

SunEdison Holdings Corp
Form 4
November 15, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SUNEDISON, INC.

(Last) (First) (Middle)

TWO CITYPLACE DRIVE, SUITE
200

(Street)

ST. LOUIS, MO 63141

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TerraForm Power, Inc. [TERP]

3. Date of Earliest Transaction
(Month/Day/Year)

10/16/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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)
Class A Common Stock	10/16/2017		C	48,202,310 (1)	A \$ 0 48,202,310	I	See footnote (2)
Class A Common Stock	10/16/2017		P	6,492,504	A \$ 11.46 54,694,814 (3)	D	
Class A Common Stock	10/16/2017		P	14,917	A \$ 9.52 54,709,731	I	See footnote (4)
Class A Common	10/16/2017		S	20,435,852 (5)	D \$ 9.52 34,273,879	I	See footnote

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Stock									(4)
Class B									See
Common	10/16/2017	J	48,202,310	D	\$ 0	0	I		footnote
Stock			(1)						(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Units of TerraForm Power, LLC	(6)	10/16/2017		S	48,202,310	(6)	(6)	Class A Common Stock	48,202,310

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUNEDISON, INC. TWO CITYPLACE DRIVE, SUITE 200 ST. LOUIS, MO 63141		X		
SunEdison Holdings Corp TWO CITYPLACE DRIVE, SUITE 200 ST. LOUIS, MO 63141		X		

Signatures

/s/ John S. Dubel, on behalf of the reporting person 11/15/2017

__Signature of Reporting Person

Date

/s/ John S. Dubel, on behalf of the reporting person 11/15/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Represents shares of Class A Common Stock of TerraForm Power, Inc. issued upon exchange of Class B Common Stock of TerraForm Power, Inc. and Class B units of TerraForm Power, LLC.
- (2) Represents shares directly owned by SunEdison Holdings Corporation and SUNE ML 1, LLC and indirectly owned by SunEdison, Inc., which as the parent of SunEdison Holdings Corporation and SUNE ML, LLC has shared voting and dispositive power over such shares.
- (3) Represents shares of Class A Common Stock received pursuant to a settlement agreement with the issuer and its affiliates.
- (4) Shares disposed include the pro rata portion of shares of Class A Common Stock directly owned by the filer, SunEdison Holdings Corporation and SUNE ML 1, LLC immediately prior to such disposition.

In connection with the merger and other transactions set forth in the Merger and Sponsorship Transaction Agreement, dated as of March 6, 2017, by and among TerraForm Power, Inc., Orion US Holdings 1 L.P. and BRE TERP Holdings Inc., for each share of Class A

- (5) common stock held by the filer, the filer was given the option to elect to receive either \$9.52 per share or to retain a share of Class A common stock, subject to proration. On October 16, 2017, after taking into account the applicable proration, the reporting persons retained 34,273,879 shares of Class A common stock and 20,435,852 shares were converted into the right to receive cash consideration.
- (6) The Class B Units of TerraForm Power, LLC were exchangeable, together with Class B Common Stock of TerraForm Power, Inc., for Class A Common Stock of TerraForm Power, Inc. on a 1 for 1 basis.

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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