

TPI COMPOSITES, INC

Form 4

July 25, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GENERAL ELECTRIC CO

(Last) (First) (Middle)

3135 EASTON TURNPIKE,

(Street)

FAIRFIELD, CT 06828

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

TPI COMPOSITES, INC [TPIC]

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

07/21/2016

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)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)
				(A) or (D)			
			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
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Code	V	(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am or Nu of S
					(A)	(D)				
Series B Warrants	\$ 8,748.81	07/21/2016	X			1.7145	(2)	(2)	Series B Convertible Preferred Stock	1.
Series B Convertible Preferred Stock	(3)	07/21/2016	X		1.7145		(3)	(3)	Common Stock	2.
Series B Convertible Preferred Stock	(3)	07/21/2016	S(4)			1.0636	(3)	(3)	Common Stock	1.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06828		X		
GE Ventures Ltd 3220 AVIATION HOUSE WESTPARK SHANNON, COUNTY CLARE, L2 00000		X		

Signatures

/s/ Barbara Lane, Attorney-in-fact/General Electric Company

07/25/2016

**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) Directly owned by GE Ventures Limited, which is a wholly-owned subsidiary of General Electric Company ("General Electric"). General Electric disclaims beneficial ownership of the securities of the Issuer held by GE Ventures Limited except to the extent of its pecuniary interest, and the filing of this Form shall not be deemed an admission that General Electric is the beneficial owner of any equity securities of the Issuer for purposes of Section 16 or any other purpose.
- (2) The Series B Warrants were deemed automatically exercised prior to the closing of the Issuer's initial underwritten public offering of Common Stock pursuant to a registration statement on Form S-1, which public offering has been declared effective by the SEC. These securities were exercisable for a period ending upon the earliest to occur of (i) seven years after the effective date, (ii) the date of the Issuer's initial public offering, or (iii) the date of a merger event, in each case, as defined therein.

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- The Series B Convertible Preferred Stock (the "Series B Shares") is convertible at any time into shares of the Issuer's Common Stock at
- (3) the holder's election and automatically convert, upon the closing of the Issuer's initial public offering, into the number of shares of Common Stock shown in column 7 above. These securities do not have an expiration date.
- (4) The Reporting Person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 1.0636 of the Series B Shares to pay the exercise price and issuing to the Reporting Person the remaining 1,715.1869 Series B Shares.

Remarks:

Exhibit 99.1 - Joint Filer Information, incorporated herein by reference.

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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