

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

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

OPAL FUELS INC.
(Name of Subject Company and Filing Person (Issuer))

Warrants to Acquire Shares of Class A Common Stock
(Title of Class of Securities)

68347P 111
(CUSIP Number of Class of Securities)

Ann Anthony
Chief Financial Officer
c/o OPAL Fuels Inc.
One North Lexington Avenue
Suite 1450
White Plains, New York 10601
(914) 705-4000

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies of communications to:

Andrew Felner, Esq.
Edward M. Welch, Esq.
Sheppard Mullin Richter & Hampton LLP
30 Rockefeller Plaza
New York, New York 10112
Tel: (212) 653-8700

Check the box if the filing relates solely to preliminary communications before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Tender Offer Statement on Schedule TO (this “Schedule TO”) is filed by OPAL Fuels Inc., a Delaware corporation (the “Company,” “us,” or “we”). This Schedule TO relates to an offer by the Company to each holder of the Company’s public warrants and private placement warrants (each as defined below) to purchase shares of the Company’s Class A common stock, par value \$0.0001 per share (“Class A Common Stock”), to receive 0.250 shares of Class A Common Stock in exchange for every outstanding warrant (as defined below) tendered by the holder and exchanged pursuant to the offer (the “Offer”). The Offer is made upon and subject to the terms and conditions set forth in the prospectus/offer to exchange, dated November 18, 2022 (the “Prospectus/Offer to Exchange”), a copy of which is attached hereto as Exhibit (a)(1)(A), and in the related letter of transmittal and consent (as it may be amended and supplemented from time to time, the “Letter of Transmittal”), a copy of which is attached hereto as Exhibit (a)(1)(B).

Concurrently with the Offer, we are also soliciting consents (the “Consent Solicitation”) from holders of the warrants to amend (the “Warrant Amendment”) that certain Warrant Agreement, dated as of March 25, 2021, by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent (the “Warrant Agreement”), to permit the Company to require that each warrant that is outstanding upon the closing of the Offer be exchanged for 0.225 shares of Class A Common Stock, which is a ratio 10.0% less than the exchange ratio applicable to the Offer.

Pursuant to the terms of the Warrant Agreement, the proposed Warrant Amendment requires the vote or written consent of holders of at least 65% of each of the outstanding public warrants and the outstanding private placement warrants.

The information in the Prospectus/Offer to Exchange and in the related Letter of Transmittal, including all schedules and exhibits thereto, is incorporated by reference herein to answer the items required in this Schedule TO.

Item 1. Summary Term Sheet.

The information set forth in the section of the Prospectus/Offer to Exchange entitled “Summary” is incorporated herein by reference.

Item 2. Subject Company Information.

(a) **Name and Address.** The name of the issuer is OPAL Fuels Inc. The Company’s principal executive office is located at One North Lexington Avenue, Suite 1450, White Plains, New York 10601, and its telephone number at such office is (914) 705-4000.

(b) **Securities.** The subject securities are:

- the warrants that were (i) sold as part of the units in connection with the initial public offering of ArcLight Clean Transition Corp. II, a Cayman Islands exempted company and the Company’s predecessor (the “IPO”) (whether they were purchased in the IPO or thereafter in the open market); and
- the warrants that were issued to certain parties in a private placement, in connection with the closing of the Company’s IPO that have not become public warrants as a result of being transferred to any person other than permitted transferees (the “private placement warrants” and, together with the public warrants, the “warrants”).

Each warrant entitles the holder to purchase one share of our Class A Common Stock at a price of \$11.50 per share, subject to adjustment as provided in the Warrant Agreement. As of November 16, 2022, 6,223,233 public warrants and 9,223,261 private placement warrants were outstanding.

