

Sunrun Inc.
Form 4
October 02, 2015

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 *
Wong Rich

(Last) (First) (Middle)

C/O ACCEL PARTNERS, 428
UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2015

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
Warrants (right to buy) ⁽¹⁾	\$ 22.5	09/30/2015	A	15,298		09/30/2015	09/30/2018	Common Stock	15,298
Warrants (right to buy) ⁽¹⁾	\$ 22.5	09/30/2015	A	1,148		09/30/2015	09/30/2018	Common Stock	1,148
Warrants (right to buy) ⁽¹⁾	\$ 22.5	09/30/2015	A	614		09/30/2015	09/30/2018	Common Stock	614

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wong Rich C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X	X		

Signatures

/s/ Jay Maloney,
Attorney-in-Fact

10/02/2015

^{**}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 warrant was issued 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) Accel X Associates L.L.C. ("A10A") is the General Partner of Accel X L.P. and Accel X Strategic Partners L.P. and has sole voting and investment power. Andrew G. Braccia, James W. Breyer, Kevin J. Efrusy, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, and Richard P. Wong, a director of the Issuer, are the Managing Members of A10A and share such powers. Each Managing Member disclaims beneficial ownership except to the extent of his or her pecuniary interest therein.

(3) Andrew G. Braccia, James W. Breyer, Kevin J. Efrusy, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, and Richard P. Wong, a director of the Issuer, are the Managing Members of Accel Investors 2009 L.L.C. and therefore share the voting and investment powers. Each

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Managing Member disclaims beneficial ownership except to the extent of his or her pecuniary interest therein.

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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