FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average burden						
hours per response:	0.5					

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

2100 MCKINNEY AVENUE SUITE 1250

TX

(State)

75201

(Zip)

(Street) **DALLAS** 

(City)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

						or Se	ction 30	(h) of the li	nvestmen	t Con	npany Act o	of 1940	0						
1. Name and Ad		orting Person* Sponsor, LLC	2					nd Ticker r, Inc. [			nbol				ationship of R k all applicabl Director		Person	. ,	
(Last)	(First	,	Middle)			Date of 1/2		t Transact	ion (Mont	h/Day	//Year)				Officer (g below)	ve title			(specify
C/O CBRE C		C. ENUE SUITE 12	250		4. If	f Ame	ndment,	Date of O	riginal Fil	ed (M	onth/Day/Y	'ear)				by One	Reporti	ng Person	,
(Street) DALLAS	TX	7	75201												Form filed	d by Mor	e than C	ne Report	ing Person
(City)	(State	e) (.	Zip)																
		Т	Γable I - No	n-De	rivati	ve S	ecurit	ties Acc	uired,	Disp	osed of	f, or	Benefi	cially Ov	vned				
Da		Date	Transaction te onth/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 an				5. Amount of Securities Beneficially Following Ro Transaction	Owned eported	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	(Instr. 3 and				(111301.4)
Class A Com	mon Stock			03/:	31/202	22			M <sup>(2)</sup>		1,811	1	A	(1)(2)	22,001,	811		I	Held through CBRE Acquisition Sponsor, LLC <sup>(3)</sup>
			Table II -					•	,	•	sed of, o			•	ed				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	Code (Instr.					6. Date Exercisa Expiration Date (Month/Day/Yea		e Securities		ırities Und zative Sec		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transact	ove Ownersi Form: Direct (Cor Indirect) (I) (Instr.	Ownership	Beneficial Ownership (Instr. 4)
				c	Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title		Amount or Number of Shares		(Instr. 4			
Class B Common Stock	(1)	03/31/2022			M <sup>(2)</sup>			181,125	(1)		(1)	Co	lass A ommon Stock	1,811(2)	\$0.00	1,086	,750	I	Held through CBRE Acquisition Sponsor, LLC <sup>(3)</sup>
1. Name and Ad		orting Person*  Sponsor, LLC	2												•				
(Last) C/O CBRE C 2100 MCKIN	GROUP, IN	irst) C. ENUE SUITE 12	(Middle)																
(Street) DALLAS	T	X	75201																
(City)	(S	itate)	(Zip)																
1. Name and Ad		•																	
(Last)	,	irst)	(Middle)																

1. Name and Address of Reporting Person*  CBRE GROUP, INC.								
(Last) 2100 MCKINN	(First) EY AVENUE SUIT	(Middle) E 1250						
(Street)								
DALLAS	TX	75201						
(City)	(State)	(Zip)						

## **Explanation of Responses:**

- 1. Pursuant to the terms of the Class B common stock of the Issuer (the "Class B Common Stock"), of which an aggregate of 1,207,500 shares are currently outstanding, on the last day of each measurement period, which will occur annually over seven fiscal years following the completion of the business combination of CBRE Acquisition Holdings, Inc. with Altus Power, Inc., which occurred on December 9, 2021, an aggregate of 201,250 shares of Class B Common Stock will automatically convert, subject to adjustment, into shares of Class A Common Stock of the Issuer (the "Class A Common Stock"), unsuant to a formula based on the stock price of the Class A Common Stock, into an aggregate minimum of 2,013 shares of Class A Common Stock on each conversion date, up to an aggregate maximum of 14,596,637 shares of Class A Common Stock over such seven year period.
- 2. On the last day of the measurement period ending on March 31, 2022 and pursuant to the formula referenced above, an aggregate of 201,250 shares of Class B Common Stock automatically converted into an aggregate of 2,013 shares of Class A Common Stock. Such conversion of Class B Common Stock applies to each holder of Class B Common Stock on a pro rata basis on the basis of the amounts of such Class B Common Stock held by such holder. In connection with the above, 181,125 shares of Class B Common Stock beneficially owned by the Reporting Persons were converted into 1,811 shares of Class A Common Stock.
- 3. Represents securities directly held by CBRE Acquisition Sponsor, LLC ("CBRE Sponsor"). The sole member of CBRE Sponsor is CBRE Services, Inc., which is a wholly-owned subsidiary of CBRE Group, Inc., a publicly traded company.

## Remarks:

CBRE ACQUISITION SPONSOR, LLC, By: /s/ Emma E. Giamartino, Name: Emma E. 04/20/2022 Giamartino, Title: Global Group President, Chief Financial Officer and Chief Investment Officer CBRE SERVICES, INC., By: /s/ Emma E. Giamartino, Name: Emma E. Giamartino, Title: 04/20/2022 Global Group President, Chief Financial Officer and Chief Investment Officer CBRE GROUP, INC., By: /s/ Emma E. Giamartino, Name: Emma E. Giamartino, Title: 04/20/2022 Global Group President, Chief Financial Officer and Chief Investment Officer \*\* 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.