- (c) **Trading Market and Price.** The information set forth in the section of the Prospectus/Offer to Exchange entitled “Market Information, Dividends and Related Stockholder Matters” is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

- (a) **Name and Address.** The Company is the filing person and the issuer. The information set forth above under Item 2(a) is incorporated herein by reference. The Company’s executive officers and directors as of November 16, 2022 are listed in the table below.

| Name | Position |
|------------------|----------------------------|
| Adam Comora | Co-Chief Executive Officer |
| Jonathan Maurer | Co-Chief Executive Officer |
| Ann Anthony | Chief Financial Officer |
| David Unger | Executive Vice President |
| Anthony Falbo | Chief Operating Officer |
| Scott Edelbach | Executive Vice President |
| Hugh Donnell | Senior Vice President |
| John Coghlin | General Counsel |
| Mark Comora | Chairman |
| Nadeem Nisar | Director |
| Marco F. Gatti | Director |
| Kevin M. Fogarty | Director |
| Betsy L. Battle | Director |
| Scott Dols | Director |
| Ashok Vemuri | Director |

The information set forth in the section of the Prospectus/Offer to Exchange entitled “The Offer and Consent Solicitation—Interests of Directors, Executive Officers, and Others” is incorporated herein by reference.

Item 4. Terms of the Transaction.

- (a) **Material Terms.** The information set forth in the sections of the Prospectus/Offer to Exchange entitled “Summary” and “The Offer and Consent Solicitation” is incorporated herein by reference.
- (b) **Purchases.** The information set forth in the section of the Prospectus/Offer to Exchange entitled “The Offer and Consent Solicitation—Interests of Directors, Executive Officers, and Others” is incorporated herein by reference.

Item 5. Past Contracts, Transactions, Negotiations, and Agreements.

- (a) **Agreements Involving the Subject Company’s Securities.** The information set forth in the sections of the Prospectus/Offer to Exchange entitled “Market Information, Dividends, and Related Stockholder Matters—Transactions and Agreements Concerning Our Securities” and “Description of Securities” is incorporated herein by reference. The information set forth in the section of the Prospectus/Offer to Exchange entitled “Certain Relationships and Related Transactions, and Director Independence” is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals.

- (a) **Purposes.** The information set forth in the section of the Prospectus/Offer to Exchange entitled “The Offer and Consent Solicitation—Background and Purpose of the Offer and Consent Solicitation” is incorporated herein by reference.
- (b) **Use of Securities Acquired.** The information set forth in the section of the Prospectus/Offer to Exchange entitled “The Offer and Consent Solicitation—Background and Purpose of the Offer and Consent Solicitation” is incorporated herein by reference.
- (c) **Plans.** Except as described above and in the sections of the Prospectus/Offer to Exchange entitled “Risk Factors” and “The Offer and Consent Solicitation,” which are incorporated herein by reference, neither the Company, nor any of its directors, executive officers, or controlling persons, or any executive officers, directors, managers, or partners of its controlling persons, has any plans, proposals, or negotiations that relate to or would result in: (1) any extraordinary transaction, such as a merger, reorganization, or liquidation, involving the Company or any of its subsidiaries; (2) any purchase, sale, or transfer of a material amount of assets of the Company or any of its subsidiaries; (3) any material change in the present dividend rate or policy, or indebtedness or capitalization of the Company; (4) any change in the present board of directors or management of the Company, including, but not limited to, any plans or proposals to change the number or the term of directors or to fill any existing vacancies on the board or to change any material term of the employment contract of any executive officer; (5) any other material change in the Company’s corporate structure or business; (6) any class of equity securities of the Company to be delisted from The Nasdaq Capital Market; (7) any class of equity securities of the Company becoming eligible for termination of registration under Section 12(g)(4) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (8) the suspension of the Company’s obligation to file reports under Section 15(d) of the Exchange Act; (9) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company; or (10) any changes in the Company’s charter, bylaws, or other governing instruments or other actions that could impede the acquisition of control of the Company.

Item 7. Source and Amount of Funds or Other Consideration.

- (a) **Source of Funds.** The information set forth in the section of the Prospectus/Offer to Exchange entitled “Market Information, Dividends, and Related Stockholder Matters—Source and Amount of Funds” is incorporated herein by reference.
- (b) **Conditions.** Not applicable.
- (d) **Borrowed Funds.** Not applicable.

Item 8. Interest in Securities of the Subject Company.

