

Sunrun Inc.
Form 4
August 10, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Vassallo Steven

(Last) (First) (Middle)

C/O FOUNDATION CAPITAL, 250
MIDDLEFIELD ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

08/10/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					521,191	I	Foundation Capital VI, L.P. ⁽¹⁾
Common Stock	08/10/2015		A		35,164 ⁽²⁾	A	⁽²⁾ 556,355
Common Stock	08/10/2015		C		15,485,113	A	⁽³⁾ 16,041,468
Common Stock					5,823	I	Foundation Capital VI

Common Stock	08/10/2015	A	393 ⁽²⁾	A	⁽²⁾	6,216	I	Principals Fund, LLC ⁽¹⁾
Common Stock	08/10/2015	C	173,022	A	⁽³⁾	179,238	I	Foundation Capital VI Principals Fund, LLC ⁽¹⁾

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

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SEC 1474
(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 of Shares
Series A Preferred Stock (Convertible)	⁽³⁾	08/10/2015		C	8,256,563	⁽³⁾	⁽³⁾	Common Stock	8,256,563
Series A Preferred Stock (Convertible)	⁽³⁾	08/10/2015		C	92,255	⁽³⁾	⁽³⁾	Common Stock	92,255
Series B Preferred Stock (Convertible)	⁽³⁾	08/10/2015		C	2,756,383	⁽³⁾	⁽³⁾	Common Stock	2,756,383
Series B Preferred Stock	⁽³⁾	08/10/2015		C	30,798	⁽³⁾	⁽³⁾	Common Stock	30,798

(Convertible)

Series C Preferred Stock (Convertible)	(3)	08/10/2015	C	3,916,208	(3)	(3)	Common Stock	3,916,208
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Series C Preferred Stock (Convertible)	(3)	08/10/2015	C	43,757	(3)	(3)	Common Stock	43,757
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Series D Preferred Stock (Convertible)	(3)	08/10/2015	C	357,150	(3)	(3)	Common Stock	357,150
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Series D Preferred Stock (Convertible)	(3)	08/10/2015	C	3,991	(3)	(3)	Common Stock	3,991
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Series E Preferred Stock (Convertible)	(3)	08/10/2015	C	198,809	(3)	(3)	Common Stock	198,809
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Series E Preferred Stock (Convertible)	(3)	08/10/2015	C	2,221	(3)	(3)	Common Stock	2,221
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vassallo Steven C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	X	X		

Signatures

Gail M. Haney, as Attorney-In-Fact	08/10/2015
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**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).

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. Steve Vassallo is a managing member 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. As a managing member of Foundation Capital Management Co. VI, LLC, Mr. Vassallo disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein.

(1) The shares were acquired pursuant to a Stock Issuance Agreement, the form of which is filed as Exhibit 4.4 to Amendment No. 1 to the Issuer's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on July 22, 2015.

(2) Each share of Issuer's Preferred Stock automatically converted into Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering and has no expiration date.

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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