

TerraForm Power, Inc.
Form 8-A12G
July 25, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

TerraForm Power, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

46-4780940

(IRS

Employer Identification
No.)

7550 Wisconsin Avenue, 9th Floor, Bethesda, MD
(Address of principal executive offices)

20814

(Zip Code)

If this form relates to the registration of a Class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: _____N/A_____
(if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on
which each class is to be
registered

N/A

N/A

Securities to be registered pursuant to Section 12(g) of the Act: N/A

Stock Purchase Rights
(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

On July 24, 2016, the Board of Directors of TerraForm Power, Inc., a Delaware corporation (the "Company"), declared a dividend of one right (a "Right") for each outstanding share of common stock, par value \$0.01 per share, of the Company held of record at the close of business on August 4, 2016 (the "Record Time"), or issued thereafter and prior to the Separation Time (as defined in the Rights Agreement referred to below) and thereafter pursuant to options and convertible securities outstanding at the Separation Time. The Rights will be issued pursuant to a Stockholder Protection Rights Agreement, dated as of July 24, 2016 (the "Rights Agreement"), between the Company and Computershare Trust Company, N.A., as Rights Agent.

The Rights Agreement (which includes as Exhibit A the forms of Rights Certificate and Election to Exercise and as Exhibit B the form of Certificate of Designations and Terms of the Participating Preferred Stock) is attached hereto as an exhibit and is hereby incorporated herein by reference. The description of the Rights is incorporated by reference herein to the Company's Current Report on Form 8 K, dated July 25, 2016 and is qualified in its entirety by reference to the Rights Agreement and such exhibits thereto.

Item 2. Exhibits.

| Exhibit No. | Description |
|----------------|-------------|
|----------------|-------------|

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|-----|---|
| 4.1 | Stockholder Protection Rights Agreement, dated as of July 24, 2016, between TerraForm Power, Inc. and Computershare Trust Company, N.A., as Rights Agent, including as Exhibit A the forms of Rights Certificate and of Election to Exercise and as Exhibit B the form of Certificate of Designation and Terms of the Participating Preferred Stock of the Company. |
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

TERRAFORM POWER, INC.

By: /s/ Peter Blackmore

Name: Peter Blackmore

Title: Chairman and Interim Chief Executive Officer

Date: July 25, 2016

EXHIBIT INDEX

Exhibit
No. Description

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