Sunrun Inc. Form 4 August 10, 2015

FORM 4

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

OMB

OMB APPROVAL

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Wong Rich

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Sunrun Inc. [RUN]

3. Date of Earliest Transaction

(Month/Day/Year) 08/10/2015

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

_X__ 10% Owner

_ Other (specify

C/O ACCEL PARTNERS, 428 **UNIVERSITY AVENUE**

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

Officer (give title

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

PALO ALTO, CA 94301

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	uritie	s Acqui	ired, Disposed of	, or Beneficial	ly 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 Approximately 1. Securities Approximately 1. Securities 2.	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price \$ 0	(Instr. 3 and 4)		
Common Stock	08/10/2015		С	9,432,247	A	(1) (2) (3) (4) (5)	9,745,451	I	Held by Accel X L.P. (6)
Common Stock	08/10/2015		A	20,397 (7)	A	\$ 0 (7)	9,765,848	I	Held by Accel X L.P. <u>(6)</u>
Common Stock	08/10/2015		С	707,917	A	\$ 0 (1) (2)	731,424	I	Held by Accel X Strategic

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					(3) (4) (5)			Partners L.P. <u>(6)</u>
Common Stock	08/10/2015	A	1,530 (7)	A	\$ 0 (7)	732,954	I	Held by Accel X Strategic Partners L.P. (6)
Common Stock	08/10/2015	С	378,677	A	\$ 0 (1) (2) (3) (4) (5)	391,251	I	Held by Accel Investors 2009 L.L.C. (8)
Common Stock	08/10/2015	A	819 (7)	A	\$ 0 (7)	392,070	I	Held by Accel Investors 2009 L.L.C. (8)

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	ransactionDerivative ode Securities		6. Date Exer Expiration D (Month/Day/	ate	7. Title and 2. Underlying (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock (1)	(1)	08/10/2015		С		43,872	<u>(1)</u>	<u>(1)</u>	Common Stock	43,872
Series A Preferred Stock (1)	(1)	08/10/2015		C		3,292	<u>(1)</u>	<u>(1)</u>	Common Stock	3,292
Series A Preferred	<u>(1)</u>	08/10/2015		C		1,761	<u>(1)</u>	<u>(1)</u>	Common Stock	1,761

Stock (1)

Series B Preferred Stock (2)	<u>(2)</u>	08/10/2015	С	6,613,216	(2)	(2)	Common Stock	6,613,21
Series B Preferred Stock (2)	(2)	08/10/2015	С	496,342	<u>(2)</u>	<u>(2)</u>	Common Stock	496,342
Series B Preferred Stock (2)	<u>(2)</u>	08/10/2015	C	265,502	<u>(2)</u>	<u>(2)</u>	Common Stock	265,502
Series C Preferred Stock (3)	(3)	08/10/2015	С	2,354,097	(3)	(3)	Common Stock	2,354,09
Series C Preferred Stock (3)	(3)	08/10/2015	С	176,681	<u>(3)</u>	(3)	Common Stock	176,681
Series C Preferred Stock (3)	(3)	08/10/2015	С	94,510	<u>(3)</u>	(3)	Common Stock	94,510
Series D Preferred Stock (4)	<u>(4)</u>	08/10/2015	C	323,835	<u>(4)</u>	<u>(4)</u>	Common Stock	323,835
Series D Preferred Stock (4)	<u>(4)</u>	08/10/2015	С	24,305	<u>(4)</u>	<u>(4)</u>	Common Stock	24,305
Series D Preferred Stock (4)	<u>(4)</u>	08/10/2015	C	13,001	<u>(4)</u>	<u>(4)</u>	Common Stock	13,001
Series E Preferred Stock (5)	<u>(5)</u>	08/10/2015	С	97,227	(5)	(5)	Common Stock	97,227

Series E Preferred Stock (5)	<u>(5)</u>	08/10/2015	C	7,297	<u>(5)</u>	<u>(5)</u>	Common Stock	7,297
Series E Preferred Stock (5)	<u>(5)</u>	08/10/2015	C	3,903	<u>(5)</u>	(5)	Common Stock	3,903

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
Wong Rich C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X	X						

Signatures

/s/ Jay Maloney, Attorney-in-Fact 08/10/2015

**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).
- The Series A Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) The Series B Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (3) The Series C Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (4) The Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (5) The Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- Accel X Associates L.L.C. ("A10A") is the General Partner of Accel X L.P. and Accel X Strategic Partners L.P. and has sole voting and investment power. Andrew G. Braccia, James W. Breyer, Kevin J. Efrusy, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, and Richard P. Wong, a director of the Issuer, are the Managing Members of A10A and share such powers. Each Managing Member disclaims beneficial ownership except to the extent of his or her pecuniary interest therein.
- (7) The shares were acquired pursuant to a Stock Issuance Agreement, the form of which is filed as Exhibit 4.4 to Amendment No. 1 to the Issuer's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on July 22, 2015.
- Andrew G. Braccia, James W. Breyer, Kevin J. Efrusy, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, and Richard P. Wong, a director of (8) the Issuer, are the Managing Members of Accel Investors 2009 L.L.C. and therefore share the voting and investment powers. Each Managing Member disclaims beneficial ownership except to the extent of his or her pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 4

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