

TerraForm Power, Inc.
Form SC 13D
December 04, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment ____)*

TERRAFORM POWER, INC.

(Name of Issuer)

Common Stock, Class A, par value \$0.01

(Title of Class of Securities)

88104R100
(CUSIP Number)

Edgar Filing: TerraForm Power, Inc. - Form SC 13D

Eric M. Albert

BlueMountain Capital Management, LLC

280 Park Avenue, 12th Floor

New York, New York 10017

212-905-5647

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

December 3, 2015

(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.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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).

NAMES OF REPORTING PERSONS:

1

BlueMountain Capital Management, LLC
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP:

2

(a)
(b)

3

SEC USE ONLY
SOURCE OF FUNDS:

4

OO
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e):
CITIZENSHIP OR PLACE OF
ORGANIZATION:

5

6

Delaware, United States of America
SOLE VOTING POWER

NUMBER OF **7**

SHARES
BENEFICIALLY **8**
OWNED BY SHARED VOTING POWER

9,169,934

EACH
REPORTING **9**
PERSON SOLE DISPOSITIVE POWER

SOLE DISPOSITIVE POWER

WITH **10**

SHARED DISPOSITIVE POWER

9,169,934

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

9,169,934
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

11.5% (1)

14 TYPE OF REPORTING PERSON

IA

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

NAMES OF REPORTING PERSONS:

1

BlueMountain GP Holdings, LLC
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP:

2

(a)
 (b)

3

SEC USE ONLY
 SOURCE OF FUNDS:

4

OO
 CHECK BOX IF DISCLOSURE OF
 LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) or 2(e):
 CITIZENSHIP OR PLACE OF
 ORGANIZATION:

6

	Delaware, United States of America
NUMBER OF	SOLE VOTING POWER
	7
SHARES	0
BENEFICIALLY	SHARED VOTING POWER
OWNED BY	8
	8,077,290
EACH	SOLE DISPOSITIVE POWER
REPORTING	9
PERSON	0
	SHARED DISPOSITIVE POWER
WITH	10
	8,077,290
	AGGREGATE AMOUNT
	BENEFICIALLY OWNED BY EACH
	REPORTING PERSON

11

8,077,290
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

12

13

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

10.1% (1)

TYPE OF REPORTING PERSON

14

OO

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

NAMES OF REPORTING PERSONS:

1 Blue Mountain Credit Alternatives Master Fund L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2 (a)
(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS:

5 WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o
6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Cayman Islands

NUMBER OF **7** SOLE VOTING POWER

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
6,506,679

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER

WITH **10** SHARED DISPOSITIVE POWER
6,506,679

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,506,679

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

8.1% (1)

14 TYPE OF REPORTING PERSON

PN

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

1 NAMES OF REPORTING PERSONS:
 Blue Mountain CA Master Fund GP, Ltd.
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP:

2 (a)
 (b)

3 SEC USE ONLY
 SOURCE OF FUNDS:

4 OO
5 CHECK BOX IF DISCLOSURE OF
 LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) or 2(e):
 CITIZENSHIP OR PLACE OF
6 ORGANIZATION:

	Cayman Islands
NUMBER OF	SOLE VOTING POWER
	7
SHARES	SHARED VOTING POWER
BENEFICIALLY	8
OWNED BY	6,506,679
EACH	SOLE DISPOSITIVE POWER
REPORTING	9
PERSON	SHARED DISPOSITIVE POWER
WITH	10
	6,506,679
	AGGREGATE AMOUNT
	BENEFICIALLY OWNED BY EACH
	REPORTING PERSON

11

6,506,679

CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
12 CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

8.1% (1)

TYPE OF REPORTING PERSON

14

CO

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

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1 NAMES OF REPORTING PERSONS:
 BlueMountain Foinaven Master Fund L.P.
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP:

2 (a)
 (b)

3 SEC USE ONLY
 SOURCE OF FUNDS:

4 WC
5 CHECK BOX IF DISCLOSURE OF
 LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) or 2(e):
 CITIZENSHIP OR PLACE OF
6 ORGANIZATION:

	Cayman Islands
NUMBER OF	SOLE VOTING POWER
	7
SHARES	SHARED VOTING POWER
BENEFICIALLY	8
OWNED BY	676,618
EACH	SOLE DISPOSITIVE POWER
REPORTING	9
PERSON	SHARED DISPOSITIVE POWER
WITH	10
	676,618
	AGGREGATE AMOUNT
	BENEFICIALLY OWNED BY EACH
	REPORTING PERSON

11

676,618

12 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

13
 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)

0.9% (1)

TYPE OF REPORTING PERSON

14

PN

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

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1 NAMES OF REPORTING PERSONS:
BlueMountain Foinaven GP, LLC
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP:

2 (a)
(b)

3 SEC USE ONLY
SOURCE OF FUNDS:

4 OO
CHECK BOX IF DISCLOSURE OF
5 LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e):
CITIZENSHIP OR PLACE OF
ORGANIZATION:

6 Delaware, United States of America
NUMBER OF **7** SOLE VOTING POWER

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
676,618

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
WITH **10** SHARED DISPOSITIVE POWER
676,618

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

676,618
12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

0.9% (1)

TYPE OF REPORTING PERSON

14

OO

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

1 NAMES OF REPORTING PERSONS:
 BlueMountain Logan Opportunities
 Master Fund L.P.
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP:

2 (a)
 (b)

3 SEC USE ONLY
4 SOURCE OF FUNDS:

5 WC
 CHECK BOX IF DISCLOSURE OF
 LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) or 2(e):
6 CITIZENSHIP OR PLACE OF
 ORGANIZATION:

Cayman Islands
 NUMBER OF **7** SOLE VOTING POWER
 SHARES **8** SHARED VOTING POWER
 BENEFICIALLY OWNED BY 453,192
 EACH **9** SOLE DISPOSITIVE POWER
 REPORTING PERSON
10 SHARED DISPOSITIVE POWER
 WITH 453,192
11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

453,192
12 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

0.6% (1)

TYPE OF REPORTING PERSON

14

PN

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

1 NAMES OF REPORTING PERSONS:
 BlueMountain Logan Opportunities GP,
 LLC
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP:

2 (a)
 (b)

