

Sunrun Inc.
Form 4
October 01, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Foundation Capital Management Co.
VI, LLC

(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)

09/30/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer (give title below) ____X__ Other (specify below)

Mmbr 13D group owning > 10%

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 | (D) | Price |

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
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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) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|-----------------|-------------------------------------|
| Warrants (right to buy) ⁽¹⁾ | \$ 22.5 | 09/30/2015 | A | 26,373 | | | | | 09/30/2015 | 09/30/2018 | Common Stock | 26,373 |
| Warrants (right to buy) ⁽¹⁾ | \$ 22.5 | 09/30/2015 | A | 295 | | | | | 09/30/2015 | 09/30/2018 | Common Stock | 295 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| Foundation Capital Management Co. VI, LLC C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | Mmbr 13D group owning > 10% |
| Foundation Capital VI Principals Fund, LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | Mmbr 13D group owning > 10% |
| FOUNDATION CAPITAL VI LP 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | Mmbr 13D group owning > 10% |

Signatures

Gail M. Haney, as
Attorney-In-Fact

10/01/2015

 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) 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

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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.

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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