

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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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

# Edgar Filing: SunEdison Holdings Corp - Form 4

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.

**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.**

SEC 1474  
(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.

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.