SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person [*] <u>Revers Daniel R</u>			2. Issuer Name and Ticker or Trading Symbol OPAL Fuels Inc. [OPAL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner				
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/17/2023	Officer (give title Other (specify below) below)				
200 CLARENDON ST, 55TH FLOOR (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting				
BOSTON	MA	02116		Person				
(City)	(State)	(Zip)	 Rule 10b5-1(c) Transaction Indication 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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	10/17/2023		S ⁽¹⁾		35,213	D	(1)	1,281,175	D	
Class A Common Stock	10/17/2023		S ⁽¹⁾		35,213	D	(1)	2,273,097	Ι	See footnote ⁽²⁾
Class A Common Stock	10/17/2023		S ⁽¹⁾		11,466	D	(1)	386,341	Ι	See footnotes ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)																
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. Transa Code (8)		of	vative rities hired r osed) r. 3, 4			ration Date Amount of		ation Date Amount of Derivative Securities Underlying (Instr. 5) E Derivative Security (Instr. 5) Amount of Security (Instr. 5) E Derivative Security (Instr. 3 and 4) T		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					

Explanation of Responses:

1. The reported price is a volume weighted average price ("VWAP"). The reported securities were sold in open market transactions at prices ranging from \$7.50 to \$8.00, inclusive. The reporting person undertakes to provide to the SEC, the Issuer or any stockholder of the Issuer, upon request, the relevant amount of shares sold to the market at each price within the ranges set forth in this footnote. 2. The reported 2,273,097 shares of Class A common stock are held directly by ArcLight CTC Holdings II, L.P., a Delaware limited partnership (the "Sponsor"). Mr. Revers has voting and investment

discretion with respect to the securities held by the Sponsor, and thus may be deemed to have beneficial ownership of such securities. Mr. Revers expressly disclaims any such beneficial ownership of such securities.

3. 9,008 of the reported securities were sold by ACHP B, L.P. a Delaware limited partnership ("ACHP B") and 2,458 of the reported securities were sold by ACTC Holdings GP II, LLC, ("ACTC GP"), the general partner of the Sponsor. After giving effect to such transactions, the reported securities consist of (i) 322,227 shares of Class A common stock held directly by ACHP B and (ii) 67,114 shares of Class A common stock held directly by ACTC GP. Mr. Revers has voting and investment discretion with respect to the securities held directly by ACHP B and ACTC GP, and thus may be deemed to have beneficial ownership of such securities. Mr. Revers expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

<u>By: /s/</u>	Daniel R.	Revers	10/19/2023

** 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.