- (a) **Securities Ownership.** The information set forth in the section of the Prospectus/Offer to Exchange entitled “The Offer and Consent Solicitation—Interests of Directors, Executive Officers, and Others” is incorporated herein by reference.
- (b) **Securities Transactions.** Except as set forth in the section of the Prospectus/Offer to Exchange entitled “Market Information, Dividends, and Related Stockholder Matters—Transactions and Agreements Concerning Our Securities,” which is incorporated herein by reference, neither the Company, nor any of its directors, executive officers, or controlling persons, or any executive officers, directors, managers, or partners of any of its controlling persons, has engaged in any transactions in the Company’s warrants in the last 60 days.

Item 9. Persons/Assets, Retained, Employed, Compensated, or Used.

- (a) **Solicitations or Recommendations.** The information set forth in the section of the Prospectus/Offer to Exchange entitled “Market Information, Dividends, and Related Stockholder Matters—Fees and Expenses” is incorporated herein by reference. None of the Company, its management, its board of directors, or the dealer manager, the information agent, or the exchange agent for the Offer is making any recommendation as to whether holders of warrants should tender warrants for exchange in the Offer.

Item 10. Financial Statements.

- (a) **Financial Information.** The financial statements and other financial information of the Company included in the Prospectus/Offer to Exchange are incorporated herein by reference. The full text of such financial statements and other financial information, as well as the other documents the Company has filed with the U.S. Securities and Exchange Commission (the “SEC”) prior to, or will file with the SEC subsequent to, the filing of this Schedule TO relating to the Offer are available for inspection and copying from the SEC’s website at www.sec.gov.
- (b) **Pro Forma Information.** Not applicable.

Item 11. Additional Information.

(a) **Agreements, Regulatory Requirements, and Legal Proceedings.**

- (1) The information set forth in the sections of the Prospectus/Offer to Exchange entitled “The Offer and Consent Solicitation—Agreements, Regulatory Requirements, and Legal Proceedings” is incorporated herein by reference. The information set forth in the section entitled “Certain Relationships and Related Person Transactions, and Director Independence” in the Prospectus/Offer to Exchange is incorporated herein by reference.
- (2) The information set forth in the section of the Prospectus/Offer to Exchange entitled “The Offer and Consent Solicitation—Agreements, Regulatory Requirements, and Legal Proceedings” is incorporated herein by reference.
- (3) Not applicable.
- (4) Not applicable.
- (5) None.

(c) **Other Material Information.** Not applicable.

Item 12. Exhibits.

(a) **Exhibits.**

| Exhibit No. | Description |
|--------------------|--|
| (a)(1)(A) | Prospectus/Offer to Exchange (incorporated by reference to the Prospectus/Offer to Exchange that is included in the Company’s Registration Statement on Form S-4, filed with the SEC on November 18, 2022). |
| (a)(1)(B) | Form of Letter of Transmittal and Consent (incorporated by reference to Exhibit 99.1 to the Company’s Registration Statement on Form S-4, filed with the SEC on November 18, 2022). |
| (a)(1)(C) | Form of Notice of Guaranteed Delivery (incorporated by reference to Exhibit 99.2 to the Company’s Registration Statement on Form S-4, filed with the SEC on November 18, 2022). |
| (a)(1)(D) | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees (incorporated by reference to Exhibit 99.3 to the Company’s Registration Statement on Form S-4, filed with the SEC on November 18, 2022). |
| (a)(1)(E) | Form of Letter to Clients of Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees (incorporated by reference to Exhibit 99.4 to the Company’s Registration Statement on Form S-4, filed with the SEC on November 18, 2022). |
| (a)(2) | Not applicable. |
| (a)(3) | Not applicable. |

