

TerraForm Power, Inc.  
Form 8-K  
July 22, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 22, 2015 (July 20, 2015)**

**TERRAFORM POWER, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**001-36542**  
**(Commission**

**46-4780940**  
**(IRS Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**7550 Wisconsin Avenue, 9<sup>th</sup> Floor, Bethesda, Maryland, 20814**

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**(Address of principal executive offices, including zip code)**

**(240) 762-7700**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **Item 1.01 Entry into a Material Definitive Agreement.**

### **Purchase Agreement**

On July 20, 2015, TerraForm Power, LLC, a Delaware limited liability company ( TerraForm LLC ), a subsidiary of TerraForm Power, Inc. ( TerraForm Power ), entered into a Purchase Agreement (the Purchase Agreement ) with its sponsor, SunEdison, Inc., a Delaware corporation ( SunEdison ), pursuant to which SunEdison will sell to TerraForm LLC certain renewable power assets of Vivint Solar Inc., a Delaware corporation ( Vivint Solar ) (the Acquisition ), in exchange for \$922 million in cash consideration, which would include any advance by TerraForm Power for projects expected to be acquired from SunEdison following the closing of the Acquisition (the Cash Consideration ), to be paid on the closing date, concurrently with the closing under the Merger Agreement (as defined below). The Purchase Agreement contains customary representations, warranties, covenants and conditions.

The Purchase Agreement is not conditioned on TerraForm LLC's receipt of any third-party financing. However, in connection with the Purchase Agreement, TerraForm Power Operating, LLC, a subsidiary of TerraForm Power, has entered into a debt commitment letter, dated as of July 20, 2015 with Goldman Sachs Bank USA (the Bridge Lender ), pursuant to which, among other things, the Bridge Lender has committed to provide, subject to the terms and conditions thereof, borrowings under a \$960 million unsecured bridge facility (the Bridge Financing Commitment ). The funding of the Bridge Financing Commitment is subject to the negotiation of definitive documentation and other customary closing conditions.

Concurrent with the execution of the Purchase Agreement, SunEdison and TerraForm LLC entered into an additional agreement that, among other things, provides that with respect to the assets of Vivint Solar acquired by TerraForm LLC under the Purchase Agreement, SunEdison and/or its affiliates shall provide certain repair services and ongoing operations and maintenance services pursuant to a long term master operation and maintenance and administrative service agreement entered into as of the closing of the Merger. SunEdison and TerraForm LLC have also agreed to indemnify each other in certain circumstances in connection with the Merger Agreement.

### **Merger Agreement**

On July 20, 2015, SunEdison and SEV Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of SunEdison ( Merger Sub ), entered into an Agreement and Plan of Merger (the Merger Agreement ) with Vivint Solar. Under the Merger Agreement, Merger Sub will be merged with and into Vivint Solar, with Vivint Solar continuing after the Merger (as defined below) as the surviving corporation and wholly owned subsidiary of SunEdison (the Merger ). The Cash Consideration to be paid by TerraForm LLC under the Purchase Agreement will be used by SunEdison to fund a portion of the merger consideration under the Merger Agreement. The remainder of the merger consideration will be paid by SunEdison through a combination of cash, shares of common stock of SunEdison and 5-year notes issued by SunEdison and convertible into shares of its common stock.

None of TerraForm Power nor any of its subsidiaries are party to the Merger Agreement. However, the closing of the Acquisition is subject to the closing of the Merger. The Merger Agreement contains customary representations, warranties and covenants of both SunEdison and Vivint Solar. These covenants include, among others, an obligation on behalf of both parties to operate their respective businesses in the ordinary course until the Merger is consummated, limitations on Vivint Solar's right to solicit or engage in negotiations regarding alternative business combination transactions or to withdraw its support of the Merger and an obligation on behalf of both parties to use reasonable best efforts to obtain governmental and regulatory approvals. The Merger Agreement also provides for termination rights on behalf of both parties and that under specified circumstances Vivint Solar may be required to pay SunEdison a termination fee of \$62 million.

### **Forward Looking Statements**

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This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including the timing of the completion of the acquisition, and typically can be identified by the use of words such as expect, estimate, anticipate, forecast, intend, project, target, plan, similar terms and expressions. Forward-looking statements are based on current expectations and assumptions. Although TerraForm Power believes that its expectations and assumptions are reasonable, it can give no assurance that these expectations and assumptions will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements include, among others: the failure of the Merger and the Acquisition to be consummated, the failure of counterparties to fulfill their obligations under agreements; price fluctuations, termination provisions and buyout provisions in the agreements; TerraForm Power's ability to successfully identify, evaluate and consummate acquisitions from SunEdison or third parties, including the Acquisition; government regulation; operating and

financial restrictions under agreements governing indebtedness; TerraForm Power's ability to borrow funds and access capital markets; TerraForm Power's ability to compete against traditional and renewable energy companies; and hazards customary to the power production industry and power generation operations, such as unusual weather conditions and outages. Furthermore, any dividends are subject to available capital, market conditions and compliance with associated laws and regulations.

TerraForm Power undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause TerraForm Power's actual results to differ materially from those contemplated in the forward-looking statements included in this report should be considered in connection with information regarding risks and uncertainties that may affect TerraForm Power's future results included in TerraForm Power's filings with the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov).

**Item 7.01 Regulation FD Disclosure.**

On July 20, 2015, TerraForm Power, SunEdison and Vivint Solar issued a press release announcing the Merger. A copy of the press release is furnished as Exhibit 99.1 to this report.

In accordance with General Instruction B.2 of Form 8-K, the press release is deemed to be furnished and shall not be deemed filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Purchase Agreement dated as of July 20, 2015, by and between SunEdison, Inc. and TerraForm Power, LLC.
99.1	Press Release dated July 20, 2015.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TERRAFORM POWER, INC.**

July 22, 2015

By: /s/ Sebastian Deschler  
Name: Sebastian Deschler  
Title: Senior Vice President, General Counsel and  
Secretary

**Exhibit Index**

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10.1	Purchase Agreement dated as of July 20, 2015, by and between SunEdison, Inc. and TerraForm Power, LLC.
99.1	Press Release dated July 20, 2015.