

Fenster Edward Harris  
 Form 4  
 March 05, 2019

**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 \*  
 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)  
 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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2019		M		\$ 1.95 2,339,795	D	
Common Stock	03/01/2019		S <sup>(1)</sup>		\$ 16.04 2,325,192	D	
Common Stock	03/04/2019		M		\$ 1.95 2,460,681	D	
Common Stock	03/04/2019		S <sup>(1)</sup>		\$ 16.42 2,325,192	D	
	03/05/2019		M		\$ 1.95 2,360,703 <sup>(4)</sup>	D	

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Common  
Stock

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**    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 Shares
Employee Stock Option (right to buy)	\$ 1.95	03/01/2019		M	14,603	<sup>(6)</sup> 06/15/2021	Common Stock 14,603
Employee Stock Option (right to buy)	\$ 1.95	03/04/2019		M	135,489	<sup>(6)</sup> 06/15/2021	Common Stock 135,489
Employee Stock Option (right to buy)	\$ 1.95	03/05/2019		M	35,511	<sup>(6)</sup> 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
- (2) 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
- (3) 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. 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.