MACK DAVID J. Form 4 August 08, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MACK DAVID J.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

TERRAFORM GLOBAL, INC.

(Check all applicable)

[GLBL]

(Last)

(Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

7550 WISCONSIN AVENUE, 9TH

(Street)

(State)

(First)

FLOOR

(City)

(Instr. 3)

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

(Month/Day/Year)

08/04/2017

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BETHESDA, MD 20814

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactiorDerivative

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. 1 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Class A common stock)	<u>(1)</u> <u>(2)</u> <u>(3)</u>	08/04/2017		A		30,000		(1)(2)(3)	(1)(2)(3)	Class A Common Stock	30,000	

(In

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
MACK DAVID J. 7550 WISCONSIN AVENUE 9TH FLOOR BETHESDA, MD 20814	X							

Signatures

/s/ Yana Kravtsova as attorney-in-fact for David J.

Mack

08/08/2017

**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).
- On August 4, 2017, 30,000 restricted stock units were awarded under the 2014 Long-Term Incentive Plan in a transaction exempt under rule 16b-3. Each restricted stock unit represents a contingent right to receive one share of TerraForm Global, Inc. Class A Common Stock
 - The 30,000 restricted stock units will vest in full on June 29, 2018. In the event that prior to June 29, 2018: (i) the Participant resigns with the consent of the Board, (ii) the Participant is removed from the Board without cause (as determined by the Board in its discretion) or
- (2) (iii) a Change in Control occurs due to a merger of the Company pursuant to the Agreement and Plan of Merger dated as of March 6, 2017 among TerraForm Global, Inc., Orion US Holdings 1 L.P. and BRE GLBL Holdings Inc. (the "Brookfield Merger Agreement") a portion of the restricted stock units equal to Prorated Vesting Percentage (as defined below) shall become fully vested.
- The "Prorated Vesting Percentage" means the percentage calculated by dividing (i) the number of days between May 25, 2017 and, as applicable, (x) the date the Participant resigns with the consent of the Board, (y) the date the Participant is removed from the Board without cause (as determined by the Board in its discretion) or (z) the date of the Effective Time (as defined in the Brookfield Merger Agreement), by (ii) 365; provided, that the Prorated Vesting Percentage shall not exceed 100%.

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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