

TERRAFORM GLOBAL, INC.
Form 8-K
May 13, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 13, 2016 (May 11, 2016)

TerraForm Global, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 001-37528 | 47-1919173 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (IRS Employer Identification No.) |

7550 Wisconsin Avenue, 9th Floor, Bethesda, Maryland 20814
(Address of principal executive offices, including zip code)

(240) 762-7700
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provision (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

On May 11, 2016, TerraForm Global Operating, LLC (“Operating”) received a letter sent on behalf of certain beneficial holders of the 9.75% Senior Notes due 2022, issued by Operating pursuant to the Indenture dated as of August 5, 2015 (the “Indenture”). The letter purports to constitute a notice of default with respect to the alleged failure of Operating to comply with its obligations under the Indenture to timely furnish an annual report for fiscal year 2015. This letter is furnished as Exhibit 99.1 to this Report.

On May 13, 2016, Operating sent a response to this letter, stating that the purported notice of default was untimely, and therefore ineffective, under the Indenture. This response is furnished as Exhibit 99.2 to this Report.

In accordance with General Instruction B.2 of Form 8-K, the information contained in Item 7.01 of this Current Report on Form 8-K and the attached letters shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in Item 7.01 of this Current Report on Form 8-K and the attached letters shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1* Notice of default letter, dated May 11, 2016

99.2* Response letter, dated May 13, 2016

* Document furnished herewith

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TERRAFORM
GLOBAL, INC.

| | | |
|--------------------|--------|---|
| | By: | /s/ Yana Kravtsova |
| Date: May 13, 2016 | Name: | Yana Kravtsova Senior Vice President, General Counsel and Secretary |
| | Title: | |

Exhibit Index

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