

Vassallo Steven
Form 4
November 13, 2017

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

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Vassallo Steven

(Last) (First) (Middle)

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)
11/09/2017

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)

Former 10% owner

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| Common Stock | 11/09/2017 | | J ⁽¹⁾ | 900,000 | D \$ 0 8,841,468 | I | By Foundation Capital VI, L.P. ⁽²⁾ |
| Common Stock | 11/09/2017 | | J ⁽²⁾ | 231,750 | A \$ 0 231,750 | I | By Foundation Capital Management Co. VI, L.L.C. ⁽²⁾ |
| Common Stock | 11/09/2017 | | J ⁽³⁾ | 231,750 | D \$ 0 0 | I | By Foundation |

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| | | | | | | | | |
|-----------------|------------|------------------|--------|---|------|--------|---|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| Common Stock | 11/09/2017 | J ⁽⁴⁾ | 19,162 | A | \$ 0 | 59,875 | I | Capital Management Co. VI, L.L.C. ⁽²⁾ Vassallo Family Revocable Trust dated 7/15/02 ⁽²⁾ ⁽⁵⁾ |
|-----------------|------------|------------------|--------|---|------|--------|---|----------------------------------------------------------------------------------------------------------------------------------------------------------|

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 (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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
| | | | | 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 |
| Vassallo Steven 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | X Former 10% owner |

Signatures

| | |
|------------------------------------------------------------|------------|
| /s/ David Singer as Attorney-In-Fact for Steve Vassallo | 11/13/2017 |
| <u> </u> 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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital VI, L.P. ("FC VI") effected following the close of the trading market on November 9, 2017 without consideration to its limited partners and its general partner, Foundation Capital Management Co. VI, L.L.C. ("FCM VI"). Transaction pursuant to a 10b5-1 Plan adopted on August 31, 2017.

(2) FCM VI is the sole general partner of FC VI, and has sole voting and investment power with respect to the shares held by FC VI. The Reporting Person is a managing member of FCM VI, and may be deemed to share voting and investment power over the shares owned by FC VI. The Reporting Person disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein.

(3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by FCM VI effected following the close of the trading market on November 9, 2017 without consideration to its members. Transaction pursuant to a 10b5-1 Plan adopted on August 31, 2017.

(4) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by FC VI as described in greater detail in footnote (1).

(5) The shares are held by the Vassallo Family Revocable Trust dated 7/15/02 (the "Vassallo Family Trust"). Steve P. Vassallo is a trustee of the Vassallo Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Vassallo Family Trust except to the extent of his proportionate 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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