

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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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 *
Foundation Capital Management Co. VI, LLC

(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)
Mmbr 13D group owning > 10%

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 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

1. Title of 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)	10. Ownership Change (Instr. 7)	11. Transaction Type (Instr. 9)	12. Additional Information
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							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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	10. Ownership Change (Instr. 7)	11. Transaction Type (Instr. 9)	12. Additional Information
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
				Code	V (A) (D)							

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Mmbr 13D group owning > 10%

Foundation Capital Management Co. VI, LLC
 C/O FOUNDATION CAPITAL
 250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

Foundation Capital VI Principals Fund, LLC
 250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

X

Mmbr 13D group owning > 10%

FOUNDATION CAPITAL VI LP
 250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

X

Mmbr 13D group owning > 10%

Signatures

David Singer, as
 Attorney-In-Fact

05/17/2016

__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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital VI, L.P. effected following the close of the trading market on May 16, 2016 without consideration to its limited partners and its general partner, Foundation Capital Management Co. VI, L.L.C.

 Foundation Capital Management Co. VI, LLC is the sole manager of Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC and has sole voting and investment power with respect to the shares held by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. William B.Elmore, Paul G. Koontz, Michael N. Schuh, Paul R. Holland, Steve P. Vassallo, Charles P. Moldow and Warren M. Weiss are managing members of Foundation Capital Management Co. VI, LLC, and may be deemed to share voting and investment power over the shares owned by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. Each of the managing members of Foundation Capital Management Co. VI, LLC disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his or her pecuniary interest therein.
- (2) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital VI, L.P. described in footnote 1 above.
- (3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital Management Co. VI, LLC effected following the close of the trading market on May 16, 2016 without consideration to its members.

 Paul R. Holland, Warren M. Weiss, Charles Moldow and Steve Vassallo are managers of Foundation Capital, LLC. Foundation Capital, LLC is under common control with Foundation Capital Management Co. VI, LLC. As such, each of the managers may be deemed to share voting and investment power over the shares owned by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. Each of the managers disclaim beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein.
- (4) On 5/17/2016, Foundation Capital, LLC sold 961 shares of stock.

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.