

Sunrun Inc.
Form 4/A
November 03, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McJunkin Jameson J

(Last) (First) (Middle)

595 MARKET STREET, 29TH
FLOOR

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Sunrun Inc. [RUN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/10/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/10/2015		C		6,155,800	A	<u>(1)</u> <u>(2)</u>	6,155,800	I	See footnote <u>(3)</u>
Common Stock	08/10/2015		A		218,392 <u>(4)</u>	A	<u>(4)</u>	6,374,192	I	See footnote (3)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series D Preferred Stock ⁽¹⁾	<u>(1)</u>	08/10/2015		C	5,417,118	<u>(1)</u> <u>(1)</u>	Common Stock 5,417,11
Series E Preferred Stock ⁽²⁾	<u>(2)</u>	08/10/2015		C	738,682	<u>(2)</u> <u>(2)</u>	Common Stock 738,682

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McJunkin Jameson J 595 MARKET STREET, 29TH FLOOR SAN FRANCISCO, CA 94105	X

Signatures

/s/ Jay Maloney,
Attorney-in-Fact

11/03/2015

 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 Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) The Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- The shares are held of record by Madrone Partners, L.P. Mr. McJunkin is a managing member of Madrone Capital Partners, LLC, the
- (3) general partner of Madrone Partners, L.P., and shares voting and dispositive power over the shares held by Madrone Partners, L.P. Mr. McJunkin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (4) The shares were acquired 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.

Remarks:

This Form 4 is amended to correct scrivener's errors in Table I.

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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