3 SEC USE ONLY
 SOURCE OF FUNDS:

4 OO
 CHECK BOX IF DISCLOSURE OF
5 LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) or 2(e):
 CITIZENSHIP OR PLACE OF
 ORGANIZATION:

6 Delaware, United States of America
 NUMBER OF **7** SOLE VOTING POWER

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
 453,192

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
 WITH **10** SHARED DISPOSITIVE POWER

453,192
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

11
 453,192
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
12 CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

0.6% (1)

TYPE OF REPORTING PERSON

14

OO

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

1 NAMES OF REPORTING PERSONS:
 BlueMountain Guadalupe Peak Fund L.P.
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP:

2 (a)
 (b)

3 SEC USE ONLY
 SOURCE OF FUNDS:

4 WC
5 CHECK BOX IF DISCLOSURE OF
 LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) or 2(e):
 CITIZENSHIP OR PLACE OF
6 ORGANIZATION:

	Delaware, United States of America
NUMBER OF	SOLE VOTING POWER
	7
SHARES	SHARED VOTING POWER
BENEFICIALLY	8
OWNED BY	256,427
EACH	SOLE DISPOSITIVE POWER
REPORTING	9
PERSON	SHARED DISPOSITIVE POWER
WITH	10
	256,427
	AGGREGATE AMOUNT
	BENEFICIALLY OWNED BY EACH
	REPORTING PERSON

11

256,427

12 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

13
 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)

0.3% (1)

TYPE OF REPORTING PERSON

14

PN

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

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1 NAMES OF REPORTING PERSONS:
BlueMountain Long/Short Credit GP,
LLC
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP:

2 (a)
(b)

3 SEC USE ONLY
SOURCE OF FUNDS:

4 OO
5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e): o
CITIZENSHIP OR PLACE OF
ORGANIZATION:

6 Delaware, United States of America
NUMBER OF **7** SOLE VOTING POWER

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
256,427

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
WITH **10** SHARED DISPOSITIVE POWER

256,427
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11
12 256,427
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 o

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

0.3% (1)

TYPE OF REPORTING PERSON

14

OO

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

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1 NAMES OF REPORTING PERSONS:
 BlueMountain Monteners Master Fund
 SCA SICAV-SIF
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP:

2 (a)
 (b)

3 SEC USE ONLY
 SOURCE OF FUNDS:

4 WC
5 CHECK BOX IF DISCLOSURE OF
 LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) or 2(e):
 CITIZENSHIP OR PLACE OF
6 ORGANIZATION:

	Luxembourg	
NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	744,562	
EACH		SOLE DISPOSITIVE POWER
REPORTING	9	
PERSON		
	10	SHARED DISPOSITIVE POWER
WITH	744,562	
		AGGREGATE AMOUNT
		BENEFICIALLY OWNED BY EACH
		REPORTING PERSON

11

744,562

12 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

0.9% (1)

TYPE OF REPORTING PERSON

14

PN

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

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1 NAMES OF REPORTING PERSONS:
 BlueMountain Monteners GP S.à r.l.
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP:

2 (a)
 (b)

3 SEC USE ONLY
 SOURCE OF FUNDS:

4 OO
5 CHECK BOX IF DISCLOSURE OF
 LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) or 2(e):
 CITIZENSHIP OR PLACE OF
6 ORGANIZATION:

	Luxembourg	
NUMBER OF	7	SOLE VOTING POWER
SHARES	8	SHARED VOTING POWER
BENEFICIALLY	744,562	
OWNED BY		SOLE DISPOSITIVE POWER
EACH	9	
REPORTING		SHARED DISPOSITIVE POWER
PERSON	10	
WITH	744,562	
		AGGREGATE AMOUNT
		BENEFICIALLY OWNED BY EACH
		REPORTING PERSON

11

744,562

12 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

13
 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)

0.9% (1)

TYPE OF REPORTING PERSON

14

CO

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

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1 NAMES OF REPORTING PERSONS:
BlueMountain Kicking Horse Fund L.P.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP:

2 (a)
(b)

3 SEC USE ONLY
SOURCE OF FUNDS:

4 WC
5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e):
CITIZENSHIP OR PLACE OF
ORGANIZATION:

6 Cayman Islands
NUMBER OF **7** SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
184,374
EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
WITH **10** SHARED DISPOSITIVE POWER
184,374
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12 184,374
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

0.2% (1)

TYPE OF REPORTING PERSON

14

PN

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

1 NAMES OF REPORTING PERSONS:
 BlueMountain Kicking Horse Fund GP,
 LLC
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP:

2 (a)
 (b)

3 SEC USE ONLY
 SOURCE OF FUNDS:

4 OO
5 CHECK BOX IF DISCLOSURE OF
 LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) or 2(e): o
 CITIZENSHIP OR PLACE OF
 ORGANIZATION:

6 Delaware, United States of America
 NUMBER OF **7** SOLE VOTING POWER

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
 184,374

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
 WITH **10** SHARED DISPOSITIVE POWER

184,374
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

11
 184,374
12 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

13 o

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

0.2% (1)

TYPE OF REPORTING PERSON

14

OO

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

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1 NAMES OF REPORTING PERSONS:
BlueMountain Timberline Ltd.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP:

2 (a)
(b)

3 SEC USE ONLY
SOURCE OF FUNDS:

4 WC
CHECK BOX IF DISCLOSURE OF
5 LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e):
CITIZENSHIP OR PLACE OF
ORGANIZATION:

6 Cayman Islands
NUMBER OF **7** SOLE VOTING POWER

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
348,082

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
WITH **10** SHARED DISPOSITIVE POWER
348,082

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12 348,082
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

0.4% (1)

TYPE OF REPORTING PERSON

14

CO

The percentage set forth in Row 13 of this Schedule 13D is based on the 80,033,122 shares of Class A Common (1) Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

ITEM 1. Security and Issuer.

This Schedule 13D (this “**Schedule 13D**”) relates to the shares of Common Stock, Class A, par value \$0.01 (the “**Class A Common Stock**”), of TerraForm Power, Inc., a Delaware corporation (the “**Issuer**”). The Issuer’s principal executive office is located at 7550 Wisconsin Avenue, 9th Floor, Bethesda, Maryland 20814.

ITEM 2. Identity and Background.

