TerraForm Power, Inc. Form 4 June 04, 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

2. Issuer Name and Ticker or Trading

TerraForm Power, Inc. [TERP]

3. Date of Earliest Transaction

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

**FLOOR** 

1. Name and Address of Reporting Person \*

LERDAL MARK D

(First)

(Middle)

(Month/Day/Year) 06/02/2015

Symbol

(Street)

7550 WISCONSIN AVENUE, 9TH

4. If Amendment, Date Original

Filed(Month/Day/Year)

BETHESDA, MD 20814

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if (Month/Day/Year)

3.

4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

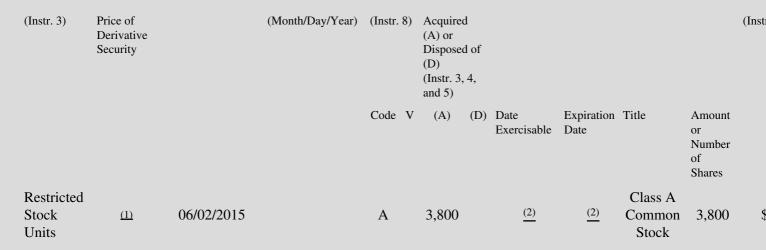
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

#### Edgar Filing: TerraForm Power, Inc. - Form 4



#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LERDAL MARK D
7550 WISCONSIN AVENUE, 9TH FLOOR
X
BETHESDA, MD 20814

## **Signatures**

Sebastian Deschler, as attorney-in-fact

06/04/2015

\*\*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).
- On June 2, 2015, 3,800 restricted stock units were awarded under the 2014 Second Amended and Restated Long-Term Incentive Plan in a (1) transaction exempt under Rule 16b-3. Each restricted stock unit represents a contingent right to receive one share of TerraForm Power,
- Inc. Class A Common Stock.
- (2) The 3,800 restricted stock units vest on June 2, 2016. Vested shares will be delivered to the reporting person as outlined in their Restricted Stock Unit Award Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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