

Sunrun Inc.
Form 3/A
August 06, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Foundation Capital Management Co. VI, LLC | | | (Month/Day/Year) | Sunrun Inc. [RUN] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O FOUNDATION CAPITAL,Â 250 MIDDLEFIELD ROAD | | | | (Check all applicable) | 08/04/2015 |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| MENLO PARK,Â CAÂ 94025 | | | | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | Mmbr 13D group owning > 10% | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------|
| Common Stock | 521,191 | I | Foundation Capital VI, L.P. ⁽¹⁾ |
| Common Stock | 5,823 | I | Foundation Capital VI Principals Fund, LLC ⁽¹⁾ |

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

SEC 1473 (7-02)

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.

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series A Preferred Stock (Convertible) | Â (2) | Â (2) | Common Stock | 8,256,563 | \$ (2) | I | Foundation Capital VI, L.P. (1) |
| Series A Preferred Stock (Convertible) | Â (2) | Â (2) | Common Stock | 92,255 | \$ (2) | I | Foundation Capital VI Principals Fund, LLC (1) |
| Series B Preferred Stock (Convertible) | Â (3) | Â (3) | Common Stock | 2,756,383 | \$ (3) | I | Foundation Capital VI, L.P. (1) |
| Series B Preferred Stock (Convertible) | Â (3) | Â (3) | Common Stock | 30,798 | \$ (3) | I | Foundation Capital VI Principals Fund, LLC (1) |
| Series C Preferred Stock (Convertible) | Â (4) | Â (4) | Common Stock | 3,916,208 | \$ (4) | I | Foundation Capital VI, L.P. (1) |
| Series C Preferred Stock (Convertible) | Â (4) | Â (4) | Common Stock | 43,757 | \$ (4) | I | Foundation Capital VI Principals Fund, LLC (1) |
| Series D Preferred Stock (Convertible) | Â (5) | Â (5) | Common Stock | 357,150 | \$ (5) | I | Foundation Capital VI, L.P. (1) |
| Series D Preferred Stock (Convertible) | Â (5) | Â (5) | Common Stock | 3,991 | \$ (5) | I | Foundation Capital VI Principals Fund, LLC (1) |
| Series E Preferred Stock (Convertible) | Â (6) | Â (6) | Common Stock | 198,809 | \$ (6) | I | Foundation Capital VI, L.P. (1) |
| Series E Preferred Stock (Convertible) | Â (6) | Â (6) | Common Stock | 2,221 | \$ (6) | I | Foundation Capital VI Principals Fund, LLC (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| Foundation Capital Management Co. VI, LLC C/O FOUNDATION CAPITAL | Â | Â X | Â | Mmbr 13D group owning > 10% |

250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

FOUNDATION CAPITAL VI LP
 250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

Â Â X Â Mmbr 13D group owning > 10%

Foundation Capital VI Principals Fund, LLC
 250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

Â Â X Â Mmbr 13D group owning > 10%

Signatures

Gail M. Haney, as
 Attorney-in-Fact

08/06/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Foundation Capital Management Co. VI, LLC is the sole manager of Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC and has sole voting and investment power with respect to the shares held by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. William B. Elmore, Paul G. Koontz, Michael N. Schuh, Paul R. Holland, Richard A. Redelfs, Steve P. Vassallo, Charles P. Moldow and Warren M. Weiss are managing members of Foundation Capital Management Co. VI, LLC, and may be deemed to share voting and investment power over the shares owned by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. Each of the managing members of Foundation Capital Management Co. VI, LLC disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his or her pecuniary interest therein.
 - (2) The Series A Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock.
 - (3) The Series B Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series B Preferred Stock will be converted into shares of Common Stock.
 - (4) The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock.
 - (5) The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock.
 - (6) The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock.

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.