

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Coghlin John</u> <hr/> (Last) (First) (Middle) ONE NORTH LEXINGTON AVE, 14TH FLOOR <hr/> (Street) WHITE PLAINS NY 10601 <hr/> (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 <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <p style="text-align:right"><b>General Counsel</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 10/03/2023	
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	10/03/2023		M		25,000	A	(1)	25,000	D	
Class A common stock	10/03/2023		F(2)		9,012(2)	D	\$7.9	15,988	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)
					(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	(1)	10/03/2023		M		25,000	(3)	(3)	Class A common stock	\$0	82,498	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent 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 \$7.90 per share, the closing price of Class A common stock on October 3, 2023.
- 25,000 restricted stock units were awarded on October 4, 2022. This award vested in full on October 3, 2023. 82,498 restricted stock units were awarded on March 31, 2023 of which 32,880 restricted stock units are scheduled to vest on each March 31, 2024 and March 31, 2025 and 16,738 restricted stock units are scheduled to vest on March 31, 2026, provided that the Reporting Person remains in continuous service on the vesting date.

**Remarks:**

/s/ John Coghlin as Attorney-in-Fact 10/05/2023  
 \*\* 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.