

TerraForm Power, Inc.
Form 8-K
July 26, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: July 26, 2016

TERRAFORM POWER, INC.
(Exact name of registrant as specified in its charter)

Delaware 001-37528 47-1919173
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

7550 Wisconsin Avenue, 9th Floor, Bethesda, Maryland 20814
(Address of principal executive offices, including zip code)

(240) 762-7700
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

On July 26, 2016, TerraForm Power, Inc. (the “Company”) provided certain selected information to the beneficial holders (collectively, the “Holders”) of TerraForm Power Operating, LLC’s 5.875% Senior Notes due 2023 issued pursuant to the indenture dated as of January 28, 2015, and its 6.125% Senior Notes due 2025 issued pursuant to the indenture dated as of March 30, 2016 (together, the “Indentures”), and certain of their advisors. This information contains preliminary unaudited financial information from the fourth quarter of 2015 and the first quarter of 2016, and a discussion of the principal risks facing the Company. The financial information may change materially as a result of the completion of the audit of the Company’s financial results for fiscal year 2015. The information does not represent a complete picture of the Company’s financial position, results of operations or cash flows and is not a replacement for full financial statements prepared in accordance with U.S. GAAP. The disclosure of this information takes place during the Company’s ongoing solicitation of consents from the Holders to waive covenants under the Indentures that require the Company to file with the Securities and Exchange Commission (the “SEC”) or make publicly available annual and quarterly reports within the time periods specified in the SEC rules and regulations. A Press Release announcing the disclosure is attached hereto as Exhibit 99.1. The preliminary unaudited financial information, attached as Exhibit 99.2, was accompanied by commentary regarding key initiatives being pursued by the Company. The risk factors, a copy of which is included as Exhibit 99.3, update the discussion of risks of holding the Company’s Class A common stock included in the Company’s annual report on Form 10-K for fiscal year ended December 31, 2014, and in the Company’s Form 10-Q for the period ended September 30, 2015, which contains the most recent interim financial statements the Company has filed with the SEC.

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits

<u>Exhibit</u> <u>No.</u>	<u>Description</u>
------------------------------	--------------------

<u>99.1</u>	Press release, dated July 26, 2016, titled “TerraForm Power Provides Preliminary Financial Data for Bondholders”
-------------	--

<u>99.2</u>	Slide Deck, dated July 26, 2016, titled “TerraForm Power Supplemental Information Requested by Bondholders”
-------------	---

<u>99.3</u>	Document, dated July 26, 2016, titled “TerraForm Power Risk Factors”
-------------	--

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TERRAFORM POWER, INC.

By: /s/ Rebecca Cranna

Name: Rebecca Cranna

Title: Executive Vice President and Chief Financial Officer

Date: July 26, 2016
