

Fenster Edward Harris
Form 4
March 05, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fenster Edward Harris

(Last) (First) (Middle)

595 MARKET STREET, 29TH
FLOOR

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

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) below)

Chairman

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2019		M	14,603	A \$ 1.95 2,339,795	D	
Common Stock	03/01/2019		S ⁽¹⁾	14,603	D \$ 16.04 2,325,192	D	
Common Stock	03/04/2019		M	135,489	A \$ 1.95 2,460,681	D	
Common Stock	03/04/2019		S ⁽¹⁾	135,489	D \$ 16.42 2,325,192	D	
	03/05/2019		M	35,511	A \$ 1.95 2,360,703 ⁽⁴⁾	D	

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Common
Stock

Common
Stock 03/05/2019 G⁽⁵⁾ 3,000 D \$ 0 2,357,703 D

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 1.95	03/01/2019		M	14,603	⁽⁶⁾ 06/15/2021	Common Stock 14,603
Employee Stock Option (right to buy)	\$ 1.95	03/04/2019		M	135,489	⁽⁶⁾ 06/15/2021	Common Stock 135,489
Employee Stock Option (right to buy)	\$ 1.95	03/05/2019		M	35,511	⁽⁶⁾ 06/15/2021	Common Stock 35,511

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fenster Edward Harris 595 MARKET STREET, 29TH FLOOR SAN FRANCISCO, CA 94105	X		Chairman	

Signatures

/s/ Jay Maloney,
Attorney-in-Fact

03/05/2019

__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 sales reported by the Reporting Person were effected pursuant to a Rule 10b5-1 trading plan.

Price represents the weighted average sale price of the shares sold. The sale price ranged from \$16.00 to \$16.19 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

Price represents the weighted average sale price of the shares sold. The sale price ranged from \$15.99 to \$17.03 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(4) The Reporting Person is exercising an outstanding incentive stock option to purchase 35,511 shares (the "Shares") and currently intends to hold the Shares until sold pursuant to a Rule 10b5-1 trading plan or in a future open trading window approved by the Issuer.

(5) Shares gifted to a 501(c)(3) charity pursuant to a Rule 10b5-1 trading plan.

(6) The shares subject to the option are fully vested and exercisable.

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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