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:

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January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * R/C Renewable Energy GP II, L.L.C.

(State)

2. Issuer Name and Ticker or Trading

Symbol

Pattern Energy Group Inc. [PEGI]

Issuer

below)

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 10/08/2013

X_ Director Officer (give title

X 10% Owner Other (specify

712 FIFTH AVENUE, 36TH **FLOOR**

> 4. If Amendment, Date Original (Street)

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X_ Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10019

			0101 11011	Dell'idell'e Se	curio	cs rrequir	cu, Disposcu oi,	or Demendian	y O Willed
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction	4. Securities on Disposed (Instr. 3, 4 and	of (D)	red (A)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial
(msu. 3)		(Month/Day/Year)	(Instr. 8)	(mout 5, 1 an			Owned Following Reported	Direct (D) or Indirect (I)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Class A Common Stock	10/02/2013		A	184,001	D	(1)	19,261,099	Ι	See footnotes (2) (3)
Class A Common Stock	10/08/2013		S	2,400,000	D	\$ 20.79	16,861,099	I	See footnotes (2) (3)

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

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(9-02)

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

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
	-				(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	sable Date	Title	of		
				C-1- 1	7 (A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
- Coporting O water remaining		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				

Reporting Owners 2

Pattern Renewables LP PIER 1, BAY 3 SAN FRANCISCO, CA 94111

X X

Signatures

R/C Renewable Energy GP II, LLC By: /s/Thomas Walker Title: Authorized Person	10/09/2013
**Signature of Reporting Person	Date
Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. By: R/C Renewable Energy GP II, LLC, its sole member By: /s/Thomas WalkerTitle: Authorized Person	10/09/2013
**Signature of Reporting Person	Date
R/C Wind II LP By: Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., its general partner By: R/C Renewable Energy GP II, LLC, its sole member By: /s/Thomas Walker Title: Authorized Person	10/09/2013
**Signature of Reporting Person	Date
Pattern Energy Group Holdings GP LLC By: R/C Wind II LP, its managing member By: Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., its general partner By: R/C Renewable Energy GP II, LLC, its sole member By: /s/Thomas Walker Title: Authorized Person	10/09/2013
**Signature of Reporting Person	Date
Pattern Energy Group Holdings LP By: /s/Daniel M. Elkort Title: Vice President	10/09/2013
**Signature of Reporting Person	Date
Pattern Energy GP, LLC By: /s/Daniel M. Elkort Title: Vice President	10/09/2013
**Signature of Reporting Person	Date
Pattern Energy Group LP By: /s/Dyann S. Blaine Title: Vice President	10/09/2013
**Signature of Reporting Person	Date
Pattern Renewables GP, LLC By: /s/Dyann S. Blaine Title: Vice President	10/09/2013
**Signature of Reporting Person	Date
Pattern Renewables LP By: /s/Dyann S. Blaine Title: Vice President	10/09/2013
**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) The reporting persons disposed of the Class A Common Stock in exchange for limited partnership interests in Pattern Energy Group LP having an estimated market value of \$4.0 million.
- (2) By Pattern Renewables LP. Pattern Renewables GP LLC is the general partner of Pattern Renewables LP. Pattern Energy Group LP is the sole member of Pattern Renewables GP LLC. Pattern Energy GP, LLC is the general partner of Pattern Energy Group LP. Pattern Energy Group Holdings LP is the managing member of Pattern Energy GP, LLC. Pattern Energy Group Holdings GP LLC is the general partner of Pattern Energy Group Holdings LP. R/C Wind II LP is the managing member of Pattern Energy Group Holdings GP LLC.

Signatures 3

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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.

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. 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.