

SOLARCITY CORP

Form 4

November 23, 2016

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fisher John H N

(Last) (First) (Middle)

C/O DRAPER FISHER  
JURVETSON, 2882 SAND HILL  
ROAD, SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

SOLARCITY CORP [SCTY]

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

11/21/2016

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)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/21/2016	11/21/2016	D		826,745	D	<u>(1)</u>	0	I	See Footnotes <u>(2)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>
Common Stock	11/21/2016	11/21/2016	D		260,838	D	<u>(1)</u>	0	I	See Footnotes <u>(3)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>
Common Stock	11/21/2016	11/21/2016	D		1,653,952	D	<u>(1)</u>	0	I	See Footnotes <u>(4)</u> <u>(10)</u> <u>(11)</u>

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									<u>(12)</u>
Common Stock	11/21/2016	11/21/2016	D	7,970	D	<u>(1)</u>	0	I	See Footnotes <u>(5)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>
Common Stock	11/21/2016	11/21/2016	D	22,403	D	<u>(1)</u>	0	I	See Footnotes <u>(6)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>
Common Stock	11/21/2016	11/21/2016	D	136,138	D	<u>(1)</u>	0	I	See Footnotes <u>(7)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>
Common Stock	11/21/2016	11/21/2016	D	401,053	D	<u>(1)</u>	0	I	By Family Trust <u>(8)</u> <u>(17)</u>
Common Stock	11/21/2016	11/21/2016	D	399,383	D	<u>(1)</u>	0	I	See Footnotes <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>
Common Stock	11/21/2016	11/21/2016	D	518	D	<u>(1)</u>	0	I	See Footnotes <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u>
Common Stock	11/21/2016	11/21/2016	D	319	D	<u>(1)</u>	0	I	See Footnotes <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(14)</u> <u>(16)</u>
Common Stock	11/21/2016	11/21/2016	D	24,388	D	<u>(1)</u>	0	I	See Footnote <u>(18)</u>
Common Stock	11/21/2016	11/21/2016	D	6,776	D	<u>(1)</u>	0	I	See Footnote <u>(19)</u>
Common Stock	11/21/2016	11/21/2016	D	500	D	<u>(1)</u>	0	I	See Footnote <u>(20)</u>

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control number.**

SEC 1474  
(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)		8. P Der Secr (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Purchase Common Stock	\$ 62.51	11/21/2016	11/21/2016	D	30,000	<u>(21)</u>	<u>(21)</u>	Common Stock	30,000	
Option to Purchase Common Stock	\$ 62.51	11/21/2016	11/21/2016	D	3,500	<u>(21)</u>	<u>(21)</u>	Common Stock	3,500	
Option to Purchase Common Stock	\$ 62.51	11/21/2016	11/21/2016	D	5,000	<u>(21)</u>	<u>(21)</u>	Common Stock	5,000	
Option to Purchase Common Stock	\$ 62.51	11/21/2016	11/21/2016	D	1,000	<u>(21)</u>	<u>(21)</u>	Common Stock	1,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fisher John H N C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	X			
Draper Associates Riskmasters Fund, LLC C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		
Draper Associates Riskmasters Fund III, LLC C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		

## Signatures

/s/ John H.N. Fisher

11/21/2016

\*\*Signature of Reporting Person

Date

/s/ Timothy C. Draper, Managing Member Draper Associates Riskmasters Fund, LLC

11/21/2016

\*\*Signature of Reporting Person

Date

/s/ Timothy C. Draper, Managing Member Draper Associates Riskmasters Fund III, LLC

11/21/2016

\*\*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) Outstanding shares of the common stock of the Issuer were converted into the right to receive 0.110 shares of Tesla common stock for each share of the Issuer's common stock issued and outstanding, with cash paid in lieu of fractional shares, in accordance with the Merger Agreement.
- (2) These shares are owned directly by Draper Fisher Jurvetson Fund IX, L.P.
- (3) These shares are owned directly by Draper Fisher Jurvetson Fund X, L.P.
- (4) These shares are owned directly by Draper Fisher Jurvetson Growth Fund 2006, L.P.
- (5) These shares are owned directly by Draper Fisher Jurvetson Partners X, LLC.
- (6) These shares are owned directly by Draper Fisher Jurvetson Partners IX, LLC.
- (7) These shares are owned directly by Draper Fisher Jurvetson Partners Growth Fund 2006, LLC.
- (8) These shares are owned directly by the J. Fisher and J Caldwell Living Trust of which the reporting person is a co-trustee.
- (9) Represents 177,612 shares held of record by Draper Associates, L.P., 160,396 shares held of record by Draper Associates Riskmasters Fund, LLC, and 61,375 shares held of record by Draper Associates Riskmasters Fund III, LLC.
- (10) John H.N. Fisher is a member of the issuer's board of directors. Timothy C. Draper, John H.N. Fisher and Stephen T. Jurvetson are managing directors of the general partner entities of Draper Fisher Jurvetson Fund IX, L.P. (Fund IX) and Draper Fisher Jurvetson Fund X, L.P. (Fund X) that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Jurvetson Partners IX, LLC invests lockstep alongside Fund IX. Draper Fisher Jurvetson Partners X, LLC invests lockstep alongside Fund X. Draper Associates, L.P. (DALP) invests lockstep alongside Fund IX and Fund X.
- (11) The General Partner of DALP is Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C. Draper. Draper Associates Riskmasters Fund, LLC (DARF) and Draper Associates Riskmasters Fund III, LLC (DARFIII) invest lockstep alongside Fund IX and Fund X, instead and in place of DALP beginning June 2010.
- (12) The Managing Member of DARF and DARFIII is Timothy C. Draper. John H.N. Fisher, Barry M. Schuler and Mark W. Bailey are managing directors of the general partner entities of Draper Fisher Jurvetson Growth Fund 2006, L.P. (Growth Fund) that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Jurvetson Partners Growth Fund 2006, LLC (Growth Partners) invests lockstep alongside Growth Fund. The managing members of Growth Partners are John H.N. Fisher, Barry M. Schuler and Mark W. Bailey. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (13) Mr. Fisher is one of several managing directors of the general partner entities of these funds that directly hold shares and as such Mr. Fisher may be deemed to have voting and investment power with respect to such shares. Mr. Fisher disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.
- (14) Mr. Fisher is one of several managing directors of the general partner entities of these funds that directly hold shares and as such Mr. Fisher may be deemed to have voting and investment power with respect to such shares. Mr. Fisher disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.
- (15) These shares are owned directly by Draper Fisher Jurvetson Fund IX Partners, L.P.
- (16) These shares are owned directly by Draper Fisher Jurvetson Fund X Partners, L.P.

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- (17) These shares are owned directly by John Fisher and Jennifer Caldwell Living Trust dated 1/7/00, as amended and restated on 3/27/08. Mr. Fisher disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.
- (18) These shares are owned directly by JHNF Investment LLC. Mr. Fisher disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.
- (19) These shares are owned directly by the Fisher/Caldwell 2012 Irrevocable Children's Trust U/A/D 6-12-12 of which the reporting person is a co-trustee. Mr. Fisher disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.
- (20) These shares are held by the reporting person as custodian for a minor child.
- (21) Outstanding stock options and restricted stock unit awards ("RSUs") of the Issuer were assumed by Tesla and automatically converted into corresponding equity incentive awards on common stock of Tesla in accordance with the Merger Agreement.

### Remarks:

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger (the "Merger Agreement"),

Form 2 of 2

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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