(a) – (c) This Schedule 13D is being filed by the following beneficial owners of Class A Common Stock (each, a “**Reporting Person**”):

(i) Blue Mountain Credit Alternatives Master Fund L.P., a Cayman Islands exempted limited partnership (“**Credit Alternatives**”), with respect to the Class A Common Stock directly owned by it;

(ii) Blue Mountain CA Master Fund GP, Ltd., a Cayman Islands exempted limited company (“**Credit Alternatives GP**”), with respect to the Class A Common Stock directly owned by Credit Alternatives;

(iii) BlueMountain Foinaven Master Fund L.P., a Cayman Islands exempted limited partnership (“**Foinaven**”), with respect to the Class A Common Stock directly owned by it;

(iv) BlueMountain Foinaven GP, LLC, a Delaware limited liability company (“**Foinaven GP**”), with respect to the Class A Common Stock directly owned by Foinaven;

(v) BlueMountain Logan Opportunities Master Fund L.P., a Cayman Islands exempted limited partnership (“**Logan**”), with respect to the Class A Common Stock directly owned by it;

(vi) BlueMountain Logan Opportunities GP, LLC, a Delaware limited liability company (“**Logan GP**”), with respect to the Class A Common Stock directly owned by Logan;

- (vii) BlueMountain Guadalupe Peak Fund L.P., a Delaware limited partnership (“**Guadalupe**”), with respect to the Class A Common Stock directly owned by it;
- (viii) BlueMountain Long/Short Credit GP, LLC, a Delaware limited liability company (“**Guadalupe GP**”), with respect to the Class A Common Stock directly owned by Guadalupe;
- (ix) BlueMountain Monteners Master Fund SCA SICAV-SIF, an investment company with variable share capital organized as a specialized investment fund in the form of a corporate partnership limited by shares under the laws of Luxembourg (“**Monteners**”), with respect to the Class A Common Stock directly owned by it;
- (x) BlueMountain Monteners GP S.à r.l., a private limited company incorporated under the laws of Luxembourg (“**Monteners GP**”), with respect to the Class A Common Stock directly owned by Monteners;
- (xi) BlueMountain Kicking Horse Fund L.P., a Cayman Islands exempted limited partnership (“**Kicking Horse**” and, together with Credit Alternatives, Foinaven, Logan, and Guadalupe, the “**Partnerships**” and, each, a “**Partnership**”), with respect to the Class A Common Stock directly owned by it;
- (xii) BlueMountain Kicking Horse Fund GP, LLC, a Delaware limited liability company (“**Kicking Horse GP**” and, together with Credit Alternatives GP, Foinaven GP, Logan GP, Guadalupe GP, and Monteners GP, the “**Direct General Partners**”), with respect to the Class A Common Stock directly owned by Kicking Horse;
- (xiii) BlueMountain Timberline Ltd., a Cayman Islands exempted limited company (“**Timberline**” and, together with Monteners and the Partnerships, the “**BlueMountain Funds**” and, each, a “**BlueMountain Fund**”), with respect to the Class A Common Stock directly owned by it;
- (xiv) BlueMountain Capital Management, LLC, a Delaware limited liability company (the “**Investment Manager**”), which serves as the investment manager to the BlueMountain Funds, and has voting and investment power with respect to the Class A Common Stock directly owned by the BlueMountain Funds; and
- (xv) BlueMountain GP Holdings, LLC, a Delaware limited liability company (the “**Ultimate General Partner**”), which serves as the ultimate general partner of each of the Partnerships, with respect to the Class A Common Stock directly owned by each of the Partnerships.

The principal business of: (i) each of the BlueMountain Funds is to serve as a private investment exempted limited partnership, private corporate limited partnership or private investment exempted company, as the case may be; (ii) each of the Direct General Partners is to serve as the direct general partner of the respective Partnership or Monteners, as the case may be; (iii) the Investment Manager is to serve as investment manager to a variety of private investment funds (including the BlueMountain Funds), and to make voting and investment decisions on behalf of those private investment funds; and (iv) the Ultimate General Partner is to serve as the ultimate general partner of a variety of private investment funds organized as limited partnerships for which the Investment Manager serves as the investment manager (including the Partnerships).

The executive officers, directors, and control persons of the Reporting Persons are as follows:

Andrew Feldstein	Chief Executive Officer and Co-Chief Investment Officer of the Investment Manager; Chief Executive Officer and Co-Chief Investment Officer of the Ultimate General Partner; Director of Credit Alternatives GP; Manager of Guadalupe GP; Manager of Kicking Horse GP; Director of Timberline
Stephen Siderow	Managing Partner and Co-President of the Investment Manager; Managing Partner and Co-President of the Ultimate General Partner
Derek Smith	Managing Partner and Co-Chief Investment Officer of the Investment Manager; Managing Partner and Co-Chief Investment Officer of the Ultimate General Partner; Manager of Monteners GP
Bryce Markus	Managing Partner, Co-President and Chief Risk Officer of the Investment Manager; Managing Partner, Co-President and Chief Risk Officer of the Ultimate General Partner
Michael Liberman	Managing Partner and Chief Operating Officer of the Investment Manager; Managing Partner and Chief Operating Officer of the Ultimate General Partner
David Rubenstein	Managing Partner and General Counsel of the Investment Manager; Managing Partner and General Counsel of the Ultimate General Partner; Manager of Monteners GP
Peter Greatrex	Managing Partner and Head of Private Investments of the Investment Manager; Managing Partner and Head of Private Investments of the Ultimate General Partner
Nathaniel Dalton	Director of Credit Alternatives GP
Alan Gerstein	Manager of Foinaven GP; Manager of Logan GP; Manager of Guadalupe GP; Manager of Kicking Horse GP; Director of Timberline
Elizabeth Gile	Director of Credit Alternatives GP; Manager of Guadalupe GP; Manager of Kicking Horse GP
Todd Groome	Manager of Monteners GP
Gary Linford	

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Director of Credit Alternatives GP; Manager of Foinaven GP; Manager of Logan GP; Manager of Guadalupe GP; Manager of Kicking Horse GP

William Reeves Director of Credit Alternatives GP

Mark Shapiro Director of Credit Alternatives GP; Manager of Foinaven GP; Manager of Logan GP; Manager of Guadalupe GP; Manager of Monteners GP; Director of Timberline

Elli Stevens Manager of Monteners GP

The business address of each BlueMountain Fund (other than Monteners) is c/o Maples Corporate Services Limited, PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands.

