

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	
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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).

1. Name and Address of Reporting Person <u>Edelbach Scott</u> (Last) (First) (Middle) ONE NORTH LEXINGTON AVE, 14TH FLOOR (Street) WHITE PLAINS NY 10601 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	03/31/2024		M		4,185	A	(1)	11,750	D	
Class A common stock	03/31/2024		F ⁽²⁾		1,240	D	\$5.02	10,510	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
Restricted Stock Units	(3)	03/31/2024		A		33,267		(3)	(3)	Class A common stock	33,267	\$0	45,821	D	
Restricted Stock Units	(1)	03/31/2024		M		4,185		(1)	(1)	Class A common stock	4,185	\$0	41,636	D	
Stock options (right to buy)	\$5.02	03/31/2024		A		19,412		(4)	03/31/2034	Class A common stock	19,412	\$0	19,412	D	

Explanation of Responses:

- Each restricted stock unit represents the right to receive, at settlement, one share of Class A common stock. This transaction represents the settlement of restricted stock units in shares of Class A common stock on their scheduled vesting date.
- Represents the shares held by the Company to satisfy tax withholding requirements on vesting of restricted stock units. The total value of securities withheld was based on a price of \$5.02 per share, the closing price of Class A common stock on March 28, 2024.
- The Reporting Person was granted restricted stock units ("RSUs") pursuant to the terms under the Issuer's 2022 Omnibus Equity Incentive Plan (the "Plan"), which represent a contingent right to receive one share of common stock for each RSU. 4,185 RSUs vested on March 31, 2024, 15,274 RSUs are scheduled to vest on March 31, 2025, 15,274 RSUs on March 31, 2026 and 11,088 RSUs on March 31, 2027.
- The Reporting Person was granted an option to purchase shares of the Issuer's Class A common stock (the "Option") pursuant to the terms under the Plan at an exercise price of \$5.02 per share, which was the closing price per share of the Issuer's Class A common stock on March 28, 2024, as quoted on the Nasdaq Stock Market. The Option vests in three (3) equal installments on each of the following dates: (i) March 31, 2025, (ii) March 31, 2026, and (iii) March 31, 2027, provided, that the Reporting Person continues to provide services to the Issuer through the applicable vesting date.

Remarks:

/s/ John Coghlin as Attorney-in-Fact 04/02/2024

** 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.