

Sunrun Inc.
Form 4
August 10, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Accel X LP

(Last) (First) (Middle)
428 UNIVERSITY AVENUE
(Street)
PALO ALTO, CA 94301
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Sunrun Inc. [RUN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/10/2015 | | C | 9,432,247 A | 9,745,451 | D (6) | |
| Common Stock | 08/10/2015 | | A | 20,397 (7) A | 9,765,848 | D (6) | |
| Common Stock | 08/10/2015 | | C | 707,917 A | 731,424 | I | Held by Accel X Strategic Partners |

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

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

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

| 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) | Amount of Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Series A Preferred Stock <u>(1)</u> | <u>(1)</u> | 08/10/2015 | | C | | <u>(1)</u> | <u>(1)</u> | Common Stock | 43,872 |
| Series A Preferred Stock <u>(1)</u> | <u>(1)</u> | 08/10/2015 | | C | | <u>(1)</u> | <u>(1)</u> | Common Stock | 3,292 |
| Series A Preferred Stock <u>(1)</u> | <u>(1)</u> | 08/10/2015 | | C | | <u>(1)</u> | <u>(1)</u> | Common Stock | 1,761 |

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| | | | | | | | | |
|-------------------------------------|------------|------------|---|-----------|------------|------------|--------------|-----------|
| Series B Preferred Stock <u>(2)</u> | <u>(2)</u> | 08/10/2015 | C | 6,613,216 | <u>(2)</u> | <u>(2)</u> | Common Stock | 6,613,216 |
| Series B Preferred Stock <u>(2)</u> | <u>(2)</u> | 08/10/2015 | C | 496,342 | <u>(2)</u> | <u>(2)</u> | Common Stock | 496,342 |
| Series B Preferred Stock <u>(2)</u> | <u>(2)</u> | 08/10/2015 | C | 265,502 | <u>(2)</u> | <u>(2)</u> | Common Stock | 265,502 |
| Series C Preferred Stock <u>(3)</u> | <u>(3)</u> | 08/10/2015 | C | 2,354,097 | <u>(3)</u> | <u>(3)</u> | Common Stock | 2,354,097 |
| Series C Preferred Stock <u>(3)</u> | <u>(3)</u> | 08/10/2015 | C | 176,681 | <u>(3)</u> | <u>(3)</u> | Common Stock | 176,681 |
| Series C Preferred Stock <u>(3)</u> | <u>(3)</u> | 08/10/2015 | C | 94,510 | <u>(3)</u> | <u>(3)</u> | Common Stock | 94,510 |
| Series D Preferred Stock <u>(4)</u> | <u>(4)</u> | 08/10/2015 | C | 323,835 | <u>(4)</u> | <u>(4)</u> | Common Stock | 323,835 |
| Series D Preferred Stock <u>(4)</u> | <u>(4)</u> | 08/10/2015 | C | 24,305 | <u>(4)</u> | <u>(4)</u> | Common Stock | 24,305 |
| Series D Preferred Stock <u>(4)</u> | <u>(4)</u> | 08/10/2015 | C | 13,001 | <u>(4)</u> | <u>(4)</u> | Common Stock | 13,001 |
| Series E Preferred Stock <u>(5)</u> | <u>(5)</u> | 08/10/2015 | C | 97,227 | <u>(5)</u> | <u>(5)</u> | Common Stock | 97,227 |
| | <u>(5)</u> | 08/10/2015 | C | 7,297 | <u>(5)</u> | <u>(5)</u> | | 7,297 |

Series E
Preferred
Stock ⁽⁵⁾

Common
Stock

Series E
Preferred
Stock ⁽⁵⁾

⁽⁵⁾

08/10/2015

C

3,903

⁽⁵⁾

⁽⁵⁾

Common
Stock

3,903

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Accel X LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | | X | | |
| Accel Investors 2009 L.L.C. 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | | X | | |
| Accel X Associates L.L.C. 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | | X | | |
| ACCEL X STRATEGIC PARTNERS LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | | X | | |

Signatures

/s/ Tracy L. Sedlock, Attorney-in-Fact for Accel X L.P. 08/10/2015

⁽⁵⁾Signature of Reporting Person

Date

/s/ Tracy L. Sedlock, Attorney-in-Fact for Accel Investors 2009 L.L.C. 08/10/2015

⁽⁵⁾Signature of Reporting Person

Date

/s/ Tracy L. Sedlock, Attorney-in-Fact for Accel X Associates L.L.C. 08/10/2015

⁽⁵⁾Signature of Reporting Person

Date

/s/ Tracy L. Sedlock, Attorney-in-Fact for Accel X Strategic Partners L.P. 08/10/2015

⁽⁵⁾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) 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.

(6) 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.

(8) 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 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.

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