

TerraForm Power, Inc.
Form SC 13G
February 17, 2015

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

Schedule 13G
Under the Securities Exchange Act of 1934

TerraForm Power, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

88104R100

(CUSIP Number)

December 31, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

SunEdison, Inc.

56-1505767

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 -0- SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 7 64,526,654 shares of Class A Common Stock (See Item 4)
SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 -0- SHARED DISPOSITIVE POWER

WITH

64,526,654 shares of Class A Common Stock (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

64,526,654 shares of Class A Common Stock (See Item 4)
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

54.3% (See Item 4)
12 TYPE OF REPORTING PERSON (See Instructions)

CO

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1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

SunEdison Holdings Corporation

73-1628669

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 -0- SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 7 64,526,654 shares of Class A Common Stock (See Item 4) SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 -0- SHARED DISPOSITIVE POWER

WITH

64,526,654 shares of Class A Common Stock (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 64,526,654 shares of Class A Common Stock (See Item 4)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 54.3% shares of Class A Common Stock (See Item 4)
TYPE OF REPORTING PERSON (See Instructions)

CO

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Item 1(a) Name of Issuer:

TerraForm Power, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices

7550 Wisconsin Avenue, 9th Floor
Bethesda, Maryland, 20814

Item 2(a) Name of Person Filing:

SunEdison, Inc. (SunEdison) and SunEdison Holdings Corporation (SunEdison Holdings) (collectively, the Reporting Persons).

The Reporting Persons have entered into a Joint Filing Agreement, dated February 17, 2015, a copy of which is attached as Exhibit A to this Statement, pursuant to which the Reporting Persons agreed to file this Schedule 13G and any amendments thereto jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is c/o SunEdison, Inc., 13736 Riverport Drive, Maryland Heights, Missouri 63043.

Item 2(c) Citizenship:

Each of the Reporting Persons is a corporation organized under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

Class A common stock, par value \$0.01 per share (the Common Stock).

Item 2(e) CUSIP Number:

CUSIP Number: 88104R100

Item 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)

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- “ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) “ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).
Not Applicable

Item 4 **Ownership:**

- (a) Amount beneficially owned:

In the aggregate, the Reporting Persons beneficially own 64,526,654 Class B units of TerraForm Power, LLC (Terra LLC) and an equal number of shares of Class B common stock, par value \$0.01 per share, of the issuer. Each Class B unit of Terra LLC is exchangeable (together with one share of Class B common stock) for one share of Class A common stock at any time.

The Class B units of Terra LLC and shares of Class B common stock reported herein are directly owned by SunEdison Holdings and indirectly owned by SunEdison, which as the direct parent of SunEdison Holdings has shared voting and dispositive power over such units and shares.

- (b) Percent of class:

54.3%

All percentages calculated in this Schedule 13G are based upon an aggregate of 118,774,638 shares of Class A common stock outstanding immediately following the sale of shares of Class A common stock pursuant to the issuer's Prospectus, dated January 15, 2015, as filed with the Securities and Exchange Commission on January 20, 2015, after giving effect to the exchange of 64,526,654 Class B units (together with an equivalent number of shares of Class B common stock) beneficially owned by the Reporting Persons into an equivalent number of shares of Class A common stock.

- (c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: See Item 5 of each cover page
- (ii) shared power to vote or to direct the vote: See Item 6 of each cover page
- (iii) sole power to dispose or to direct the disposition of: See Item 7 of each cover page
- (iv) shared power to dispose or to direct the disposition of: See Item 8 of each cover page

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Item 5 **Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.”

Not Applicable

Item 6 **Ownership of More Than Five Percent on Behalf of Another Person:**

See response to items 4(a) and 4(b) above.

Item 7 **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:**

Not Applicable.

Item 8 **Identification and Classification of Members of the Group:**

Not Applicable.

Item 9 **Notice of Dissolution of Group:**

Not Applicable.

Item 10 **Certification:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2015

SUNEDISON, INC.

By: /s/ Martin H. Truong
Name: Martin H. Truong
Title: Secretary

**SUNEDISON HOLDINGS
CORPORATION**

By: /s/ Martin H. Truong
Name: Martin H. Truong
Title: Secretary

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EXHIBIT A

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, each of the undersigned acknowledges and agrees that the foregoing statement on Schedule 13G is filed on behalf of the undersigned and that all subsequent amendments to this statement of Schedule 13G shall be filed on behalf of the undersigned without the necessity of filing additional joint filing agreements. Each of the undersigned acknowledges that it shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate.

Date: February 17, 2015

SUNEDISON, INC.

By: /s/ Martin H. Truong
Name: Martin H. Truong
Title: Secretary

**SUNEDISON HOLDINGS
CORPORATION**

By: /s/ Martin H. Truong
Name: Martin H. Truong
Title: Secretary