

TerraForm Power, Inc.
 Form 3
 September 09, 2016

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	
Springer David		(Month/Day/Year)	TerraForm Power, Inc. [TERP]	
(Last)	(First)	(Middle)	08/30/2016	
7550 WISCONSIN AVENUE, 9TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BETHESDA, MD 20814			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

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)
Class A Common Stock	7,336	D	

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

SEC 1473 (7-02)

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

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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units (Class A common stock)	Â (1)(2)(3)	Â (1)(2)(3)	Class A Common Stock	21,500	\$ (1) (2) (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Springer David 7550 WISCONSIN AVENUE 9TH FLOOR BETHESDA, MD 20814	Â X	Â	Â	Â

Signatures

/s/ Sebastian Deschler as attorney-in-fact for David Springer
09/09/2016

__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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Issuer's Class A common stock. On March 10, 2015, 2,000 time-based RSUs were awarded under the 2014 Second Amended and Restated Long-Term Incentive Plan. The time based RSUs will vest or have already vested at 25% per year on the anniversary of the grant date over a four year period.

(2) Each RSU represents a contingent right to receive one share of Issuer's Class A common stock. On March 10, 2015, 8,000 performance-based RSUs were awarded under the 2014 Second Amended and Restated Long-Term Incentive Plan. For the performance based RSUs, there are three performance tiers and each tier represents 33% of the entire grant. The performance tiers are based on the dividend per share ("DPS") targets of the Issuer. If certain DPS goals for the respective performance tier are not achieved, the award for that tier is forfeited in its entirety. If certain DPS goals are met for the first quarter of 2016 and each quarter of 2017 and 2018, measured over the trailing twelve months, the first, second and third performance tier, as applicable, will vest at a specified level, based upon the level of DPS achieved.

(3) Each RSU represents a contingent right to receive one share of Issuer's Class A common stock. On December 22, 2015, 12,000 RSUs were awarded under the 2014 Second Amended and Restated Long-Term Incentive Plan. The RSUs will vest at 25% per year on the first and second anniversary of the grant date and at 50% on the third anniversary of the grant date.

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.