

Pattern Energy Group Inc.
Form 4
October 09, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
R/C Renewable Energy GP II, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
Pattern Energy Group Inc. [PEGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
712 FIFTH AVENUE, 36TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
10/08/2013

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

(Street)
NEW YORK, NY 10019

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 | 10/02/2013 | | A | | 184,001 | D | \$ 19,261,099 | See footnotes (2) (3) |
| Class A Common Stock | 10/08/2013 | | S | | 2,400,000 | D | \$ 20.79 16,861,099 | See footnotes (2) (3) |

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

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SEC 1474 (9-02)

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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. 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 Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| R/C Renewable Energy GP II, L.L.C. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | X | X | | |
| Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | X | X | | |
| R/C Wind II LP 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | X | X | | |
| Pattern Energy Group Holdings GP LLC 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | X | X | | |
| Pattern Energy Group Holdings LP PIER 1, BAY 3 SAN FRANCISCO, CA 94111 | X | X | | |
| Pattern Energy GP, LLC PIER 1, BAY 3 SAN FRANCISCO, CA 94111 | X | X | | |
| Pattern Energy Group LP PIER 1, BAY 3 SAN FRANCISCO, CA 94111 | X | X | | |
| Pattern Renewables GP LLC PIER 1, BAY 3 SAN FRANCISCO, CA 94111 | X | X | | |

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Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. is the general partner of R/C Wind II LP. R/C Renewable Energy GP II, LLC is the managing member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C.

- (3) R/C Renewable Energy GP II, LLC is managed by an eight-person investment committee. Pierre F. Lapeyre, Jr., David M. Leuschen, Ralph C. Alexander, Lord John Browne, Michael B. Hoffman, Stephen J. Schaefer, Daniel A. D'Aniello and Edward J. Mathias, as the members of the investment committee of R/C Renewable Energy GP II, LLC, may be deemed to share beneficial ownership of the shares beneficially owned by R/C Wind II LP. Such individuals expressly disclaim any such beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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