Sunrun Inc. Form 3 August 04, 2015

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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)

Statement

(Month/Day/Year)

08/04/2015

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Sunrun Inc. [RUN]

C/O FOUNDATION CAPITAL, 250 MIDDLEFIELD ROAD

(Street)

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

X 10% Owner _X_ Director Officer Other

(give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

MENLO PARK. CAÂ 94025

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security 2. Amount of Securities (Instr. 4)

Beneficially Owned (Instr. 4)

3. Ownership Form:

> (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect

556,355

Ι Foundation Capital VI, L.P. (1)

Common Stock

Common Stock

(City)

6,216

Foundation Capital VI Principals

Fund, LLC (1)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

I

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exer Expiration I (Month/Day/Year)	Date	3. Title and A Securities Ur Derivative So (Instr. 4)	nderlying	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock (Convertible)	(2)	(2)	Common Stock	8,256,563	\$ <u>(2)</u>	I	Foundation Capital VI, L.P. (1)
Series A Preferred Stock (Convertible)	(2)	(2)	Common Stock	92,255	\$ <u>(2)</u>	I	Foundation Capital VI Principals Fund, LLC (1)
Series B Preferred Stock (Convertible)	(3)	(3)	Common Stock	2,756,383	\$ (3)	I	Foundation Capital VI, L.P. (1)
Series B Preferred Stock (Convertible)	(3)	(3)	Common Stock	30,798	\$ <u>(3)</u>	I	Foundation Capital VI Principals Fund, LLC (1)
Series C Preferred Stock (Convertible)	(4)	(4)	Common Stock	3,916,208	\$ <u>(4)</u>	I	Foundation Capital VI, L.P. (1)
Series C Preferred Stock (Convertible)	(4)	(4)	Common Stock	43,757	\$ <u>(4)</u>	I	Foundation Capital VI Principals Fund, LLC (1)
Series D Preferred Stock (Convertible)	(5)	(5)	Common Stock	357,150	\$ <u>(5)</u>	I	Foundation Capital VI, L.P. (1)
Series D Preferred Stock (Convertible)	(5)	(5)	Common Stock	3,991	\$ <u>(5)</u>	I	Foundation Capital VI Principals Fund, LLC (1)
Series E Preferred Stock (Convertible)	(6)	(6)	Common Stock	198,809	\$ <u>(6)</u>	I	Foundation Capital VI, L.P. (1)
Series E Preferred Stock (Convertible)	(6)	(6)	Common Stock	2,221	\$ <u>(6)</u>	I	Foundation Capital VI Principals Fund, LLC (1)

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
Vassallo Steven	ÂΧ	ÂΧ	Â	Â		
C/O FOLINDATION CAPITAL						

Reporting Owners 2

250 MIDDLEFIELD ROAD MENLO PARK, CAÂ 94025

Signatures

Gail M. Haney, as Attorney-in-Fact

08/04/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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

- (1) Capital VI Principals Fund, LLC. Steve Vassallo is a managing member 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. As a managing member of Foundation Capital Management Co. VI, LLC, Mr. Vassallo disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein.
- (2) The Series A Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock.
- (3) The Series B Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series B Preferred Stock will be converted into shares of Common Stock.
- (4) The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock.
- (5) The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock.
- (6) The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common 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.

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