

Sunrun Inc.
Form 4
May 17, 2016

FORM 4

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

OMB APPROVAL

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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 *
Vassallo Steven

(Last) (First) (Middle)

C/O FOUNDATION CAPITAL, 250
MIDDLEFIELD ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Sunrun Inc. [RUN]

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

05/16/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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			
Common Stock	05/16/2016		J ⁽¹⁾		3,000,000	D	\$ 0	13,041,468	I	By Foundation Capital VI, L.P. ⁽²⁾
Common Stock	05/16/2016		J ⁽³⁾		360,500	A	\$ 0	360,500	I	By Foundation Capital Management Co. VI, L.L.C. ⁽²⁾
Common Stock	05/16/2016		J ⁽⁴⁾		360,500	D	\$ 0	0	I	By Foundation

Common Stock	05/16/2016	J ⁽⁴⁾	961	A	\$ 0	961	I		Capital Management Co. VI, L.L.C. ⁽²⁾ By Foundation Capital LLC ⁽⁵⁾
Common Stock	05/17/2016	S ⁽⁶⁾	961	D	\$ 6.21	0	I		By Foundation Capital LLC ⁽⁵⁾
Common Stock	05/16/2016	J ⁽⁴⁾	33,454	A	\$ 0	33,454	I		By Vassallo Family Revocable Trust dated 7/15/02 ⁽⁷⁾
Common Stock						179,238	I		By Foundation Capital VI Principals Fund, LLC ⁽²⁾

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

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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 Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

