

Vivint Solar, Inc.
 Form 3
 September 30, 2014

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,
 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 Person * Â 313 Acquisition LLC (Last) (First) (Middle) C/O THE BLACKSTONE GROUP L.P., Â 345 PARK AVENUE (Street) NEW YORK, Â NY Â 10154 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/30/2014 | 3. Issuer Name and Ticker or Trading Symbol Vivint Solar, Inc. [VSLR] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 82,359,374 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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

| 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 Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| 313 Acquisition LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Capital Partners VI L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY | ^ | ^ X | ^ | ^ |
| Blackstone Management Associates VI L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| BMA VI L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Group L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| | ^ | ^ X | ^ | ^ |

SCHWARZMAN STEPHEN A
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

Signatures

313 Acquisition LLC; By: Blackstone Capital Partners VI L.P., its managing member, By: Blackstone Management Associates VI L.L.C., its general partner, By: BMA VI L.L.C., its sole member; By: /s/ John G. Finley; Title: Chief Legal Officer 09/30/2014

__Signature of Reporting Person Date

BLACKSTONE CAPITAL PARTNERS VI L.P. By: Blackstone Management Associates VI L.L.C., its general partner, By: BMA VI L.L.C., its sole member; By: /s/ John G. Finley; Title: Chief Legal Officer 09/30/2014

__Signature of Reporting Person Date

BLACKSTONE MANAGEMENT ASSOCIATES VI L.L.C. By: BMA VI L.L.C., its sole member By: /s/ John G. Finley; Title: Chief Legal Officer 09/30/2014

__Signature of Reporting Person Date

BMA VI L.L.C. By: /s/ John G. Finley; Title: Chief Legal Officer 09/30/2014

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS III L.P.; By: Blackstone Holdings III GP L.P., its general partner; By: Blackstone Holdings III GP Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer 09/30/2014

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS III GP L.P.; By: Blackstone Holdings III GP Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer 09/30/2014

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 09/30/2014

__Signature of Reporting Person Date

THE BLACKSTONE GROUP L.P.; By: Blackstone Group Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer 09/30/2014

__Signature of Reporting Person Date

BLACKSTONE GROUP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 09/30/2014

__Signature of Reporting Person Date

STEPHEN A SCHWARZMAN /s/ Stephen A. Schwarzman 09/30/2014

__Signature of Reporting Person Date

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).

Shares of Common Stock, par value \$0.01 per share ("Common Shares") of Vivint Solar, Inc. (the "Issuer") that are directly held by 313

(1) Acquisition LLC. 313 Acquisition LLC is managed by a board of managers and Blackstone Capital Partners VI L.P. ("BCP VI"), as managing member.

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- Blackstone Management Associates VI L.L.C. is the general partner of BCP VI. BMA VI L.L.C. is the sole member of Blackstone Management Associates VI L.L.C. Blackstone Holdings III L.P. is the managing member of BMA VI L.L.C. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

- Each of such Reporting Persons may be deemed to beneficially own the shares beneficially owned by 313 Acquisition LLC, but each (other than 313 Acquisition LLC to the extent of its direct holdings) disclaims beneficial ownership of such shares, except to the extent of
- (3) such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

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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