

Sunrun Inc.
Form SC 13G/A
May 30, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Sunrun Inc.
(Name of Issuer)

Common Stock, Par Value \$0.0001 Per Share
(Title of Class of Securities)

86771W105
(CUSIP Number)

May 25, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No 86771W105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Tiger Global Long Opportunities Master Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,820,042

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

6,820,042

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,820,042

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.3%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No 86771W105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Tiger Global Performance, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

11,676,003

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

11,676,003

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,676,003

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

CUSIP No 86771W105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Tiger Global Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

11,676,003

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

11,676,003

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,676,003

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO, IA

CUSIP No 86771W105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Charles P. Coleman III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

11,676,003

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

11,676,003

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,676,003

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.7%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN, HC

CUSIP
No 86771W105

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Scott Shleifer

CHECK THE
APPROPRIATE
2. BOX IF A MEMBER
OF A GROUP (SEE
INSTRUCTIONS)
(a)
(b)

3. SEC USE
ONLY

CITIZENSHIP
OR PLACE
4. OF
ORGANIZATION

United States

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

SOLE
5. VOTING
POWER

0

6. SHARED
VOTING

POWER

11,676,003

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

11,676,003

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

11,676,003

CHECK
BOX IF THE
AGGREGATE
AMOUNT IN

10. ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS

11. REPRESENTED
BY

AMOUNT IN
ROW (9)

10.7%

12. TYPE OF
REPORTING
PERSON
(SEE
INSTRUCTIONS)

IN, HC

CUSIP No 86771W105

Item 1. (a). Name of Issuer:

Sunrun Inc.

(b). Address of Issuer's Principal Executive Offices:

595 Market Street, 29th Floor

San Francisco, California 94105

Item 2. (a). Name of Person Filing:

Tiger Global Long Opportunities Master Fund, L.P.

Tiger Global Performance, LLC

Tiger Global Management, LLC

Charles P. Coleman III

Scott Shleifer

(b). Address of Principal Business Office, or if None, Residence:

Tiger Global Long Opportunities Master Fund, L.P.

c/o Citco Fund Services (Cayman Islands) Limited

P.O. Box 31106

89 Nexus Way

Camana Bay

Grand Cayman KY1-1205

Cayman Islands

Tiger Global Performance, LLC

Tiger Global Management, LLC

9 West 57th Street

35th Floor

New York, New York 10019

Charles P. Coleman III

c/o Tiger Global Management, LLC

9 West 57th Street

35th Floor

New York, New York 10019

Scott Shleifer

c/o Tiger Global Management, LLC

9 West 57th Street

35th Floor

New York, New York 10019

(c).Citizenship:

Tiger Global Long Opportunities Master Fund, L.P. – Cayman Islands limited partnership

Tiger Global Performance, LLC – Delaware limited liability company

Tiger Global Management, LLC – Delaware limited liability company

Charles P. Coleman III – United States citizen

Scott Shleifer – United States citizen

(d). Title of Class of Securities:

Common Stock, Par Value \$0.0001 Per Share

(e).CUSIP Number:

86771W105

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

6,820,042 shares deemed beneficially owned by Tiger Global Long Opportunities Master Fund, L.P.

11,676,003 shares deemed beneficially owned by Tiger Global Performance, LLC

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11,676,003 shares deemed beneficially owned by Tiger Global Management, LLC

11,676,003 shares deemed beneficially owned by Charles P. Coleman III

11,676,003 shares deemed beneficially owned by Scott Shleifer

(b) Percent of class:

6.3% deemed beneficially owned by Tiger Global Long Opportunities Master Fund, L.P.

10.7% deemed beneficially owned by Tiger Global Performance, LLC

10.7% deemed beneficially owned by Tiger Global Management, LLC

10.7% deemed beneficially owned by Charles P. Coleman III

10.7% deemed beneficially owned by Scott Shleifer

(c) Number of shares as to which Tiger Global Long Opportunities Master Fund, L.P. has:

| | |
|--|-----------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 6,820,042 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 6,820,042 |

Number of shares as to which Tiger Global Performance, LLC has:

- | | |
|--|------------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 11,676,003 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 11,676,003 |

Number of shares as to which Tiger Global Management, LLC has:

- | | |
|--|------------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 11,676,003 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 11,676,003 |

Number of shares as to which Charles P. Coleman III has:

- | | |
|--|------------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 11,676,003 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 11,676,003 |

Number of shares as to which Scott Shleifer has:

- | | |
|--|------------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 11,676,003 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 11,676,003 |

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

All securities reported in this Schedule 13G are owned by advisory clients of Tiger Global Management, LLC and/or its related persons' proprietary accounts. Other than the reporting persons disclosed herein, none of such persons individually own more than 5% of the Issuer's outstanding shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 30, 2018
(Date)

Tiger Global Long Opportunities Master Fund, L.P. /s/ Anil L. Crasto
Signature

By Tiger Global Performance, LLC Anil L. Crasto
Its General Partner Chief Operating Officer

Tiger Global Performance, LLC /s/ Anil L. Crasto
Signature

Anil L. Crasto
Chief Operating Officer

Tiger Global Management, LLC /s/ Anil L. Crasto
Signature

Anil L. Crasto
Chief Operating Officer

Charles P. Coleman III /s/ Charles P. Coleman III
Signature

Scott Shleifer /s/ Scott Shleifer
Signature

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G Amendment dated May 30, 2018 relating to the Common Stock, Par Value \$0.0001 Per Share of Sunrun Inc. shall be filed on behalf of the undersigned.

| | |
|---|--|
| Tiger Global Long Opportunities Master Fund, L.P. | <u>/s/ Anil L. Crasto</u> Signature |
| By Tiger Global Performance, LLC Its General Partner | Anil L. Crasto Chief Operating Officer |
| Tiger Global Performance, LLC | <u>/s/ Anil L. Crasto</u> Signature |
| | Anil L. Crasto Chief Operating Officer |
| Tiger Global Management, LLC | <u>/s/ Anil L. Crasto</u> Signature |
| | Anil L. Crasto Chief Operating Officer |
| Charles P. Coleman III | <u>/s/ Charles P. Coleman III</u> Signature |
| Scott Shleifer | <u>/s/ Scott Shleifer</u> Signature |