

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

OMB Number: 3235-0287  
 Estimated average burden  
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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).

## 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>Walton Richard</u>  (Last) (First) (Middle) <u>4444 WESTHEIMER ROAD, SUITE G450</u>  (Street) <u>HOUSTON TX 77027</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Archaea Energy Inc. [ LFG ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>12/28/2022</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>President</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	12/28/2022		D		50,000	D	\$26 <sup>(1)(2)</sup>	0	I	By Green Eyed Devil, LLC <sup>(3)</sup>
Class A Common Stock	12/28/2022		D		74,368 <sup>(4)</sup>	D	(1)(5)(6)(7)	0	D	
Class B Common Stock	12/28/2022		D		261,114	D	\$0 <sup>(1)(8)</sup>	0	D	
Class B Common Stock	12/28/2022		D		4,919,808	D	\$0 <sup>(1)(8)</sup>	0	I	By Green Eyed Devil, LLC <sup>(3)</sup>
Class B Common Stock	12/28/2022		D		3,472,202	D	\$0 <sup>(1)(8)</sup>	0	I	By Struan & Company, LLC <sup>(9)</sup>

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	Amount or Number of Shares				
Class A Units of LFG Acquisition Holdings LLC	(10)	12/28/2022		D			261,114	(10)	(10)	Class A Common Stock	261,114	\$26 <sup>(1)(10)</sup>	0	D	
Class A Units of LFG Acquisition Holdings LLC	(10)	12/28/2022		D			4,919,808	(10)	(10)	Class A Common Stock	4,919,808	\$26 <sup>(1)(10)</sup>	0	I	By Green Eyed Devil, LLC <sup>(3)</sup>
Class A Units of LFG Acquisition Holdings LLC	(10)	12/28/2022		D			3,472,202	(10)	(10)	Class A Common Stock	3,472,202	\$26 <sup>(1)(10)</sup>	0	I	By Struan & Company, LLC <sup>(9)</sup>
Warrants	\$11.5	12/28/2022		D			421,259	10/26/2021	09/15/2026	Class A Common Stock	421,259	\$17.91 <sup>(1)(11)</sup>	0	D	

## Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger, dated October 16, 2022 (the "Merger Agreement"), by and among the Issuer, LFG Acquisition Holdings LLC ("Opco"), BP Products North America Inc. ("Parent"), Condor RTM Inc. ("Merger Sub") and Condor RTM LLC ("Opco Merger Sub"), Merger Sub merged with and into the Issuer, with the Issuer surviving as a wholly owned subsidiary of Parent (the "Issuer Merger"), and Opco Merger Sub merged with and into Opco, with Opco continuing as the surviving company and a wholly owned subsidiary of Parent (the "Opco Merger").

2. At the effective time of the Issuer Merger (the "Effective Time"), each share of the Issuer's Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), that was issued and outstanding as of immediately prior to the Effective Time (other than Owned Company Shares or Dissenting Company Shares, each as defined in the Merger Agreement) was automatically canceled, extinguished and converted into the right to receive \$26.00 in cash, without interest (the "Per Share Price").

3. Green Eyed Devil, LLC is a limited liability company controlled by Mr. Walton. As such, Mr. Walton may have been deemed to have had beneficial ownership of the securities held of record by Green Eyed Devil, LLC. Mr. Walton disclaims any beneficial ownership of the reported securities other than to the extent of any pecuniary interest he may have had therein, directly or indirectly.

4. Reflects all restricted stock units ("RSUs") and all performance-based restricted stock units ("PSUs") (assuming achievement at target performance) of the Issuer held by the Reporting Person immediately prior to the Effective Time.

5. Pursuant to the Merger Agreement, 50% of the RSUs and PSUs reported hereby (each, a "Deemed Vested RSU" or a "Deemed Vested PSU," respectively) were, at the Effective Time, automatically canceled and converted into the right to receive an amount in cash (without interest and subject to applicable withholding taxes) equal to the product of (i) the total number of shares of Class A Common Stock subject to such Deemed Vested RSU or such Deemed Vested PSU (with such Deemed Vested PSU being deemed achieved at maximum performance), respectively, as of immediately prior to the Effective Time, and (ii) the Per Share Price.

6. Pursuant to the Merger Agreement, each RSU reported hereby that was outstanding immediately prior to the Effective Time and not a Deemed Vested RSU (an "Unvested RSU") and each PSU reported hereby that was outstanding immediately prior to the Effective Time and not a Deemed Vested PSU (an "Unvested PSU") was, at the Effective Time, automatically canceled and converted into an award representing the right to receive an amount in cash (without interest and subject to applicable withholding taxes) equal to the product of (i) the total number of shares of Class A Common Stock subject to such Unvested RSU or such Unvested PSU (with such Unvested PSU being deemed achieved at maximum performance), respectively, as of immediately prior to the Effective Time (a "Deferred Cash RSU Award" or "Deferred Cash PSU Award," respectively), and (ii) the Per Share Price.

7. Each Deferred Cash RSU Award or Deferred Cash PSU Award will, subject to the holder's continued service with Parent or its affiliates through the applicable vesting dates, vest and be payable on the earlier of (i) the same time as the Unvested RSU or Unvested PSU for which the Deferred Cash RSU Award or Deferred Cash PSU Award, respectively, was exchanged would have vested and been payable pursuant to its service-based vesting schedule and (ii) December 28, 2023, in each case, subject to full accelerated vesting upon a termination of employment with Parent or its affiliates without "cause" or a resignation for "good reason."

8. Pursuant to the Merger Agreement, at the Effective Time, each share of the Issuer's Class B common stock, par value \$0.0001 per share ("Class B Common Stock"), was automatically canceled and extinguished without any conversion thereof or consideration paid therefor.

9. Mr. Walton serves as manager of Struan & Company, LLC. As such, Mr. Walton may have been deemed to have had beneficial ownership of the securities held of record by Struan & Company, LLC. Mr. Walton disclaims any beneficial ownership of the reported securities other than to the extent of any pecuniary interest he may have had therein, directly or indirectly.

10. Prior to the Effective Time, the Class A Units of Opco (each, an "Opco Unit") (together with the corresponding shares of Class B Common Stock) were exchangeable into shares of Class A Common Stock on a one-for-one basis and had no expiration date. At the effective time of the Opco Merger (the "Opco Merger Effective Time"), pursuant to the Merger Agreement, each Opco Unit held by a holder other than the Issuer or any of its subsidiaries issued and outstanding as of immediately prior to the Opco Merger Effective Time was automatically canceled, extinguished and converted into the right to receive cash in an amount equal to the Per Share Price.

11. Pursuant to that certain Amendment No. 1 to Warrant Agreement, dated as of October 16, 2022, by and among the Issuer, Opco and Continental Stock Transfer & Trust Company (the "Warrant Agent"), which amended the Warrant Agreement, dated as of October 21, 2020 (the "Warrant Agreement"), by and among the Issuer (formerly known as Rice Acquisition Corp.), Opco (formerly known as Rice Acquisition Holdings LLC) and the Warrant Agent, immediately following the Opco Merger Effective Time, each warrant of the Issuer that was issued and outstanding immediately prior to the Effective Time was automatically redeemed for the right to receive an amount in cash equal to \$17.91, which is equal to (i) the Per Share Price minus (ii) the Warrant Price (as defined in the Warrant Agreement) as reduced pursuant to the calculation provided in Section 4.4 of the Warrant Agreement, without interest.

/s/ Mitchell Athey, as Attorney-in-Fact      12/28/2022

\*\* 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.

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