Sunrun Inc. Form 3 March 03, 2016

# FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...

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)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Sunrun Inc. [RUN] Kim Mina (Month/Day/Year) 03/03/2016 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 595 MARKET STREET, 29TH (Check all applicable) **FLOOR** (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting General Counsel Person SAN Form filed by More than One FRANCISCO. CAÂ 94105 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â 109,506 (1) (2) Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

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)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Derivative Security	Security: Direct (D)	

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	(3)	03/16/2024	Common Stock	192,994	\$ 5.88	D	Â
Employee Stock Option (right to buy)	(4)	04/29/2025	Common Stock	100,000	\$ 9.17	D	Â
Employee Stock Option (right to buy)	(5)	02/10/2026	Common Stock	147,492	\$ 5.08	D	Â

### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
Kim Mina 595 MARKET STREET, 29TH FLOOR SAN FRANCISCO, CA 94105	Â	Â	General Counsel	Â	

Date

# **Signatures**

/s/ Jay Maloney, Attorney-in-Fact 03/03/2016

\*\*Signature of Reporting Person

#### **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).
- 25,000 shares are represented by restricted stock units (each, an RSU). Each RSU represents a contingent right to receive one share upon (1) settlement. 25% of these RSUs vest on April 30, 2016, and 1/48 of these RSUs vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.
- 62,500 shares are represented by RSUs. Each RSU represents a contingent right to receive one share upon settlement. 25% of these RSUs (2) vest on February 11, 2017, and the remaining RSUs vest in equal quarterly installments thereafter, subject to the Reporting Person's continued service through each vesting date.
- The original option grant of 215,000 shares was exercised for an aggregate of 22,006 shares. 25% of the shares subject to the original option grant vested on March 10, 2015, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.
- (4) 25% of the shares subject to the option vest on April 30, 2016, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.
- (5) 25% of the shares subject to the option vest on February 11, 2017, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.

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.

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