

TerraForm Power, Inc.  
Form SC 13G  
November 17, 2015

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No.    )\***

**TERRAFORM POWER, INC.**

**(Name of Issuer)**

**Class A Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**88104R100**

**(CUSIP Number)**

**Eric M. Albert**

**BlueMountain Capital Management, LLC**

**280 Park Avenue, 12<sup>th</sup> Floor**

**New York, New York 10017**

**212-905-5647**

**(Name, Address and Telephone Number of Person**

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**Authorized to Receive Notices and Communications)**

**November 10, 2015**

**(Date of Event which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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).

1. NAMES OF REPORTING PERSONS

BlueMountain Capital Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

5. SOLE VOTING POWER

NUMBER OF

SHARES 0

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,856,177

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8. SHARED DISPOSITIVE POWER

WITH

5,856,177

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,856,177

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.3% (1)

12. TYPE OF REPORTING PERSON (see instructions)

IA

(1) The percentage set forth in Row 11 of this Cover Page is based on the 80,033,122 shares of Common 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 Securities and Exchange Commission on November 9, 2015.

1. NAMES OF REPORTING PERSONS

Blue Mountain Credit Alternatives Master Fund L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES 0

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,139,367

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8. SHARED DISPOSITIVE POWER

WITH

4,139,367

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,139,367

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2% (1)

12. TYPE OF REPORTING PERSON (see instructions)

PN

(1) The percentage set forth in Row 11 of this Cover Page is based on the 80,033,122 shares of Common Stock of the Issuer outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015.

**Item 1.**

**(a) Name of Issuer**

TerraForm Power, Inc.

**(b) Address of Issuer's principal executive offices**

7550 Wisconsin Avenue, 9<sup>th</sup> Floor

Bethesda, Maryland 20814

**Item 2.**

**(a) Name of person filing**

This Schedule 13G is being filed on behalf of BlueMountain Capital Management, LLC ( **BMCM** ) and Blue Mountain Credit Alternatives Master Fund L.P. ( **BMCA** ) and, together with BMCM, the **Reporting Persons** ) with respect to the shares of Class A Common Stock, \$0.01 par value per share (the **Common Stock** ), of TerraForm Power, Inc., a Delaware corporation (the **Issuer** ).

BMCM acts as investment manager to, and exercises investment discretion with respect to the Common Stock directly owned by, the following entities:

- (i) BMCA, a Cayman Islands exempted limited partnership, with respect to the 4,139,367 shares of Common Stock directly owned by it;
- (ii) BlueMountain Foinaven Master Fund L.P., a Cayman Islands exempted limited partnership, with respect to the 436,167 shares of Common Stock directly owned by it;
- (iii) BlueMountain Guadalupe Peak Fund L.P., a Delaware limited partnership, with respect to the 165,300 shares of Common Stock directly owned by it;
- (iv) BlueMountain Logan Opportunities Master Fund L.P., a Cayman Islands exempted limited partnership, with respect to the 292,140 shares of Common Stock directly owned by it;
- (v) BlueMountain Monteners Master Fund SCA SICAV-SIF, an investment company with variable capital organized as a specialized investment fund in the form of a corporate partnership limited by

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shares under the laws of Luxembourg, with respect to the 479,966 shares of Common Stock directly owned by it;

(vi) BlueMountain Kicking Horse Fund L.P., a Cayman Islands exempted limited partnership, with respect to the 118,853 shares of Common Stock directly owned by it; and

(vii) BlueMountain Timberline Ltd., a Cayman Islands exempted limited company, with respect to the 224,384 shares of Common Stock directly owned by it.

The filing of this statement should not be construed as an admission that BMCM is, for the purpose of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

**(b) Address or principal business office or, if none, residence**

280 Park Avenue, 12th Floor, New York, New York 10017

**(c) Citizenship**

See Row 4 of each Cover Page.

**(d) Title of class of securities**

Class A Common Stock, par value \$0.01 per share

**(e) CUSIP No.**

88104R100



**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

**Item 4. Ownership.**

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of each Cover Page and is incorporated herein by reference.

BMCM 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 covered by this filing.

**Item 5. Ownership of 5 Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than 5 Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURES

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

DATED: November 17, 2015

BLUEMOUNTAIN CAPITAL MANAGEMENT, LLC

By: /s/ ERIC M. ALBERT  
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  
Andrew Feldstein, Director