

Sunrun Inc.  
Form 10-Q/A  
December 29, 2017

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

FORM 10-Q/A  
Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the quarterly period ended June 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from to

Commission File Number: 001-37511

Sunrun Inc.  
(Exact name of registrant as specified in its charter)

Delaware 26-2841711  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

595 Market Street, 29th Floor  
San Francisco, California 94105  
(Address of principal executive offices and Zip Code)

(415) 580-6900  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definition of “large accelerated filer”, “accelerated filer”, “smaller reporting company”, and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

As of August 3, 2017, the number of shares of the registrant’s common stock outstanding was 106,161,704.

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EXPLANATORY NOTE

Sunrun Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-Q/A (this “Amendment”) to re-file Exhibits 10.2 and 10.3 (the “Exhibits”) that were filed with the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, as originally filed with the Securities and Exchange Commission (the “SEC”) on August 7, 2017 (the “Original Form 10-Q”). This Amendment is being filed solely to re-file revised redacted versions of the Exhibits to reflect changes to the Company’s confidential treatment request with respect to certain portions of the Exhibits, and in connection therewith, to amend and restate Part II, Item 6 of the Original Form 10-Q and to delete in its entirety the Index to Exhibits following the signature page in the Original Form 10-Q. Nothing in the Original Form 10-Q is being amended other than as described above.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new Section 302 certifications are also filed as exhibits to this Amendment.

This Amendment should be read in conjunction with the Original Form 10-Q and the Company’s other filings with the SEC. Except as stated herein, this Amendment does not reflect events that occurred after the filing of the Original Form 10-Q and no attempt has been made in this Amendment to modify or update other disclosures as presented in the Original Form 10-Q.

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ITEM 6. EXHIBITS

| Exhibit Number | Exhibit Description   |
|----------------|---|
| 10.1+^         | <u>Sunrun Inc. Amended and Restated Employee Stock Purchase Plan and related form agreements.</u>   |
| 10.2¥          | <u>Amended and Restated Credit Agreement among Sunrun Hera Portfolio 2015-A, LLC, Investec Bank PLC (as administrative agent, issuing bank, and as lender), and each of the additional Lenders identified on the signature pages thereto, dated January 15, 2016, amended and restated as of June 23, 2017.</u> |
| 10.3¥          | <u>Credit Agreement among Sunrun Neptune Portfolio 2016-A, LLC, Suntrust Bank (as administrative agent and as lender), ING Capital LLC (as issuer and as lender), and each of the additional Lenders identified on the signature pages thereto, dated as of May 9, 2017.</u>                                    |
| 31.1           | <u>Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>   |
| 31.2           | <u>Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>   |
| 32.1†^         | <u>Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>  |
| 101.INS^       | XBRL Instance Document.   |
| 101.SCH^       | XBRL Taxonomy Schema Linkbase Document.   |
| 101.CAL^       | XBRL Taxonomy Definition Linkbase Document.   |
| 101.DEF^       | XBRL Taxonomy Calculation Linkbase Document.  |
| 101.LAB^       | XBRL Taxonomy Labels Linkbase Document.   |
| 101.PRE^       | XBRL Taxonomy Presentation Linkbase Document.   |

+Indicates management contract or compensatory plan.

The certifications attached as Exhibit 32.1 that accompany this Quarterly Report on Form 10-Q, are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Sunrun Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

¥ Confidential treatment has been requested as to certain portions of this exhibit, which portions have been omitted and submitted separately to the Securities and Exchange Commission.

^Previously filed or furnished with the Original Form 10-Q.



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

SUNRUN INC.

Date: December 29, 2017 By: /s/ Lynn Jurich

Lynn Jurich  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Bob Komin

Bob Komin  
Chief Financial Officer  
(Principal Accounting and Principal Financial Officer)