

TERRAFORM GLOBAL, INC.
Form 4
August 05, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Tesoriere Steven Vincent

2. Issuer Name and Ticker or Trading Symbol
TERRAFORM GLOBAL, INC.
[GLBL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2015

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

7550 WISCONSIN AVENUE, 9TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

BETHESDA, MD 20814

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/05/2015		J ⁽¹⁾		1,851,851	A	\$ 13.5 ₍₁₎
							1,851,851
Class A Common Stock	08/05/2015		J ⁽¹⁾		3,703,703	A	\$ 13.5 ₍₁₎
							5,555,554

See Footnote (2) (4)
See Footnote (3) (4)

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

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number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Tesoriere Steven Vincent
7550 WISCONSIN AVENUE, 9TH FLOOR X
BETHESDA, MD 20814

Signatures

/s/ Steven V.
Tesoriere 08/05/2015

**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).
- These shares of the Issuer's Class A Common Stock ("Shares") were acquired on August 5, 2015 in exchange for Class D units of
- (1) TerraForm Global, LLC ("Class D Units"). Each Class D Unit converted into a number of Shares equal to the quotient of (i) the aggregate original cash purchase price of such Class D Units and (ii) 90% of the initial per share public offering price of the Shares.
 - (2) These Shares are held by Altai Capital Terrapin, L.P. ("Terrapin"). Altai Capital Group, LLC ("ACG") serves as the general partner of Terrapin. Altai Capital Management, L.P. (the "Investment Manager") serves as investment manager to Terrapin. Altai Capital Management, LLC ("IMGP") serves as the general partner of Investment Manager. Mr. Tesoriere serves as managing principal of Investment Manager and is a member of both ACG and IMGP.
 - (3) Altai Capital SLP LLC ("SLP") may be deemed to have a pecuniary interest in certain of these Shares, which are held by a third-party investment vehicle. Mr. Tesoriere is a managing member of SLP.
 - (4) Mr. Tesoriere disclaims beneficial ownership of these Shares except to the extent of his pecuniary interest therein, and the inclusion of these Shares in this report shall not be deemed an admission of beneficial ownership of all of the reported Shares for purposes of Section 16 or any other purpose.

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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