

SunEdison Holdings Corp  
 Form 4  
 January 03, 2018

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 SUNEDISON, INC.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 TWO CITYPLACE DRIVE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)  
 12/29/2017

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

(Street)  
 ST. LOUIS, MO 63141

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

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	12/29/2017		J		34,273,879 (1)	D	\$ 9.52
					0	I	See footnote. (2)

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)**

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUNEDISON, INC. TWO CITYPLACE DRIVE, SUITE 200 ST. LOUIS, MO 63141		X		
SunEdison Holdings Corp TWO CITYPLACE DRIVE, SUITE 200 ST. LOUIS, MO 63141		X		

## Signatures

/s/ Martin H. Truong on behalf of each of the reporting persons. 01/03/2018

\_\_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 April 21, 2016, SunEdison, Inc. (the "Company") and certain of its subsidiaries (collectively, the "Debtors") commenced chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code. On July 28, 2017, the Bankruptcy Court entered an order confirming the
- (1) Debtors' Second Amended Joint Plan of Reorganization, dated July 20, 2017 (as amended and supplemented from time to time, the "Bankruptcy Plan"), and on December 29, 2017 (the "Effective Date"), the Bankruptcy Plan became effective pursuant to its terms and the Debtors emerged from bankruptcy. The disposition of shares of Class A Common Stock reported herein was made by the Company on the Effective Date to certain creditors of the Company pursuant to the Bankruptcy Plan.
  - (2) Represents shares directly owned by SunEdison Holdings Corporation and SUNE ML 1, LLC and indirectly owned by SunEdison, Inc., which as the parent of SunEdison Holdings Corporation and SUNE ML, LLC had shared voting and dispositive power over such shares.

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.