

Melko Charles
Form 4
April 06, 2018

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 *
Melko Charles

2. Issuer Name and Ticker or Trading Symbol
Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Accounting Officer

(Last) (First) (Middle)
1906 TOWNE CENTRE BLVD., SUITE 370
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2018

ANNAPOLIS, MD 21401

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/04/2018		A		7,390	A	\$ 0 (1) 9,692
Common Stock	04/04/2018		A		1,104	A	\$ 0 (2) 10,796
Common Stock	04/04/2018		A		2,208	A	\$ 0 (3) 13,004

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Melko Charles 1906 TOWNE CENTRE BLVD. SUITE 370 ANNAPOLIS, MD 21401			Chief Accounting Officer	

Signatures

/s/ Charles Melko
04/06/2018
**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) On April 4, 2018, the reporting person was granted 2,390 and 5,000 shares of restricted Common Stock that were issued pursuant to the 2013 Hannon Armstrong Sustainable Infrastructure Capital Inc. Equity Incentive Plan, as amended (the "Plan"). The shares vest on May 15, 2019 and November 15, 2019, respectively.
 - (2) On April 4, 2018, the reporting person was granted 1,104 shares of restricted Common Stock that were issued pursuant to the Plan. The shares will vest in equal installments of one-third of the full amount on May 15, 2019, March 5, 2020 and March 5, 2021.
 - (3) On April 4, 2018, the reporting person was awarded up to a maximum of 2,208 Restricted Stock Units ("RSUs") under the Plan, which represent the right to receive one share of Common Stock of the issuer for each RSU at vesting. The RSUs vest on March 5, 2021 if certain absolute and relative stockholder return targets are achieved on or prior to such date. The number of RSUs to be awarded to the reporting person range from zero to 2,208 based on the Company's performance relative to the return targets. The RSUs reported on this Form 4 assume the reporting person receives the maximum possible grant. Dividend equivalents will accrue on the RSUs from the grant date, but the reporting person is not entitled to receive the dividend equivalents until the RSUs vest. The grant is being reported here for

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informational purposes only.

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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