The business address of Credit Alternatives GP, Foinaven GP, Logan GP, Guadalupe GP, Kicking Horse GP, the Investment Manager, the Ultimate General Partner, Andrew Feldstein, Stephen Siderow, Derek Smith, Bryce Markus, Michael Liberman, David Rubenstein, Peter Greatrex, Nathaniel Dalton, Alan Gerstein, Elizabeth Gile, William Reeves and Mark Shapiro is 280 Park Avenue, 12th Floor, New York, New York 10017.

The business address of Todd Groome and Gary Linford is Grand Pavillion Commercial Centre, 1st Floor, 802 West Bay Rd., Grand Cayman, Cayman Islands.

The business address of Monteners, Monteners GP, and Elli Stevens is 6D, route de Treves, L-2633 Seningerberg, Luxembourg B176.316.

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a “group” within the meaning of Section 13(d)(3) of the Act. The agreement among the Reporting Persons to file this Schedule 13D jointly (the “**Joint Filing Agreement**”) is attached hereto as Exhibit A.

(d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the Reporting Persons' executive officers, directors, or control persons is a United States citizen, except for Gary Linford, who is a citizen of South Africa, and Elli Stevens, who is a citizen of the United Kingdom.

ITEM 3. Source and Amount of Funds or Other Consideration.

The Class A Common Stock of the Issuer beneficially owned by the Reporting Persons was acquired with \$146,155,567 of working capital set aside for the general purpose of investing.

ITEM 4. Purpose of the Transaction.

The Reporting Persons have acquired the Issuer's Class A Common Stock for investment purposes. The Reporting Persons expect to review the investment in the Issuer on a continuing basis. Representatives of the Reporting Persons may engage in discussions, from time to time, with various parties, including, without limitation, the management of the Issuer, members of the board of directors of the Issuer, stockholders or other investors of the Issuer, potential strategic partners of the Issuer, and financial advisers and other third parties, in each case relating to the Issuer, strategic alternatives that may be available to the Issuer, and the businesses, operations, assets, capitalization, financial condition, governance, management and future plans of the Issuer, including in respect of one or more of the actions referred to in subsections (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. There can be no assurance as to the outcome of any of the discussions referred to in this Item 4 of this Schedule 13D.

Depending on various factors, including, without limitation, the financial position and strategic direction of the Issuer, the outcome of the discussions referenced above, actions taken by the board of directors of the Issuer, price levels of the securities of the Issuer, other investment opportunities available to the Reporting Persons, the availability and cost of debt financing, the availability of potential business combinations and other strategic transactions, conditions in the capital markets, and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to the investments in the Issuer as they deem appropriate, including, without limitation: (i) purchasing additional Class A Common Stock, options or related derivatives in the open market, in privately negotiated transactions or otherwise; (ii) selling all or a portion of the Class A Common Stock, options or related derivatives now beneficially owned or hereafter acquired by the Reporting Persons; (iii) entering into financial instruments or other agreements which increase or decrease the Reporting Persons' economic exposure; (iv) engaging in any hedging or similar transactions; and/or (v) engaging in, suggesting or exploring other proposals as the Reporting Persons may deem appropriate under the circumstances, including plans or proposals which may relate to, or could result in, any of the actions referred to in subsections (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D.

ITEM 5. Interest in Securities of the Issuer.

(a) and (b) All percentages set forth in this Schedule 13D are based on the 80,033,122 shares of Class A Common Stock of the Issuer outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

The 9,169,934 shares of Class A Common Stock beneficially owned, in the aggregate, by the BlueMountain Funds as of December 4, 2015, represent approximately 11.5% of the issued and outstanding shares of Class A Common Stock of the Issuer, with such percentage calculated in accordance with Rule 13d-3 under the Act. A further detailed breakdown of the Reporting Persons' beneficial ownership of Class A Common Stock is set forth below.

If the Reporting Persons are deemed to be members of a "group," within the meaning of the Act, such "group" shall be deemed to beneficially own 9,169,934 shares of Class A Common Stock, which represents approximately 11.5% of the Issuer's outstanding Class A Common Stock.

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A. Investment Manager

(a) Amount beneficially owned: 9,169,934

Percent of class: 11.5%%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 9,169,934

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 9,169,934

B. Ultimate General Partner

(a) Amount beneficially owned: 8,077,290

Percent of class: 10.1%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 8,077,290

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 8,077,290

C. Credit Alternatives

(a) Amount beneficially owned: 6,506,679

Percent of class: 8.1%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 6,506,679

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 6,506,679

D. Credit Alternatives GP

(a) Amount beneficially owned: 6,506,679

Percent of class: 8.1%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 6,506,679

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 6,506,679

E. Foinaven

(a) Amount beneficially owned: 676,618

Percent of class: 0.9%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 676,618

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 676,618

G. Foinaven GP

(a) Amount beneficially owned: 676,618

Percent of class: 0.9%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 676,618

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 676,618

H. Logan

(a) Amount beneficially owned: 453,192

Percent of class: 0.6%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 453,192

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 453,192

I. Logan GP

(a) Amount beneficially owned: 453,192

Percent of class: 0.6%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 453,192

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 453,192

J. Guadalupe

(a) Amount beneficially owned: 256,427

Percent of class: 0.3%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 256,427

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 256,427

K. Guadalupe GP

(a) Amount beneficially owned: 256,427

Percent of class: 0.3%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 256,427

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 256,427

L Monteners

(a) Amount beneficially owned: 744,562

Percent of class: 0.9%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 744,562

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 744,562

M. Monteners GP

(a) Amount beneficially owned: 744,562

Percent of class: 0.9%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 744,562

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 744,562

N. Kicking Horse

(a) Amount beneficially owned: 184,374

Percent of class: 0.2%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 184,374

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 184,374

O. Kicking Horse GP

(a) Amount beneficially owned: 184,374

Percent of class: 0.2%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 184,374

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 184,374

P. Timberline

(a) Amount beneficially owned: 348,082

Percent of class: 0.4%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 348,082

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 348,082

The Investment Manager, each Direct General Partner, and the Ultimate General Partner each expressly declare that this filing shall not be construed as an admission that each is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing. Each of the BlueMountain Funds expressly declares that this filing shall not be construed as an admission that it is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities owned by any other BlueMountain Fund covered by this filing. None of the Reporting Persons beneficially own any shares of Class A Common Stock of the Issuer other than as set forth in this Schedule 13D.

