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

TerraForm P Form 4 March 12, 20											
FORM	ΙΛ									PPROVAL	
	UNITE	D STATES			AND EX , D.C. 20		NGE (	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16.				GES IN BENEFICIAL OWN SECURITIES				NERSHIP OF	Expires: Estimated a	January 31, 2005 average	
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Form 4 or Form 5		urguant to	Section 1	5(a) of th	ne Securi	ies Fr	chano	e Act of 1934,	response	0.5	
obligation may cont <i>See</i> Instru 1(b).	inue. Section 1	7(a) of the		ility Hol	lding Cor	npany	Act of	f 1935 or Sectio	n		
(Print or Type F	Responses)										
Truong Martin H. Symbol				Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
TerraFor			orm Power, Inc. [TERP]				(Chec	e)			
			Earliest Transaction				V D'	100	0		
7550 WISC FLOOR	ONSIN AVEN	IUE, 9TH	(Month/D 03/10/20	-				_X_ Director Officer (give below)		o Owner er (specify	
				ndment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BETHESDA	A, MD 20814							Form filed by N Person			
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Securi	ties Acc	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any	emed on Date, if Day/Year)	3. Transact Code (Instr. 8) Code	ion(A) or E (D) ) (Instr. 3	4 and 4 (A) or	lof	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock (1)	03/10/2015			A	16,000 (2)		\$ 0	23,500	D		

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.

 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. Transact Code (Instr. 8)	5. iorNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	′ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
Reporting O when I turn	Director	10% Owner	Officer	Other				
Truong Martin H. 7550 WISCONSIN AVENU BETHESDA, MD 20814	Х							
Signatures								
/s/ Martin Truong	03/12/2015							

<u>\*\*</u>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) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. The restricted stock units were awarded on March 10, 2015 under the 2014 TerraForm Power, Inc. Long-Term Incentive Plan in a transaction exempt under Rule 16b-3.

These RSU awards are 80% performance based and 20% time based, which are vested at 25 percent per year over a four year period. For the performance based RSUs, there are three performance tiers, each tier represents 33 percent of the entire grant. The performance tiers are measured on the dividend per share ("DPS") of Issuer, a controlled publicly traded subsidiary, which SunEdison, Inc. is the sponsor.

(2) Each of the performance tiers are based on Issuer's DPS targets, as pre-determined and approved by the Issuer's Compensation Committee. If certain performance goals are not achieved, the first, second and third performance tiers are forfeited in its entirety. If certain performance goals are met by the first quarter of 2016, 2017 and 2018, as measured by the last twelve months, the first, second and third tier will vest at 50%, 75% or 100%.

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.