directors (the “Board”) of OPAL Fuels Inc. (the “Company”) appointed Mr. Scott M. Sutton to the Board and to the Compensation Committee of the Board, effective as of November 1, 2025.

Mr. Sutton, age 60, is a seasoned executive with more than 30 years of leadership in the chemicals industry. Since March 2025, Mr. Sutton has served as a member of the board of directors of Celanese Corporation (NYSE: CE) and serves as Co-Chairman of its Finance and Business Review Committee. He served as a member of the board of directors of Olin Corporation (NYSE: OLN) from 2018 to 2024, and as Chairman of its board of directors from 2021 to 2024. He also served as a member of the board of directors of Prince International Corporation from 2019 to 2020. Mr. Sutton was President and Chief Executive Officer of Olin Corporation from 2020 to 2024 and President and Chief Executive Officer of Prince International Corporation from 2019 to 2020. Prior to Prince International, he served in a number of senior executive roles at Celanese Corporation. Prior to this, Mr. Sutton served as the President and General Manager of Chemtura AgroSolutions from 2011 to 2013; as the Business Manager of Landmark from 2008 to 2011; and in various management roles at Albemarle Corporation (NYSE: ALB) from 1990 to 2008. Mr. Sutton began his career at Andersen Consulting as a Senior Consultant from 1987 to 1990.

Mr. Sutton will receive compensation for his service as a non-employee member of the Board and the Compensation Committee pursuant to the Company’s director compensation policy, which is described in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 25, 2025.

Because Mr. Sutton was not a director in April 2025 and did not receive an equity award at such time (as were granted to the Company’s other non-employee directors), in connection with his appointment, Mr. Sutton will receive an award of \$56,250 in restricted stock units of the Company, based on the closing share price of the Company’s common stock on November 1, 2025. This amount was determined by multiplying \$135,000 (which is the amount of the awards granted to the Company’s non-employee directors in April 2025) by a fraction, the numerator of which equals the number of days between (1) November 1, 2025, the date on which Mr. Sutton will commence service and (2) March 31, 2026, and the denominator of which is 365. This award will cliff vest on November 1, 2026.

Mr. Sutton was not selected as a director pursuant to any arrangements or understandings with the Company or with any other person, and there are no related party transactions between Mr. Sutton and the Company that would require disclosure under Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On October 28, 2025, the Company issued a press release announcing the appointment of Mr. Sutton to the Board and Compensation Committee. A copy of the press release is attached hereto as Exhibit 99.1.

The information disclosed under this Item 7.01, including the exhibit, is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing. By filing this Current Report on Form 8-K and furnishing this information, the Company makes no statement or admission as to the materiality of any information in this Item 7.01 or the exhibit attached hereto.

Item 9.01. Financial Statements and Exhibits

Exhibit Number	Description
99.1	Press release dated October 28, 2025
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 28, 2025

OPAL Fuels Inc.

By: /s/ Kazi Hasan

Name: Kazi Hasan

Title: Chief Financial Officer

OPAL Fuels Announces Appointment of Scott M. Sutton to its Board of Directors

WHITE PLAINS, N.Y. – (DATE TBD) – **OPAL Fuels** (Nasdaq: OPAL) a leader in the production, marketing, and distribution of renewable and compressed natural gas (RNG and CNG) used as a transportation fuel for heavy-duty trucking, today announced the appointment of Scott M. Sutton to its Board of Directors, effective November 1, 2025.

OPAL Fuels' vertically integrated model combines upstream RNG production with downstream fueling infrastructure that delivers a scalable, lower-cost and emission diesel alternative for the heavy-duty transportation sector. While RNG and CNG currently account for roughly 2% of the market, OPAL Fuels' business directly targets this significant growth opportunity within a large and expanding addressable market.

With major fleet operators increasingly ready to adopt RNG/CNG as a transportation fuel, OPAL Fuels is positioned to meet this emerging demand. Supported by a robust project pipeline, the company is pursuing growth opportunities as it enhances its operational platform to capitalize on its business model and the growing adoption of RNG/CNG.

Mr. Sutton's appointment to the OPAL Fuels Board of Directors brings deep expertise in operational excellence that will support OPAL Fuels to build a best-in-class operational platform in order to drive execution of the company's growth strategy. Mr. Sutton is a seasoned executive with more than 30 years of leadership in the chemicals industry. In his most recent role as Chairman, CEO, and President of Olin Corporation, Mr. Sutton lifted EBITDA from \$600MM/yr to \$2.5B/yr in 18 months, which increased public equity value by 500%. Throughout his previous roles, President and Chief Executive Officer of Prince International Corporation and Chief Operating Officer of Celanese Corporation, Mr. Sutton was able to drive robust EBITDA performance, reflecting an ability to achieve long-term growth and shareholder value.

"RNG and CNG are proven, scalable, and cost-effective solutions that can transform heavy-duty transportation today," said Mr. Sutton. "I am excited to join the OPAL Fuels Board and contribute my experience in operational excellence to help strengthen the company's impact in this critical market."

"We are thrilled to welcome Scott to our Board, whose deep expertise and leadership experience will help OPAL Fuels further scale its platform and capture the significant opportunities ahead," said Mark Comora, Chairman of OPAL Fuels' Board of Directors. "This addition further enhances our ability to deliver strong performance, meet our ambitious EBITDA goals, and advance the decarbonization of heavy-duty transportation."

About OPAL Fuels

OPAL Fuels (Nasdaq: OPAL) is a leader in the capture and conversion of biogas into low carbon intensity RNG and renewable electricity. OPAL Fuels is also a leader in the marketing and distribution of RNG to heavy duty trucking and other hard to decarbonize industrial sectors. For additional information, and to learn more about OPAL Fuels and how it is leading the effort to capture North America's harmful methane emissions and decarbonize the economy, please visit www.opalfuels.com.

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Forward-Looking Statements

Certain statements in this communication may be considered forward-looking statements within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts and generally relate to future events or OPAL Fuels' (the "Company's") future financial or other performance metrics. In some cases, you can identify forward-looking statements by terminology such as "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "intend," "could," "would," "project," "target," "plan," "expect," or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by the Company and its management, as the case may be, are inherently uncertain and subject to material change. Factors that may cause actual results to differ materially from current expectations include various factors beyond management's control, including, but not limited to, general economic conditions and other risks, uncertainties and factors set forth in the sections entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" in the Company's annual report on Form 10-K and quarterly reports on Form 10-Q, and other filings it makes with the Securities and Exchange Commission. Nothing in this communication should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements in this communication, which speak only as of the date they are made and are qualified in their entirety by reference to the cautionary statements herein. Except as required by law, the Company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with respect thereto or any change in events, conditions, or circumstances on which any statement is based.

Disclaimer

This communication is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy, any securities, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer

of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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