(c) Information concerning transactions in the Class A Common Stock effected by the Reporting Persons during the past sixty days is set forth on Schedule 1 hereto and is incorporated herein by reference. All of such transactions were effected in the open market. As indicated on Schedule 1, certain of the Reporting Persons' same-day, same-way transactions that occurred within a one-dollar price range have been aggregated and reported using a weighted average price for such purchase or sale transactions. For the transactions that have been aggregated, Schedule 1 sets forth the range of prices for such transactions. Moreover, upon the request of the U.S. Securities and Exchange Commission's staff, the Reporting Persons will provide full information regarding the number of shares of Class A Common Stock that were purchased or sold at each separate price.

(d) None.

(e) Not applicable.

ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except as described in this Schedule 13D, the Reporting Persons are not parties to any other contracts, arrangements, understandings or relationships (legal or otherwise) with respect to any securities of the Issuer.

ITEM 7. Materials to be Filed as Exhibits.

Exhibit A Joint Filing Agreement

Schedule 1 Transactions of the Reporting Persons Effected During the Past 60 Days

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 4, 2015 **BlueMountain Capital Management, LLC**

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

BlueMountain GP Holdings, LLC

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

**Blue Mountain Credit alternatives Master Fund
L.P.**

By: Blue Mountain ca master fund gp, ltd.

By: /s/ ANDREW FELDSTEIN
Name: ANDREW FELDSTEIN, Director

Blue Mountain ca master fund gp, ltd.

By: /s/ ANDREW FELDSTEIN
Name: ANDREW FELDSTEIN, Director

BlueMountain Foinaven Master Fund L.P.

By: BlueMountain Foinaven GP, LLC

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

BlueMountain Foinaven GP, LLC

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

**BlueMountain LOGAN OPPORTUNITIES
MASTER FUND L.P.**

By: BlueMountain LOGAN OPPORTUNITIES GP,
LLC

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

**BlueMountain LOGAN OPPORTUNITIES GP,
LLC**

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

BlueMountain guadalupe peak fund l.p.

By: BlueMountain long/short credit gp, llc

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

BlueMountain long/short credit gp, llc

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

**BlueMountain Monteners Master Fund SCA
SICAV-SIF**

By: BlueMountain Monteners GP S.à r.l.

By: /s/ PAUL FRIEDMAN

Name: PAUL FRIEDMAN, Authorized Person

BlueMountain Monteners GP S.à r.l.

By: /s/ PAUL FRIEDMAN

Name: PAUL FRIEDMAN, Authorized Person

BlueMountain KICKING HORSE FUND L.P.

By: BlueMountain KICKING HORSE FUND GP,
LLC

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

BlueMountain KICKING HORSE FUND GP, LLC

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

BlueMountain Timberline Ltd.

By: /s/ ANDREW FELDSTEIN
Name: Andrew Feldstein, Director

EXHIBIT A

JOINT FILING AGREEMENT

This will confirm the agreement among the undersigned that the Schedule 13D filed on or about this date and any amendments thereto with respect to beneficial ownership by the undersigned of shares of Class A common stock, \$0.01 par value per share, of TerraForm Power, Inc. is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1) under the Act. This agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: December 4, 2015 **BlueMountain Capital Management, LLC**

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

BlueMountain GP Holdings, LLC

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

**Blue Mountain Credit alternatives Master Fund
L.P.**

By: Blue Mountain ca master fund gp, ltd.

By: /s/ ANDREW FELDSTEIN
Name: ANDREW FELDSTEIN, Director

Blue Mountain ca master fund gp, ltd.

By: /s/ ANDREW FELDSTEIN
Name: ANDREW FELDSTEIN, Director

BlueMountain Foinaven Master Fund L.P.

By: BlueMountain Foinaven GP, LLC

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

BlueMountain Foinaven GP, LLC

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name:ERIC M. ALBERT, Chief Compliance Officer

**BlueMountain LOGAN OPPORTUNITIES
MASTER FUND L.P.**

By: BlueMountain LOGAN OPPORTUNITIES GP,
LLC

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name:ERIC M. ALBERT, Chief Compliance Officer

**BlueMountain LOGAN OPPORTUNITIES GP,
LLC**

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name:ERIC M. ALBERT, Chief Compliance Officer

BlueMountain guadalupe peak fund l.p.

By: BlueMountain long/short credit gp, llc

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name:ERIC M. ALBERT, Chief Compliance Officer

BlueMountain long/short credit gp, llc

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

**BlueMountain Monteners Master Fund SCA
SICAV-SIF**

By: BlueMountain Monteners GP S.à r.l.

By: /s/ PAUL FRIEDMAN

Name: PAUL FRIEDMAN, Authorized Person

BlueMountain Monteners GP S.à r.l.

By: /s/ PAUL FRIEDMAN

Name: PAUL FRIEDMAN, Authorized Person

BlueMountain KICKING HORSE FUND L.P.

By: BlueMountain KICKING HORSE FUND GP,
LLC

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

BlueMountain KICKING HORSE FUND GP, LLC

By: BlueMountain Gp HOLDINGS, LLC

By: /s/ ERIC M. ALBERT
Name: ERIC M. ALBERT, Chief Compliance Officer

BlueMountain Timberline Ltd.

By: /s/ ANDREW FELDSTEIN
Name: Andrew Feldstein, Director

SCHEDULE 1**PURCHASE AND SALES**

Certain of the Reporting Persons' same-day, same-way transactions that occurred within a one-dollar price range have been aggregated and reported using a weighted average price for such purchase or sale transactions. For the transactions that have been aggregated on this Schedule 1, the range of prices for such transactions is set forth on this Schedule 1. Moreover, upon the request of the U.S. Securities and Exchange Commission's staff, the Reporting Persons will provide full information regarding the number of shares of Class A Common Stock that were purchased or sold at each separate price.

