

Herron J Brendan
 Form 3
 April 17, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>^ Herron J Brendan</p> <p>(Last) (First) (Middle)</p> <p>1906 TOWNE CENTRE BLVD.,^ SUITE 370</p> <p>(Street)</p> <p>ANNAPOLIS,^ MD^ 21401</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/17/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP & CFO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	---	--

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	125	D	^

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	---	---	---	--

Edgar Filing: Herron J Brendan - Form 3

	Date Exercisable	Expiration Date	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
OP Units ⁽¹⁾	Â ⁽¹⁾	Â ⁽²⁾	Common Stock	129,524 \$ ⁽¹⁾	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herron J Brendan 1906 TOWNE CENTRE BLVD. SUITE 370 ANNAPOLIS, MD 21401	Â	Â	Â EVP & CFO	Â

Signatures

J. Brendan Herron, by Alexander MacRae, his Attorney-in-fact 04/17/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Concurrently with the closing of the Issuer's initial public offering, 129,524 limited partnership units ("OP units") in Hannon Armstrong Sustainable Infrastructure, L.P., a Delaware limited partnership (the "Partnership"), of which the Issuer is the general partner, will be issuable to the Reporting Person pursuant to the terms of the partnership agreement of the Partnership upon conversion of the Reporting
- (1) Person's existing limited partnership interest in the Partnership. The partnership agreement of the Partnership provides that, beginning on the date that is 12 months after the date of the Issuer's initial public offering, the Reporting Person will have the right to redeem any such OP units for cash in an amount equal to the market value of an equivalent number of shares of the Issuer's common stock, or at the Issuer's option, shares of the Issuer's common stock on a one-for-one basis.
 - (2) N/A

Â
Remarks:
 ExhibitÂ No.Â 24.1

PowerÂ ofÂ AttorneyÂ datedÂ AprilÂ 10,Â 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.