- (a)(4) [Prospectus/Offer to Exchange \(incorporated by reference to Exhibit \(a\)\(1\)\(A\) herein\).](#)
- (a)(5) [Press Release, dated November 18, 2022 \(incorporated by reference to Exhibit 99.1 of the Company's Form 8-K filed with the SEC on November 18, 2022\).](#)
- (b) Not applicable.
- (d)(i) [Restated Certificate of Incorporation of OPAL Fuels Inc. \(incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K/A filed by the Company on August 10, 2022\).](#)
- (d)(ii) [Bylaws of OPAL Fuels Inc. \(incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed by the Company on July 27, 2022\).](#)
- (d)(iii) [Warrant Agreement between Continental Stock Transfer & Trust Company and ArcLight Clean Transition Corp. II, dated March 22, 2021 \(incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company on March 26, 2021\).](#)
- (d)(iv) [Specimen Warrant Certificate \(incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-1 \(File No. 333-252730\) filed by the Registrant on March 9, 2021\).](#)
- (d)(v) [Form of OPAL Indemnification Agreement \(incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-4 \(File No. 333-262583\), filed on May 9, 2022\).](#)
- (d)(vi) [2022 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the Company on July 27, 2022\).](#)
- (d)(vii) [Letter Agreement, dated as of March 25, 2021, by and among ArcLight CTC Holdings II, L.P., ArcLight Clean Transition Corp. II and certain other parties thereto \(incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed by the Registrant on March 26, 2021\).](#)
- (d)(viii) [Sponsor Letter Agreement, dated as of December 2, 2021, by and among OPAL Fuels LLC, ArcLight Clean Transition Corp. II and certain other parties thereto \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed by the Registrant on December 3, 2021\).](#)
- (d)(ix) [Form of Subscription Agreement \(incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K, filed with the SEC on December 3, 2021\).](#)
- (d)(x) [Form of Amendment No. 1 to the Subscription Agreement \(incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K, filed with the SEC on May 12, 2022\).](#)
- (d)(xi) [Tax Receivable Agreement, dated July 21, 2022, by and among OPAL Fuels Inc. and the persons named therein \(incorporated by reference to Exhibit 10.6 to the Current Report on Form 8-K filed by the Company on July 27, 2022\).](#)
- (d)(xii) [Investor Rights Agreement, dated July 21, 2022, by and among OPAL Fuels Inc., ArcLight CTC Holdings II, L.P., and the other persons named therein \(incorporated by reference to Exhibit 10.7 to the Current Report on Form 8-K filed by the Company on July 27, 2022\).](#)
- (d)(xiii) [Second A&R LLC Agreement of OPAL Fuels, including any Certificates of Designations \(incorporated by reference to Exhibit 10.8 to the Current Report on Form 8-K filed by the Company on July 27, 2022\).](#)
- (d)(xiv) [Delayed Draw Term Loan and Guaranty Agreement, dated October 22, 2021, by and among OPAL Fuels Intermediate Holdco LLC, the Guarantors named on the signature pages thereto, and the Lenders \(as defined therein\), and Bank of America, N.A., as Administrative Agent for the Lenders \(incorporated by reference to Exhibit 10.8 to the Registration Statement on Form S-4 \(File No. 333-262583\), filed on March 25, 2022\).](#)
- (d)(xv) [Amendment No. 1 to Delayed Draw Term Loan and Guaranty Agreement and Waiver, dated February 1, 2022 \(incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-4 \(File No. 333-262583\), filed on March 25, 2022\).](#)