Fund	Trade Date	Transaction of	Number of Shares	Price Per Share	Weighted Average Price	Range Low	Range High	Total Purchase	Total Sale
Blue Mountain Credit Alternatives Master Fund L.P.	October 27, 2015	Purchase	612	\$17.6106	No			\$10,777.68	
Blue Mountain Credit Alternatives Master Fund L.P.	November 10, 2015	Purchase	478,391	\$14.8450	Yes	\$14.7304	\$14.9800	\$7,101,715.86	
Blue Mountain Credit Alternatives Master Fund L.P.	November 10, 2015	Purchase	191,185	\$15.7430	Yes	\$15.4900	\$15.9200	\$3,009,820.05	
Blue Mountain Credit Alternatives Master Fund L.P.	November 11, 2015	Purchase	204,877	\$13.7803	Yes	\$13.7544	\$13.9473	\$2,823,259.76	
Blue Mountain Credit Alternatives Master Fund	November 12, 2015	Purchase	361,805	\$13.1719	Yes	\$12.8967	\$13.3025	\$4,765,668.30	

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L.P. Blue Mountain Credit Alternatives Master Fund	November 13, 2015 Purchase	332,802	\$13.7282	Yes	\$13.1428	\$13.8471	\$4,568,756.43
L.P. Blue Mountain Credit Alternatives Master Fund	November 16, 2015 Purchase	374,204	\$12.8901	Yes	\$12.6600	\$13.1215	\$4,823,517.53
L.P. Blue Mountain Credit Alternatives Master Fund	November 17, 2015 Purchase	157,923	\$10.2283	Yes	\$10.1089	\$10.8347	\$1,615,288.21
L.P. Blue Mountain Credit Alternatives Master Fund	November 17, 2015 Purchase	144,474	\$11.9266	No			\$1,723,086.64
L.P. Blue Mountain Credit Alternatives Master Fund	November 18, 2015 Purchase	605,493	\$9.2747	Yes	\$8.9745	\$9.9643	\$5,615,781.69
L.P. Blue Mountain Credit Alternatives Master Fund	November 18, 2015 Purchase	13,497	\$10.0163	No			\$135,190.59

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Fund	Trade Date	Transaction of	Number of Shares	Price Per Share	Weighted Average Price	Range Low	Range High	Total Purchase	Total Sale
Blue Mountain Credit Alternatives Master Fund L.P.	November 24, 2015	Purchase	172,237	\$8.1857	Yes	\$8.1391	\$8.3965	\$1,409,874.67	
BlueMountain Foinaven Master Fund L.P.	November 10, 2015	Purchase	69,628	\$15.1014	Yes	\$14.7304	\$15.9224	\$1,051,481.03	
BlueMountain Foinaven Master Fund L.P.	November 11, 2015	Purchase	21,305	\$13.7803	Yes	\$13.7544	\$13.9473	\$293,588.58	
BlueMountain Foinaven Master Fund L.P.	November 12, 2015	Purchase	37,623	\$13.1719	Yes	\$12.8967	\$13.3025	\$495,567.19	
BlueMountain Foinaven Master Fund L.P.	November 13, 2015	Purchase	34,607	\$13.7281	Yes	\$13.1428	\$13.8471	\$475,089.74	
BlueMountain Foinaven Master Fund L.P.	November 16, 2015	Purchase	38,913	\$12.8901	Yes	\$12.6600	\$13.1215	\$501,591.42	
BlueMountain Foinaven Master Fund L.P.	November 17, 2015	Purchase	16,422	\$10.2283	Yes	\$10.1089	\$10.8347	\$167,969.23	
BlueMountain Foinaven Master Fund L.P.	November 17, 2015	Purchase	15,024	\$11.9266	No			\$179,185.55	
BlueMountain Foinaven Master Fund L.P.	November 18, 2015	Purchase	60,498	\$9.2656	Yes	\$8.9745	\$9.9643	\$560,548.62	
BlueMountain Foinaven Master Fund L.P.	November 18, 2015	Purchase	1,404	\$10.0163	No			\$14,062.95	
BlueMountain Foinaven Master Fund L.P.	November 24, 2015	Purchase	14,655	\$8.1391	No			\$119,278.61	

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BlueMountain Guadalupe Peak Fund L.P.	November 10, 2015 Purchase	18,853	\$14.8450	Yes	\$14.7304	\$14.9833	\$279,872.85
BlueMountain Guadalupe Peak Fund L.P.	November 10, 2015 Purchase	7,535	\$15.7430	Yes	\$15.4900	\$15.9224	\$118,623.41
BlueMountain Guadalupe Peak Fund L.P.	November 11, 2015 Purchase	8,074	\$13.7803	Yes	\$13.7544	\$13.9473	\$111,261.85
BlueMountain Guadalupe Peak Fund L.P.	November 12, 2015 Purchase	14,259	\$13.1719	Yes	\$12.8967	\$13.3025	\$187,818.42

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Fund	Trade Date	Transaction of	Number of Shares	Price Per Share	Weighted Average Price	Range Low	Range High	Total Purchase	Total Sale
BlueMountain Guadalupe Peak Fund L.P.	November 13, 2015	Purchase	13,115	\$13.7282	Yes	\$13.1428	\$13.8471	\$180,044.91	
BlueMountain Guadalupe Peak Fund L.P.	November 16, 2015	Purchase	14,748	\$12.8901	Yes	\$12.6600	\$13.1215	\$190,102.83	
BlueMountain Guadalupe Peak Fund L.P.	November 17, 2015	Purchase	6,223	\$10.2283	Yes	\$10.1089	\$10.8347	\$63,650.61	
BlueMountain Guadalupe Peak Fund L.P.	November 17, 2015	Purchase	5,694	\$11.9266	No			\$67,910.18	
BlueMountain Guadalupe Peak Fund L.P.	November 18, 2015	Purchase	8,996	\$8.9745	No			\$80,734.90	
BlueMountain Guadalupe Peak Fund L.P.	November 18, 2015	Purchase	14,464	\$9.4743	Yes	\$9.1719	\$10.0163	\$137,035.82	
BlueMountain Guadalupe Peak Fund L.P.	November 24, 2015	Purchase	5,554	\$8.1391	No			\$45,204.60	
BlueMountain Kicking Horse Fund L.P.	November 10, 2015	Purchase	13,555	\$14.8450	Yes	\$14.7304	\$14.9833	\$201,223.74	
BlueMountain Kicking Horse Fund L.P.	November 10, 2015	Purchase	5,419	\$15.7429	Yes	\$15.4900	\$15.9224	\$85,310.93	
BlueMountain Kicking Horse Fund L.P.	November 11, 2015	Purchase	5,805	\$13.7803	Yes	\$13.7544	\$13.9473	\$79,994.50	
BlueMountain Kicking Horse Fund L.P.	November 12, 2015	Purchase	10,252	\$13.1719	Yes	\$12.8967	\$13.3025	\$135,038.52	
BlueMountain Kicking Horse Fund L.P.	November 13, 2015	Purchase	9,430	\$13.7281	Yes	\$13.1428	\$13.8471	\$129,456.33	
BlueMountain Kicking Horse Fund L.P.	November 16, 2015	Purchase	10,604	\$12.8901	Yes	\$12.6600	\$13.1215	\$136,686.51	
BlueMountain Kicking Horse Fund L.P.	November 17, 2015	Purchase	4,475	\$10.2282	Yes	\$10.1089	\$10.8347	\$45,771.39	
BlueMountain Kicking Horse Fund L.P.	November 17, 2015	Purchase	4,094	\$11.9266	No			\$48,827.59	

