
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

OPAL Fuels Inc.

(Name of Issuer)

Class A common stock, par value \$0.0001 per share

(Title of Class of Securities)

68347P103

(CUSIP Number)

Mark Comora
c/o OPAL Fuels Inc., One North Lexington Avenue, Suite 1450
White Plains, NY, 10601
(914) 705-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

04/22/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 68347P103

Name of reporting person

1

Mark Comora

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 UNITED STATES

Sole Voting Power

7

56,712.00

Number of Shares Beneficially

Shared Voting Power

8

145,279,637.00

Owned by Each Reporting Person

Sole Dispositive Power

9

56,712.00

With: Shared Dispositive Power

10

145,279,637.00

Aggregate amount beneficially owned by each reporting person

11 145,336,349.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 84.2 %

Type of Reporting Person (See Instructions)

14 IN

Comment Rows 7 and 9: The reported shares consist of 56,712 shares of Class A common stock held directly by Mr. Comora.
for Type Rows 8 and 10: The reported shares consist of (i) 880,600 shares of Class A common stock (the "Class A common stock") of OPAL Fuels Inc. (the "Issuer") held by Fortistar LLC, (ii) 121,500,000 shares of Class B common stock of the Issuer (the "Class B common stock") held by OPAL HoldCo LLC, (iii) 20,877,450 shares of Class D common stock of the Issuer (the "Class D common stock") held by OPAL HoldCo LLC and (iv) 2,021,587 shares of Class D common stock held by Hillman RNG Investments, LLC. Row 13: All ownership percentages in this schedule are calculated based on an aggregate of 28,835,811 shares of Class A common stock outstanding, 121,500,000 shares of Class B common stock outstanding, and 22,899,037 shares of Class D common stock outstanding as of April 22, 2025.
Reporting Person:

SCHEDULE 13D

CUSIP No. 68347P103

Name of reporting person

1 OPAL HoldCo LLC

Check the appropriate box if a member of a Group (See Instructions)

2 (a)

(b)

3 SEC use only

4 Source of funds (See Instructions)

5 OO
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

DELAWARE

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With:

8 0.00
 Shared Voting Power

9 142,377,450.00
 Sole Dispositive Power

10 0.00
 Shared Dispositive Power

11 142,377,450.00
 Aggregate amount beneficially owned by each reporting person

12 142,377,450.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)

82.5 %

14 Type of Reporting Person (See Instructions)

HC

Comment for Type of Reporting Person: Rows 8, 10, and 11: The reported shares consist of (i) 121,500,000 shares of Class B common stock and (ii) 20,877,450 shares of Class D common stock held directly by OPAL HoldCo LLC. Row 13: All ownership percentages in this schedule are calculated based on an aggregate of 28,835,811 shares of Class A common stock outstanding, 121,500,000 shares of Class B common stock outstanding, and 22,899,037 shares of Class D common stock outstanding as of April 22, 2025.

SCHEDULE 13D

CUSIP No. 68347P103

1 Name of reporting person

Hillman RNG Investments, LLC

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only

4 Source of funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

DELAWARE

Number of 7 Sole Voting Power

Shares Beneficially Owned by Each Reporting Person With: 0.00 Shared Voting Power 8 2,021,587.00 Sole Dispositive Power 9 0.00 Shared Dispositive Power 10 2,021,587.00

Aggregate amount beneficially owned by each reporting person

11 2,021,587.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12 Percent of class represented by amount in Row (11)

13 1.2 %

Type of Reporting Person (See Instructions)

14 HC

Comment for Type of Reporting Person: Rows 8, 10, and 11: The reported shares consist of 2,021,587 shares of Class D common stock held directly by Hillman RNG Investments, LLC. Row 13: All ownership percentages in this schedule are calculated based on an aggregate of 28,835,811 shares of Class A common stock outstanding, 121,500,000 shares of Class B common stock outstanding, and 22,899,037 shares of Class D common stock outstanding as of April 22, 2025.

SCHEDULE 13D

CUSIP No. 68347P103

1 Name of reporting person

Fortistar LLC

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only

Source of funds (See Instructions)

4 WC

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With: 7 Sole Voting Power 0.00

8 Shared Voting Power 145,279,637.00

9 Sole Dispositive Power 0.00

10 Shared Dispositive Power

145,279,637.00

Aggregate amount beneficially owned by each reporting person

11

145,279,637.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12



Percent of class represented by amount in Row (11)

13

84.2 %

Type of Reporting Person (See Instructions)

14

HC

Comment for Type of Reporting Person: Rows 8, 10, and 11: The reported shares consist of (i) 880,600 shares of Class A common stock held by Fortistar LLC, (ii) 121,500,000 shares of Class B common stock held by OPAL HoldCo LLC, (iii) 20,877,450 shares of Class D common stock held by OPAL HoldCo LLC and (iv) 2,021,587 shares of Class D common stock held by Hillman RNG Investments, LLC. Row 13: All ownership percentages in this schedule are calculated based on an aggregate of 28,835,811 shares of Class A common stock outstanding, 121,500,000 shares of Class B common stock outstanding, and 22,899,037 shares of Class D common stock outstanding as of April 22, 2025.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Class A common stock, par value \$0.0001 per share

Name of Issuer:

(b)

OPAL Fuels Inc.

Address of Issuer's Principal Executive Offices:

(c)

One North Lexington Avenue, Suite 1450, White Plains, NEW YORK , 10601.

Item 1 Comment: This Amendment No. 2 on Schedule 13D (this "Schedule 13D") relates to the Issuer's Class A common stock, \$0.0001 par value per share, and amends and further supplements the Schedule 13D originally filed on July 29, 2022 (as amended from time to time, the "Statement") by Mark Comora, OPAL HoldCo LLC, Hillman RNG Investments, LLC, and Fortistar LLC (collectively, the "Reporting Persons"). The Reporting Persons are filing this Schedule 13D to report the exchange by OPAL HoldCo LLC of an aggregate of 50,000,000 shares of Class D common stock into 50,000,000 shares of Class B common stock as disclosed in Item 5 below. Except as expressly set forth herein, there have been no changes to the Statement. The Issuer's principal executive offices are located at One North Lexington Avenue, Suite 1450, White Plains, New York 10601. Except as otherwise indicated, capitalized terms used and not defined in this Amendment No. 2 shall have the meaning assigned to such term in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Pursuant to the Certificate of Incorporation of the Issuer, each share of Class D common stock is convertible into one share of Class B common stock at the option of the holder thereof at any time upon written notice to the Issuer. No conversion price is required to be paid in connection with such conversion. On April 22, 2025, OPAL HoldCo LLC delivered notice to the Issuer of its election to exchange 50,000,000 shares of Class D common stock into a corresponding number of Class B common stock.

Item 5. Interest in Securities of the Issuer

(a) See responses to Items 11 and 13 on the cover page.

(b) See responses to Items 7, 8, 9 and 10 on the cover page.

SIGNATURE

After reasonable 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.

Mark Comora

Signature: /s/ John Coghlin

Name/Title: John Coghlin/Attorney-in-Fact

Date: 04/23/2025

OPAL HoldCo LLC

Signature: /s/ John Coghlin

Name/Title: John Coghlin/Attorney-in-Fact

Date: 04/23/2025

Hillman RNG Investments, LLC

Signature: /s/ John Coghlin

Name/Title: John Coghlin/Attorney-in-Fact

Date: 04/23/2025

Fortistar LLC

Signature: /s/ John Coghlin

Name/Title: John Coghlin/Attorney-in-Fact

Date: 04/23/2025