

Allred L. Chance
 Form 4
 May 14, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Allred L. Chance

(Last) (First) (Middle)
 1800 WEST ASHTON BLVD
 (Street)

LEHI, UT 84043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Vivint Solar, Inc. [VSLR]

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2018

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)
 Chief Sales Officer

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/10/2018		M		199,084	A	\$ 1 449,967
Common Stock	05/10/2018		S ⁽¹⁾		199,084	D	\$ 4.5 250,883
Common Stock	05/11/2018		M		18,211	A	\$ 1 269,094
Common Stock	05/11/2018		S ⁽¹⁾		18,211	D	\$ 4.5 250,883
Common Stock	05/14/2018		M		222,944	A	\$ 1 473,827

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Common Stock 05/14/2018 S⁽¹⁾ 222,944 D \$ 4.5 250,883 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1	05/10/2018		M	199,084	⁽²⁾ 08/18/2023	Common Stock 199,084
Stock Option (Right to Buy)	\$ 1	05/11/2018		M	18,211	⁽²⁾ 08/18/2023	Common Stock 18,211
Stock Option (Right to Buy)	\$ 1	05/14/2018		M	222,944	⁽²⁾ 08/18/2023	Common Stock 222,944

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Allred L. Chance 1800 WEST ASHTON BLVD LEHI, UT 84043			Chief Sales Officer	

Signatures

/s/ Dana C. Russell,
attorney-in-fact 05/14/2018

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) The sales reported by Mr. Allred were effected pursuant to a Rule 10b5-1 trading plan.

One-third of this option vests annually in five equal installments beginning 11/16/13. The remaining two-thirds of the outstanding options vest as follows: (1) one-half will vest if and upon the date that is the sooner of (a) 313 Acquisition LLC receives a return on its invested

(2) capital at a pre-established threshold or (b) the Company's aggregate equity market capitalization is equal to or greater than \$1 billion on a date no sooner than 240 days after the commencement of this offering, and (2) one-half of the shares vest if and upon the date that 313 Acquisition LLC receives an additional return on its investment at a second pre-established threshold.

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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