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Fund	Trade Date	Transaction	Number of Shares	Price Per Share	Weighted Average Price	Range Low	Range High	Total Purchase	Total Sale
BlueMountain Kicking Horse Fund L.P.	November 18, 2015	Purchase	6,469	\$8.9745	No			\$58,056.25	
BlueMountain Kicking Horse Fund L.P.	November 18, 2015	Purchase	10,399	\$9.4743	Yes	\$9.1719	\$10.0163	\$98,522.79	
BlueMountain Kicking Horse Fund L.P.	November 24, 2015	Purchase	3,993	\$8.1391	No			\$32,499.45	
BlueMountain Logan Opportunities Master Fund L.P.	November 10, 2015	Purchase	33,320	\$14.8450	Yes	\$14.7304	\$14.9833	\$494,635.14	
BlueMountain Logan Opportunities Master Fund L.P.	November 10, 2015	Purchase	69,674	\$15.7314	Yes	\$15.4900	\$15.9224	\$1,096,066.99	
BlueMountain Logan Opportunities Master Fund L.P.	November 11, 2015	Purchase	14,270	\$13.7803	Yes	\$13.7544	\$13.9473	\$196,644.54	
BlueMountain Logan Opportunities Master Fund L.P.	November 12, 2015	Purchase	25,200	\$13.1719	Yes	\$12.8967	\$13.3025	\$331,932.60	
BlueMountain Logan Opportunities Master Fund L.P.	November 13, 2015	Purchase	23,179	\$13.7282	Yes	\$13.1428	\$13.8471	\$318,204.92	
BlueMountain Logan Opportunities Master Fund L.P.	November 16, 2015	Purchase	26,064	\$12.8901	Yes	\$12.6600	\$13.1215	\$335,966.96	
BlueMountain Logan Opportunities Master Fund L.P.	November 17, 2015	Purchase	11,000	\$10.2284	Yes	\$10.1089	\$10.8347	\$112,511.94	
	November 17, 2015	Purchase	10,062	\$11.9266	No			\$120,005.66	

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BlueMountain

Logan

Opportunities

Master Fund

L.P.

BlueMountain

Logan

Opportunities	November 18, 2015 Purchase	15,900	\$8.9745	No	\$142,695.07
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Master Fund

L.P.

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Fund	Trade Date	Transaction of	Number of Shares	Price Per Share	Weighted Average Price	Range Low	Range High	Total Purchase	Total Sale
BlueMountain Logan Opportunities Master Fund L.P.	November 18, 2015	Purchase	25,561	\$9.4743	Yes	\$9.1719	\$10.0163	\$242,171.36	
BlueMountain Logan Opportunities Master Fund L.P.	November 24, 2015	Purchase	9,816	\$8.1391	No			\$79,893.47	
BlueMountain Monteners Master Fund SCA SICAV-SIF	November 10, 2015	Purchase	54,743	\$14.8450	Yes	\$14.7304	\$14.9833	\$812,660.14	
BlueMountain Monteners Master Fund SCA SICAV-SIF	November 10, 2015	Purchase	21,877	\$15.7430	Yes	\$15.4900	\$15.9224	\$344,409.10	
BlueMountain Monteners Master Fund SCA SICAV-SIF	November 11, 2015	Purchase	23,445	\$13.7803	Yes	\$13.7544	\$13.9473	\$323,078.53	
BlueMountain Monteners Master Fund SCA SICAV-SIF	November 12, 2015	Purchase	41,401	\$13.1719	Yes	\$12.8967	\$13.3025	\$545,331.07	
BlueMountain Monteners Master Fund SCA SICAV-SIF	November 13, 2015	Purchase	38,082	\$13.7281	Yes	\$13.1428	\$13.8471	\$522,795.29	
BlueMountain Monteners Master Fund SCA SICAV-SIF	November 16, 2015	Purchase	42,821	\$12.8901	Yes	\$12.6600	\$13.1215	\$551,966.47	
BlueMountain Monteners Master Fund SCA SICAV-SIF	November 17, 2015	Purchase	18,071	\$10.2283	Yes	\$10.1089	\$10.8347	\$184,836.07	

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BlueMountain Montenvers Master Fund SCA SICAV-SIF	November 17, 2015 Purchase	16,532	\$11.9266	No	\$197,170.90
BlueMountain Montenvers Master Fund SCA SICAV-SIF	November 18, 2015 Purchase	26,124	\$8.9745	No	\$234,450.70

