

Bywater David
Form 4
January 18, 2019

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 *
Bywater David

(Last) (First) (Middle)

1800 WEST ASHTON BLVD

(Street)

LEHI, UT 84043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Vivint Solar, Inc. [VSLR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)
Common Stock	01/17/2019		A	(A) or (D) Price	599,520 (1) \$ 0 1,326,397	D	

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)

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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
Stock Option (Right to Buy)	\$ 4.17	01/17/2019		A		929,368		<u>(2)</u>	01/17/2029	Common Stock	929,368

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bywater David 1800 WEST ASHTON BLVD LEHI, UT 84043	X		Chief Executive Officer	

Signatures

/s/ Dana C. Russell,
attorney-in-fact

01/18/2019

**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 restricted stock units ("RSUs") granted pursuant to the 2014 Equity Incentive Plan, which can only be settled with shares of Common Stock. 25% of the shares subject to this award will vest on January 1, 2020, and 1/16th of the shares subject to this award will vest on each quarterly vesting date thereafter. The term "quarterly vesting date" shall mean the sixth day of March, June, September and December of any fiscal year, as applicable.

(2) 25% of the shares subject to this award will vest on January 1, 2020, and 1/16th of the shares subject to this award will vest on each quarterly vesting date thereafter; in each such case subject to the Reporting Person's continued service to the Issuer or any subsidiary of the Issuer through each such date. The term "quarterly vesting date" shall mean the sixth day of March, June, September and December of any fiscal year, as applicable.

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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