

Sunrun Inc.
Form SC 13G/A
February 08, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

Sunrun, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

86771W105

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

- * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. 86771W105

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1. Names of Reporting Persons

Foundation Capital VI, L.P.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware, United States of America

5. Sole Voting Power

Number of

Shares 0 shares

6. Shared Voting Power

Beneficially

Owned by 10,868,136 shares of Common Stock (2)

Each 7. Sole Dispositive Power

Reporting

Person 0 shares

8. Shared Dispositive Power

With:

10,868,136 shares of Common Stock (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,868,136 shares of Common Stock (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

10.5%

12. Type of Reporting Person (see instructions)

PN

- (1) This Schedule 13G is filed by Foundation Capital VI, L.P. (FC6), Foundation Capital VI Principals Fund, L.L.C. (FC6P) and Foundation Capital Management Co. VI, L.L.C. (FC6M) and together with FC6 and FC6P, collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 10,867,841 shares held by FC6 and (ii) 295 shares held by FC6P. FC6M serves as the sole general partner of FC6 and serves as the manager of FC6P. As such, FC6M possesses voting and dispositive power over the shares held by FC6 and FC6P, and may be deemed to have indirect beneficial ownership of the shares held by FC6 and FC6P. FC6M owns no securities of the Issuer directly. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2016.
- (3) This percentage is calculated based upon 103,816,524 shares of the Common Stock outstanding (as of November 7, 2016), as set forth in the Issuer's most recent Form 10-Q filed with the Securities and Exchange Commission on November 10, 2016.

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1. Names of Reporting Persons

Foundation Capital VI Principals Fund, L.L.C.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware, United States of America

5. Sole Voting Power

Number of

Shares 0 shares

6. Shared Voting Power

Beneficially

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Each 7. Sole Dispositive Power

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1. Names of Reporting Persons

Foundation Capital Management Co. VI, L.L.C.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware, United States of America

5. Sole Voting Power

Number of

Shares 0 shares

6. Shared Voting Power

Beneficially

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Each 7. Sole Dispositive Power

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Person 0 shares

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10.5%

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- (3) This percentage is calculated based upon 103,816,524 shares of the Common Stock outstanding (as of November 7, 2016), as set forth in the Issuer's most recent Form 10-Q filed with the Securities and Exchange Commission on November 10, 2016.

Item 1(a). Name of Issuer:

Sunrun, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

595 Market Street, 29th Floor

San Francisco, California 94105

Item 2(a). Name of Person Filing:

Foundation Capital VI, L.P. (FC6)

Foundation Capital VI Principals Fund, L.L.C. (FC6P)

Foundation Capital Management Co. VI, L.L.C. (FC6M)

Item 2(b). Address of Principal Business Office or, if none, Residence:

c/o Foundation Capital

250 Middlefield Road

Menlo Park, California 94025

Item 2(c). Citizenship:

FC6 Delaware, United States of America

FC6P Delaware, United States of America

FC6M Delaware, United States of America

Item 2(d). Title of Class of Securities: Common Stock

Item 2(e). CUSIP Number: 86771W105

Item 3. Not applicable.

Item 4. Ownership. The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2016:

Reporting Persons	Shares Held Directly (1)	Sole Voting Power	Shared Voting Power (1)	Sole Dispositive Power	Shared Dispositive Power (1)	Beneficial Ownership (1) of Class (3)	Percentage of Class
FC6	10,867,841	0	10,868,136	0	10,868,136	10,868,136	10.5%
FC6P	295	0	10,868,136	0	10,868,136	10,868,136	10.5%
FC6M (2)	0	0	10,868,136	0	10,868,136	10,868,136	10.5%

- (1) Represents the number of shares of Common Stock currently underlying all Securities held by the Reporting Person.
- (2) FC6M serves as the sole general partner of FC6 and serves as the manager of FC6P. As such, FC6M possesses voting and dispositive power over the shares held by FC6 and FC6P and may be deemed to have indirect beneficial ownership of the shares held by FC6 and FC6P. FC6M owns no securities of the Issuer directly.
- (3) This percentage is calculated based upon 103,816,524 shares of the Common Stock outstanding (as of November 7, 2016), as set forth in the Issuer's most recent Form 10-Q filed with the Securities and Exchange Commission on November 10, 2016.

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of a Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2017

**FOUNDATION CAPITAL MANAGEMENT Co. VI,
L.L.C.**

By: /s/ William B. Elmore
Manager

FOUNDATION CAPITAL VI, L.P.

By: Foundation Capital Management Co. VI,
L.L.C., its General Partner

By: /s/ William B. Elmore
Manager

**FOUNDATION CAPITAL VI PRINCIPALS FUND,
L.L.C.**

By: Foundation Capital Management Co. VI,
L.L.C., its Manager

By: /s/ William B. Elmore
Manager

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of Sunrun, Inc.

Dated: February 6, 2017

**FOUNDATION CAPITAL MANAGEMENT Co. VI,
L.L.C.**

By: /s/ William B. Elmore
Manager

FOUNDATION CAPITAL VI, L.P.

By: Foundation Capital Management Co. VI,
L.L.C., its General Partner

By: /s/ William B. Elmore
Manager

**FOUNDATION CAPITAL VI PRINCIPALS FUND,
L.L.C.**

By: Foundation Capital Management Co. VI,
L.L.C., its Manager

By: /s/ William B. Elmore
Manager