

TerraForm Power, Inc.  
Form 8-K  
July 07, 2015  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 6, 2015 (June 30, 2015)

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TERRAFORM POWER, INC.  
(Exact name of registrant as specified in its charter)

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|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | 001-36542<br>(Commission File Number) | 46-4780940<br>(I. R. S. Employer<br>Identification No.) |
|---|---------------------------------------|---|

7550 Wisconsin Avenue, 9th Floor  
Bethesda, Maryland 20814  
(Address of principal executive offices, including zip code)

(240) 762-7700  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provision (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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any dividends are subject to available capital, market conditions and compliance with associated laws and regulations. TerraForm Power undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause TerraForm Power's actual results to differ materially from those contemplated in the forward-looking statements included in this report should be considered in

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connection with information regarding risks and uncertainties that may affect TerraForm Power's future results included in TerraForm Power's filings with the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov).  
Item 7.01 Regulation FD Disclosure.

On July 6, 2015, the Company issued a press release regarding the Acquisition. A copy of the press release is furnished as Exhibit 99.1 hereto.

In accordance with General Instruction B.2 of Form 8-K, the press release is deemed to be "furnished" and shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

TerraForm Power and SunEdison Inc. will host a conference call for investors to discuss the Acquisition at 8:30 AM ET on Tuesday, July 7, 2015. The presentation materials for the conference call are available on the events page of the investor section of TerraForm Power's and SunEdison, Inc.'s website at [www.SunEdison.com](http://www.SunEdison.com) and <http://ir.terraform.com>.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description                       |
|-------------|-----------------------------------|
| 99.1        | Press Release dated July 6, 2015. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TerraForm Power, Inc.

By: /s/ Sebastian Deschler

Name: Sebastian Deschler

Title: Senior Vice President, General Counsel and Secretary

Dated: July 6, 2015

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EXHIBIT INDEX

| Exhibit<br>No. | Description                       |
|----------------|-----------------------------------|
| 99.1           | Press Release dated July 6, 2015. |