- (d)(xvi) [Environmental Attributes Purchase and Sale Agreement, dated November 29, 2021, by and between, on the one hand, NextEra Energy Marketing, LLC and, on the other hand, TruStar Energy LLC and OPAL Fuels LLC \(incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-4 \(File No. 333-262583\), filed on March 25, 2022\).](#)
- (d)(xvii) [Administrative Services Agreement, dated December 31, 2021, by and between OPAL Fuels and Fortistar Services 2 LLC \(incorporated by reference to Exhibit 10.11 to the Registration Statement on Form S-4 \(File No. 333-262583\), filed on March 25, 2022\).](#)
- (d)(xviii) [Indemnification and Hold Harmless Agreement, dated December 31, 2020, by and between OPAL Fuels LLC and Fortistar LLC \(incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-4 \(File No. 333-262583\), filed on March 25, 2022\).](#)
- (d)(xix) [Flue Gas Offtake and Preferred Partner Agreement, dated November 29, 2021, by and between CarbonFree Chemicals Holdings, LLC and OPAL Fuels LLC \(incorporated by reference to Exhibit 10.13 to the Registration Statement on Form S-4 \(File No. 333-262583\), filed on March 25, 2022\).](#)
- (d)(xx) [Amendment No. 3 to Delayed Draw Term Loan and Guaranty Agreement, dated September 29, 2022 \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on October 3, 2022\).](#)
- (d)(xxi) [Form of Stock Award Agreement dated September 15, 2022 \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on September 19, 2022\).](#)
- (d)(xxii) [Forward Purchase Agreement, dated July 18, 2022, among ArcLight Clean Transition Corp. II, Meteora Special Opportunity Fund I, LP, Meteora Select Trading Opportunities Master, LP and Meteora Capital Partners, LP \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on July 18, 2022\).](#)
- (d)(xxiii) [Credit Agreement, dated August 4, 2022, made by and among OPAL Intermediate Holdco 2 as Borrower, the guarantors, the lenders thereto, Bank of Montreal as the administration agent, Wilmington Trust as collateral agent and Bank of Montreal, Investec Inc. and Comerica Bank as joint lead arrangers \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on August 8, 2022\).](#)
- (d)(xxiv) [Promissory Note, dated as of May 16, 2022, by and between Arclight and Sponsor \(incorporated by reference to Exhibit 10.6 to the Quarterly Report on Form 10-Q filed by the Company on August 10, 2022\).](#)
- (d)(xxv) [Dealer Manager Agreement, dated as of November 18, 2022, by and between OPAL Fuels Inc. and BofA Securities, Inc., as dealer manager \(incorporated by reference to Exhibit 10.21 to the Company's Registration Statement on Form S-4, filed with the SEC on November 18, 2022\).](#)
- (d)(xxvi) [Tender and Support Agreement, dated as of November 18, 2022, by and among OPAL Fuels Inc. and the public warrant holders and private warrant holders party thereto \(incorporated by reference to Exhibit 10.22 to the Company's Registration Statement on Form S-4, filed with the SEC on November 18, 2022\).](#)
- (g) Not applicable.
- (h) [Tax Opinion of Sheppard, Mullin, Richter & Hampton LLP \(incorporated by reference to Exhibit 8.1 to the Company's Registration Statement on Form S-4, filed with the SEC on November 18, 2022\).](#)

(b) **Filing Fee Exhibit.**

[Filing Fee Table.](#)

Item 13. Information Required By Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

OPAL FUELS INC.

By: /s/ Jonathan Maurer
Name: Jonathan Maurer
Title: Co-Chief Executive Officer

Dated: November 18, 2022

Calculation of Filing Fee Table

SC TO-I
(Form Type)

OPAL FUELS INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Transaction Valuation

| | Transaction Valuation ⁽¹⁾ | Fee Rate | Amount of Filing Fee ⁽²⁾ |
|------------------------------------|---|---------------|--|
| Fees to be paid | \$ 19,540,588 | \$ 0.00011020 | \$ 2,154 |
| Fees previously paid | — | | — |
| Total Transaction Valuation | \$ 19,540,588 | | |
| Total Fees Due for Filing | | | \$ 2,154 |
| Total Fee Offsets | | | — |
| Net Fee Due | | | \$ 2,154 |

(1) The transaction valuation is estimated solely for purposes of calculating the amount of the filing fee. OPAL Fuels Inc. (the “Registrant”) is offering holders of a total of 15,446,494 public and private placement warrants to purchase shares of the Registrant’s Class A common stock, par value \$0.0001 per share (“Class A common stock”), outstanding as of November 18, 2022 the opportunity to exchange such warrants for 0.25 shares of Class A common stock in exchange for each warrant. The transaction value was determined by using the average of the high and low prices of the public warrants as reported on The Nasdaq Capital Market on November 16, 2022, which was \$1.26505 per warrant.

(2) The amount of the filing fee assumes that all outstanding warrants of the Registrant will be exchanged.