

Sunrun Inc.
Form 4
August 10, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Accel X LP

(Last) (First) (Middle)

428 UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Sunrun Inc. [RUN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2015

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)
			Code	V	Amount	(A) or (D)	Price
							\$ 0
							(1)
Common Stock	08/10/2015		C		9,432,247	A	(2) (3) (4) (5)
							9,745,451
							D (6)
Common Stock	08/10/2015		A		20,397 (7)	A	\$ 0 (7)
							9,765,848
							D (6)
Common Stock	08/10/2015		C		707,917	A	\$ 0 (1) (2) (3)
							731,424
							I
							Held by Accel X Strategic Partners

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					<u>(4)</u> <u>(5)</u>				L.P. <u>(6)</u>
Common Stock	08/10/2015	A	1,530 <u>(7)</u>	A	\$ 0 <u>(7)</u>	732,954	I		Held by Accel X Strategic Partners L.P. <u>(6)</u>
Common Stock	08/10/2015	C	378,677	A	\$ 0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	391,251	I		Held by Accel Investors 2009 L.L.C. <u>(8)</u>
Common Stock	08/10/2015	A	819 <u>(7)</u>	A	\$ 0 <u>(7)</u>	392,070	I		Held by Accel Investors 2009 L.L.C. <u>(8)</u>

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 or Number of Shares
Series A Preferred Stock <u>(1)</u>	<u>(1)</u>	08/10/2015		C	43,872	<u>(1)</u> <u>(1)</u>	Common Stock 43,872
Series A Preferred Stock <u>(1)</u>	<u>(1)</u>	08/10/2015		C	3,292	<u>(1)</u> <u>(1)</u>	Common Stock 3,292
Series A Preferred Stock <u>(1)</u>	<u>(1)</u>	08/10/2015		C	1,761	<u>(1)</u> <u>(1)</u>	Common Stock 1,761

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Series B Preferred Stock <u>(2)</u>	<u>(2)</u>	08/10/2015	C	6,613,216	<u>(2)</u>	<u>(2)</u>	Common Stock	6,613,216
Series B Preferred Stock <u>(2)</u>	<u>(2)</u>	08/10/2015	C	496,342	<u>(2)</u>	<u>(2)</u>	Common Stock	496,342
Series B Preferred Stock <u>(2)</u>	<u>(2)</u>	08/10/2015	C	265,502	<u>(2)</u>	<u>(2)</u>	Common Stock	265,502
Series C Preferred Stock <u>(3)</u>	<u>(3)</u>	08/10/2015	C	2,354,097	<u>(3)</u>	<u>(3)</u>	Common Stock	2,354,097
Series C Preferred Stock <u>(3)</u>	<u>(3)</u>	08/10/2015	C	176,681	<u>(3)</u>	<u>(3)</u>	Common Stock	176,681
Series C Preferred Stock <u>(3)</u>	<u>(3)</u>	08/10/2015	C	94,510	<u>(3)</u>	<u>(3)</u>	Common Stock	94,510
Series D Preferred Stock <u>(4)</u>	<u>(4)</u>	08/10/2015	C	323,835	<u>(4)</u>	<u>(4)</u>	Common Stock	323,835
Series D Preferred Stock <u>(4)</u>	<u>(4)</u>	08/10/2015	C	24,305	<u>(4)</u>	<u>(4)</u>	Common Stock	24,305
Series D Preferred Stock <u>(4)</u>	<u>(4)</u>	08/10/2015	C	13,001	<u>(4)</u>	<u>(4)</u>	Common Stock	13,001
Series E Preferred Stock <u>(5)</u>	<u>(5)</u>	08/10/2015	C	97,227	<u>(5)</u>	<u>(5)</u>	Common Stock	97,227
	<u>(5)</u>	08/10/2015	C	7,297	<u>(5)</u>	<u>(5)</u>		7,297

Common
Stock

Series E Preferred Stock ⁽⁵⁾	<u>(5)</u>	08/10/2015	C	3,903	<u>(5)</u>	<u>(5)</u>	Common Stock	3,903
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Accel X LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
Accel Investors 2009 L.L.C. 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
Accel X Associates L.L.C. 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
ACCEL X STRATEGIC PARTNERS LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		

Signatures

/s/ Tracy L. Sedlock, Attorney-in-Fact for Accel X L.P. 08/10/2015

 **Signature of Reporting Person Date

/s/ Tracy L. Sedlock, Attorney-in-Fact for Accel Investors 2009
L.L.C. 08/10/2015

**Signature of Reporting Person Date

/s/ Tracy L. Sedlock, Attorney-in-Fact for Accel X Associates
L.L.C. 08/10/2015

**Signature of Reporting Person Date

/s/ Tracy L. Sedlock, Attorney-in-Fact for Accel X Strategic Partners L.P. 08/10/2015

 **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) The Series A Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) The Series B Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (3) The Series C Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (4) The Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (5) The Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

(6) Accel X Associates L.L.C. ("A10A") is the General Partner of Accel X L.P. and Accel X Strategic Partners L.P. and has sole voting and investment power. Andrew G. Braccia, James W. Breyer, Kevin J. Efrusy, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, and Richard P. Wong, a director of the Issuer, are the Managing Members of A10A and share such powers. Each Managing Member disclaims beneficial ownership except to the extent of his or her pecuniary interest therein.

(7) The shares were acquired pursuant to a Stock Issuance Agreement, the form of which is filed as Exhibit 4.4 to Amendment No. 1 to the Issuer's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on July 22, 2015.

(8) Andrew G. Braccia, James W. Breyer, Kevin J. Efrusy, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, and Richard P. Wong, a director of the Issuer, are the Managing Members of Accel Investors 2009 L.L.C. and therefore share the voting and investment powers. Each Managing Member disclaims beneficial ownership except to the extent of his or her pecuniary interest therein.

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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