

Sunrun Inc.  
Form 3/A  
August 06, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â ELMORE WILLIAM B		(Month/Day/Year)	Sunrun Inc. [RUN]	
(Last)	(First)	(Middle)	08/06/2015	
C/O FOUNDATION CAPITAL,Â 250 MIDDLEFIELD ROAD		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		08/04/2015
MENLO PARK,Â CAÂ 94025		___ Director ___X_ 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	___ Officer ___ Other	
		(give title below)		(specify below)
				___ Form filed by One Reporting Person
				__X_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	521,191	I	Foundation Capital VI, L.P. <sup>(1)</sup>
Common Stock	5,823	I	Foundation Capital VI Principals Fund, LLC <sup>(1)</sup>

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock (Convertible)	Â (2)	Â (2)	Common Stock	8,256,563	\$ (2)	I	Foundation Capital VI, L.P. (1)
Series A Preferred Stock (Convertible)	Â (2)	Â (2)	Common Stock	92,255	\$ (2)	I	Foundation Capital VI Principals Fund, LLC (1)
Series B Preferred Stock (Convertible)	Â (3)	Â (3)	Common Stock	2,756,383	\$ (3)	I	Foundation Capital VI, L.P. (1)
Series B Preferred Stock (Convertible)	Â (3)	Â (3)	Common Stock	30,798	\$ (3)	I	Foundation Capital VI Principals Fund, LLC (1)
Series C Preferred Stock (Convertible)	Â (4)	Â (4)	Common Stock	3,916,208	\$ (4)	I	Foundation Capital VI, L.P. (1)
Series C Preferred Stock (Convertible)	Â (4)	Â (4)	Common Stock	43,757	\$ (4)	I	Foundation Capital VI Principals Fund, LLC (1)
Series D Preferred Stock (Convertible)	Â (5)	Â (5)	Common Stock	357,150	\$ (5)	I	Foundation Capital VI, L.P. (1)
Series D Preferred Stock (Convertible)	Â (5)	Â (5)	Common Stock	3,991	\$ (5)	I	Foundation Capital VI Principals Fund, LLC (1)
Series E Preferred Stock (Convertible)	Â (6)	Â (6)	Common Stock	198,809	\$ (6)	I	Foundation Capital VI, L.P. (1)
Series E Preferred Stock (Convertible)	Â (6)	Â (6)	Common Stock	2,221	\$ (6)	I	Foundation Capital VI Principals Fund, LLC (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELMORE WILLIAM B C/O FOUNDATION CAPITAL	Â	Â X	Â	Â

250 MIDDLEFIELD ROAD  
 MENLO PARK, CA 94025

HOLLAND PAUL R  
 C/O FOUNDATION CAPITAL  
 250 MIDDLEFIELD ROAD  
 MENLO PARK, CA 94025     X

KOONTZ PAUL G  
 C/O FOUNDATION CAPITAL  
 250 MIDDLEFIELD ROAD  
 MENLO PARK, CA 94025     X

Moldow Charles  
 C/O FOUNDATION CAPITAL  
 250 MIDDLEFIELD ROAD  
 MENLO PARK, CA 94025     X

Redelfs Richard  
 C/O FOUNDATION CAPITAL  
 250 MIDDLEFIELD ROAD  
 MENLO PARK, CA 94025     X

SCHUH MICHAEL N  
 C/O FOUNDATION CAPITAL  
 250 MIDDLEFIELD ROAD  
 MENLO PARK, CA 94025     X

Weiss Warren M  
 C/O FOUNDATION CAPITAL  
 250 MIDDLEFIELD ROAD  
 MENLO PARK, CA 94025     X

## Signatures

Gail M. Haney, as  
 Attorney-in-Fact     08/06/2015

                 Signature of Reporting Person     Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Foundation Capital Management Co. VI, LLC is the sole manager of Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC and has sole voting and investment power with respect to the shares held by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. William B.Elmore, Paul G. Koontz, Michael N. Schuh, Paul R. Holland, Richard A. Redelfs, Steve P. Vassallo, Charles P. Moldow and Warren M. Weiss are managing members of Foundation Capital Management Co. VI, LLC, and may be deemed to share voting and investment power over the shares owned by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. Each of the managing members of Foundation Capital Management Co. VI, LLC disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his or her pecuniary interest therein.
- (2) The Series A Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock.
- (3) The Series B Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series B Preferred Stock will be converted into shares of

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Common Stock.

- (4) The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock.
- (5) The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock.
- (6) The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.