

TerraForm Power, Inc.
 Form 4
 July 23, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOMENECH CARLOS

(Last) (First) (Middle)

12500 BALTIMORE AVENUE

(Street)

BELTSVILLE, MD 20705

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 TerraForm Power, Inc. [TERP]

3. Date of Earliest Transaction (Month/Day/Year)
 07/23/2014

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)

See Remarks

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	
Class A common stock	07/23/2014		J		476,732	A (1)	(1) 476,732	D
Class A common stock	07/23/2014		J		1,212,228	A (2)	(2) 1,688,860	D
Class A common stock	07/23/2014		P		10,000	A	\$ 25 1,698,860	D
Class A common	07/23/2014		P		10,000	A	\$ 25 10,000	I By son.

stock

Class A common stock	07/23/2014	P	10,000	A	\$ 25	10,000	I	By daughter.
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Class A common stock	07/23/2014	P	10,000	A	\$ 25	10,000	I	By daughter.
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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.

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(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
DOMENECH CARLOS 12500 BALTIMORE AVENUE BELTSVILLE, MD 20705	X		See Remarks	

Signatures

/s/ Sebastian Deschler, by power of attorney
07/23/2014

__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).

TerraForm Power, Inc. (the "Company") effected a 127.1624-for-1 stock split of its outstanding Class A common stock immediately prior to the completion of the Company's initial public offering, resulting in the reporting person's ownership of additional shares of Class A common stock.

(1) Effective immediately after the stock split referenced in footnote (1), the outstanding shares of Class C common stock of the Company automatically converted into shares of the Company's Class A common stock on an 85.8661-for-one basis, resulting in the reporting person's ownership of additional shares of Class A common stock.

Remarks:

President and Chief Executive Officer

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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