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Fund	Trade Date	Transaction	Number of Shares	Price Per Share	Weighted Average Price	Range Low	Range High	Total Purchase	Total Sale
BlueMountain Monteners									
Master Fund SCA SICAV-SIF	November 18, 2015	Purchase	41,995	\$9.4742	Yes	\$9.1719	\$10.0163	\$397,870.62	
BlueMountain Monteners									
Master Fund SCA SICAV-SIF	November 24, 2015	Purchase	16,125	\$8.1391	No			\$131,243.10	
BlueMountain Timberline LTD.	November 10, 2015	Purchase	25,592	\$14.8450	Yes	\$14.7304	\$14.9833	\$379,913.24	
BlueMountain Timberline LTD.	November 10, 2015	Purchase	10,228	\$15.7430	Yes	\$15.4900	\$15.9224	\$161,019.23	
BlueMountain Timberline LTD.	November 11, 2015	Purchase	10,960	\$13.7803	Yes	\$13.7544	\$13.9473	\$151,031.87	
BlueMountain Timberline LTD.	November 12, 2015	Purchase	19,355	\$13.1719	Yes	\$12.8967	\$13.3025	\$254,942.59	
BlueMountain Timberline LTD.	November 13, 2015	Purchase	17,803	\$13.7282	Yes	\$13.1428	\$13.8471	\$244,402.76	
BlueMountain Timberline LTD.	November 16, 2015	Purchase	20,019	\$12.8901	Yes	\$12.6600	\$13.1215	\$258,046.51	
BlueMountain Timberline LTD.	November 17, 2015	Purchase	8,448	\$10.2283	Yes	\$10.1089	\$10.8347	\$86,408.81	
BlueMountain Timberline LTD.	November 17, 2015	Purchase	7,729	\$11.9266	No			\$92,180.85	
BlueMountain Timberline LTD.	November 18, 2015	Purchase	12,213	\$8.9745	No			\$109,605.97	
BlueMountain Timberline LTD.	November 18, 2015	Purchase	19,632	\$9.4743	Yes	\$9.1719	\$10.0163	\$185,998.73	
BlueMountain Timberline LTD.	November 24, 2015	Purchase	7,539	\$8.1391	No			\$61,360.73	
Blue Mountain	October 6, 2015	Sale	13,870	\$17.8487	No				\$247,561.15

Credit
Alternatives
Master Fund
L.P.

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Fund	Trade Date	Transaction	Number of Shares	Price Per Share	Weighted Average Price	Range Low	Range High	Total Purchase	Total Sale
Blue Mountain Credit Alternatives Master Fund L.P.	October 13, 2015	Sale	19,412	\$19.0887	No				\$370,549.61
Blue Mountain Credit Alternatives Master Fund L.P.	October 19, 2015	Sale	25,837	\$19.4990	No				\$503,795.30
Blue Mountain Credit Alternatives Master Fund L.P.	October 19, 2015	Sale	672	\$19.6400	No				\$13,198.08
Blue Mountain Credit Alternatives Master Fund L.P.	October 20, 2015	Sale	7,087	\$18.9529	No				\$134,319.37
Blue Mountain Credit Alternatives Master Fund L.P.	October 22, 2015	Sale	28,217	\$19.4347	No				\$548,390.00
Blue Mountain Credit Alternatives Master Fund L.P.	October 23, 2015	Sale	70,016	\$19.3499	Yes	\$19.3069	\$19.4014		\$1,354,805.79
Blue Mountain Credit Alternatives Master Fund L.P.	October 26, 2015	Sale	298	\$19.3500	No				\$5,766.30
Blue Mountain Credit	November 3, 2015	Sale	2,003	\$18.7255	No				\$37,507.22

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Alternatives Master Fund L.P. Blue Mountain Credit Alternatives Master Fund L.P. BlueMountain Foinaven Master Fund L.P. BlueMountain Foinaven Master Fund L.P. BlueMountain Foinaven Master Fund L.P.	November 10, 2015	Sale	1,715	\$14.7202	No			\$25,245.10
	October 19, 2015	Sale	2,757	\$19.5026	Yes	\$19.4990	\$19.6400	\$53,768.58
	October 22, 2015	Sale	2,934	\$19.4347	No			\$57,021.52
	October 23, 2015	Sale	7,281	\$19.3500	Yes	\$19.3069	\$19.4014	\$140,887.00

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Fund	Trade Date	Transaction	Number of Shares	Price Per Share	Weighted Average Price	Range Low	Range High	Total Purchase	Total Sale
BlueMountain Foinaven Master Fund L.P.	October 26, 2015	Sale	31	\$19.3500	No				\$599.85
BlueMountain Guadalupe Peak Fund L.P.	October 19, 2015	Sale	1,045	\$19.5026	Yes	\$19.4990	\$19.6400		\$20,380.25
BlueMountain Guadalupe Peak Fund L.P.	October 22, 2015	Sale	1,112	\$19.4347	No				\$21,611.43
BlueMountain Guadalupe Peak Fund L.P.	October 23, 2015	Sale	2,759	\$19.3499	Yes	\$19.3069	\$19.4014		\$53,386.50
BlueMountain Guadalupe Peak Fund L.P.	October 26, 2015	Sale	12	\$19.3500	No				\$232.20
BlueMountain Kicking Horse Fund L.P.	October 19, 2015	Sale	752	\$19.5025	Yes	\$19.4990	\$19.6400		\$14,665.92
BlueMountain Kicking Horse Fund L.P.	October 22, 2015	Sale	799	\$19.4347	No				\$15,528.36
BlueMountain Kicking Horse Fund L.P.	October 23, 2015	Sale	1,984	\$19.3499	Yes	\$19.3069	\$19.4014		\$38,390.28
BlueMountain Kicking Horse Fund L.P.	October 26, 2015	Sale	9	\$19.3500	No				\$174.15
BlueMountain Monteners Master Fund SCA SICAV-SIF	October 19, 2015	Sale	3,033	\$19.5026	Yes	\$19.4990	\$19.6400		\$59,151.28
BlueMountain Monteners Master Fund SCA SICAV-SIF	October 22, 2015	Sale	3,228	\$19.4347	No				\$62,735.33
BlueMountain Monteners Master Fund	October 23, 2015	Sale	8,013	\$19.3499	Yes	\$19.3069	\$19.4014		\$155,051.05

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SCA SICAV-SIF BlueMountain Montenvers Master Fund	October 26, 2015 Sale	34	\$19.3500	No			\$657.90
SCA SICAV-SIF BlueMountain Timberline LTD.	October 19, 2015 Sale	1,418	\$19.5025	Yes	\$19.4990	\$19.6400	\$27,654.50
BlueMountain Timberline LTD.	October 22, 2015 Sale	1,510	\$19.4347	No			\$29,346.45
BlueMountain Timberline LTD.	October 23, 2015 Sale	3,745	\$19.3500	Yes	\$19.3069	\$19.4014	\$72,465.66
BlueMountain Timberline LTD.	October 26, 2015 Sale	16	\$19.3500	No			\$309.60