

Eckel Jeffrey
Form 4
April 06, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Eckel Jeffrey

(Last) (First) (Middle)

1906 TOWNE CENTRE BLVD.
SUITE 370

(Street)

ANNAPOLIS, MD 21401

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Hannon Armstrong Sustainable
Infrastructure Capital, Inc. [HASI]

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2018

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)
President and CEO

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)
Common stock, par value \$0.01 per share	04/04/2018		A	37,029	A \$ 0 (1)	689,470 (2)	D
Common stock, par value \$0.01 per share	04/04/2018		A	62,100	A \$ 0 (3)	751,570 (2)	D
	04/04/2018		A	124,200	A	875,770 (2)	D

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Common stock, par value \$0.01 per share	\$ 0 (4)		
Common stock, par value \$0.01 per share	1,520 (5)	I	By grandson
Common stock, par value \$0.01 per share	42,000 (6)	I	By significant other
Common stock, par value \$0.01 per share	588,881 (7) (8)	I	By Jeffrey W. Eckel Revocable Trust

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

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(9-02)

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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Eckel Jeffrey

1906 TOWNE CENTRE BLVD. SUITE 370 X
ANNAPOLIS, MD 21401

President and CEO

Signatures

/s/ Jeffrey Eckel

04/06/2018

**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) On April 4, 2018, the reporting person was granted 37,029 shares of restricted Common Stock that were issued pursuant to the 2013 Hannon Armstrong Sustainable Infrastructure Capital Inc. Equity Incentive Plan, as amended (the "Plan"). The shares vest on May 15, 2019.

(2) Excludes 29,776 shares previously reported as owned directly; this was an inadvertent administrative oversight as these shares are held by the Jeffrey W. Eckel Revocable Trust, as referred to in the sixth row of this Form 4.

(3) On April 4, 2018, the reporting person was granted 62,100 shares of restricted Common Stock that were issued pursuant to the Plan. The shares will vest in equal installments of one-third of the full amount on May 15, 2019, March 5, 2020 and March 5, 2021.

(4) On April 4, 2018, the reporting person was awarded up to a maximum of 124,200 Restricted Stock Units ("RSUs") under the Plan, which represent the right to receive one share of Common Stock of the issuer for each RSU at vesting. The RSUs vest on March 5, 2021 if certain absolute and relative stockholder return targets are achieved on or prior to such date. The number of RSUs to be awarded to the reporting person range from zero to 124,200 based on the Company's performance relative to the return targets. The RSUs reported on this Form 4 assume the reporting person receives the maximum possible grant. Dividend equivalents will accrue on the RSUs from the grant date, but the reporting person is not entitled to receive the dividend equivalents until the RSUs vest. The grant is being reported here for informational purposes only.

(5) The reporting person acts as custodian for his grandson under the Uniform Gifts to Minors Act. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(6) These shares are held by the reporting person's significant other. The reporting person disclaims ownership other than to the extent of his pecuniary interest.

(7) These shares are held by the Jeffrey W. Eckel Revocable Trust, of which Jeffrey W. Eckel is the sole trustee and beneficiary.

(8) Includes 29,776 shares previously reported as owned directly; this was an inadvertent administrative oversight, as these shares are held by the Jeffrey W. Eckel Revocable Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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