

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).

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>Bellah Chad</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
--	--	--

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		17,942 <sup>(1)</sup>	D	(2)(3)(4)(5)	0	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)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. 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 (as defined below).
2. 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").
3. 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 of the Issuer Merger (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 the Issuer's Class A common stock, par value \$0.0001 per share ("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) \$26.00.
4. 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) \$26.00.
5. 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."

/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.

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.