

BBHC Orion Holdco L.P.
Form 4
August 07, 2018

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 *
BROOKFIELD ASSET MANAGEMENT INC.

(Last) (First) (Middle)

BROOKFIELD PLACE, 181 BAY STREET, SUITE 300

(Street)

TORONTO, A6 M5J 2T3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TerraForm Power, Inc. [TERP]

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, Class A, \$0.01 par value	08/03/2018		J ⁽⁴⁾	80,084 ⁽⁴⁾	A	29,958,132 ⁽⁴⁾	Owned by Orion US Holdings 1 L.P. ⁽¹⁾ ⁽²⁾ ⁽³⁾

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu
				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

BROOKFIELD ASSET MANAGEMENT INC.
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Brookfield Asset Management Private Institutional Capital Adviser (Canada)
LP
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Partners Ltd
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

ORION US GP LLC
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

ORION US HOLDINGS 1 L.P.
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Brookfield Infrastructure Fund III GP LLC
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Brookfield BRP Holdings (Canada) Inc.
 BROOKFIELD PLACE
 181 BAY STREET, SUITE 300
 TORONTO, A6 M5J 2T3

BBHC Orion Holdco L.P.
 BROOKFIELD PLACE
 181 BAY STREET, SUITE 300
 TORONTO, A6 M5J2T3

Signatures

/s/ A.J. Silber for Brookfield Asset Management Inc.	08/07/2018
__Signature of Reporting Person	Date
/s/ James Rickert for Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. by its general partner Brookfield Private Funds Holdings Inc.	08/07/2018
__Signature of Reporting Person	Date
/s/ Brian Lawson for Partners Limited	08/07/2018
__Signature of Reporting Person	Date
/s/ Fred Day for Orion US GP LLC	08/07/2018
__Signature of Reporting Person	Date
/s/ Fred Day for Orion US Holdings 1 L.P., by its general partner Orion US GP LLC	08/07/2018
__Signature of Reporting Person	Date
/s/ Fred Day for Brookfield Infrastructure Fund III GP LLC	08/07/2018
__Signature of Reporting Person	Date
/s/ Jennifer Mazin for Brookfield BRP Holdings (Canada) Inc.	08/07/2018
__Signature of Reporting Person	Date
/s/ Adrienne Moore for BBHC Orion Holdco L.P. by its general partner Orion Canadian AIV GP Inc.	08/07/2018
__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).

This Form 4 is being jointly filed by and on behalf of each of the following persons (each, a "Reporting Person"): (i) Orion US Holdings 1 L.P. ("Orion US LP"); (ii) Orion US GP LLC ("Orion US GP"); (iii) Brookfield Infrastructure Fund III GP LLC ("BIF"); (iv) Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. ("BAMPIC Canada"); (v) Brookfield BRP Holdings (Canada) Inc. ("BRPHC"); (vi) BBHC Orion Holdco L.P.; (vii) Brookfield Asset Management Inc. ("Brookfield"); and (viii) Partners Limited ("Partners"). The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934 (the "Act").
- (1) Each Reporting Person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for the purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by this statement.
- (2) Each Reporting Person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.
- (3) The following Reporting Persons may be deemed to beneficially own the securities held by Orion US LP: Orion US GP, as general partner of Orion US LP; BIF, as indirect general partner of Orion US LP and Orion US GP; BAMPIC Canada, as investment advisor to BIF; BRPHC, as an entity controlled by Brookfield, its indirect general partner, and as indirect limited partner of Orion US LP; Brookfield, as ultimate parent of BIF and BAMPIC Canada and as indirect general partner of BRPHC; and Partners, which holds 85,120

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Class B limited voting shares and 867,495 Class A limited voting shares of Brookfield, representing 100% and approximately 0.1% of such shares, respectively.

On August 3, 2018, the Reporting Persons received 80,084 shares of Class A Common Stock pursuant to a provision of the definitive merger and sponsorship transaction agreement (the "Merger Agreement") by and among the Issuer, Orion US LP and BRE TERP

- (4) Holdings Inc. The Merger Agreement provides that the Issuer will issue additional shares of Class A Common Stock to Orion US LP, for no additional consideration, in connection with the final resolution of certain specified litigation. The number of shares issued was determined pursuant to a formula set forth in the Merger Agreement.

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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