

BROOKFIELD ASSET MANAGEMENT INC.

Form 4

June 12, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**BROOKFIELD ASSET
MANAGEMENT INC.**

(Last) (First) (Middle)

**BROOKFIELD PLACE, 181 BAY
STREET, SUITE 300**

(Street)

TORONTO, A6 M5J 2T3

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TerraForm Power, Inc. [TERP]

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2018

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 ____ Other (specify
below) below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

___ Form filed by One Reporting Person
X 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, Class A, \$0.01 par value	06/11/2018		P ⁽⁴⁾	31,097,561 (4)	A (4) \$ 10.66 (4)	106,692,020 (4)	I (2) (3) Owned by Orion US Holdings 1 L.P. (1) (2) (3)
Common Stock, Class A, \$0.01 par value	06/11/2018		P ⁽⁵⁾	29,878,048 (5)	A (5) \$ 10.66 (5)	29,878,048 (5)	I (2) (3) Owned by Brookfield BRP Holdings (Canada) Inc. (1) (2) (3)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROOKFIELD ASSET MANAGEMENT INC.
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Brookfield Asset Management Private Institutional Capital Adviser (Canada)
LP
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Partners Ltd
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

ORION US GP LLC
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

ORION US HOLDINGS 1 L.P.
BROOKFIELD PLACE

181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Brookfield Infrastructure Fund III GP LLC
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Brookfield BRP Holdings (Canada) Inc.
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Signatures

/s/ A.J. Silber for Brookfield Asset Management Inc.	06/12/2018
__Signature of Reporting Person	Date
/s/ James Rickert for Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. by its general partner Brookfield Private Funds Holdings Inc.	06/12/2018
__Signature of Reporting Person	Date
/s/ Brian Lawson for Partners Limited	06/12/2018
__Signature of Reporting Person	Date
/s/ Fred Day for Orion US GP LLC	06/12/2018
__Signature of Reporting Person	Date
/s/ Fred Day for Orion US Holdings 1 L.P. by its general partner Orion US GP LLC	06/12/2018
__Signature of Reporting Person	Date
/s/ Fred Day for Brookfield Infrastructure Fund III GP LLC	06/12/2018
__Signature of Reporting Person	Date
/s/ Jennifer Mazin for Brookfield BRP Holdings (Canada) Inc.	06/12/2018
__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) This Form 4 is being jointly filed by and on behalf of each of the following persons (each, a "Reporting Person"): (i) Orion US Holdings 1 L.P. ("Orion US LP"); (ii) Orion US GP LLC ("Orion US GP"); (iii) Brookfield Infrastructure Fund III GP LLC ("BIF"); (iv) Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. ("BAMPIC Canada"); (v) Brookfield BRP Holdings (Canada) Inc. ("BRPHC"); (vi) Brookfield Asset Management Inc. ("Brookfield"); and (vii) Partners Limited ("Partners"). The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934 (the "Act").

(2) Each Reporting Person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for the purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by this statement. Each Reporting Person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

(3) The following Reporting Persons may be deemed to beneficially own the securities held by Orion US LP: Orion US GP, as general partner of Orion US LP; BIF, as indirect general partner of Orion US LP and Orion US GP; BAMPIC Canada, as investment advisor to BIF; BRPHC, as an indirect wholly-owned subsidiary of Brookfield and indirect limited partner of Orion US LP; Brookfield, as the ultimate parent of BRPHC, BIF and BAMPIC Canada; and Partners, which holds 85,120 Class B limited voting shares and 867,495 Class A limited voting shares of Brookfield, representing 100% and approximately 0.1% of such shares, respectively.

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On June 11, 2018, pursuant to the Support Agreement dated February 6, 2018, as amended by the Support Agreement Amendment dated

(4) May 28, 2018 (as so amended, the "Support Agreement"), Orion US LP purchased 31,097,561 Class A Shares at a price per share of \$10.66 in connection with TerraForm Power Inc.'s exercise of the Back-Stop (as defined in the Support Agreement).

(5) On June 11, 2018, pursuant to the Support Agreement, BRPHC purchased 29,878,048 Class A Shares at a price per share of \$10.66 in connection with TerraForm Power Inc.'s exercise of the Back-Stop.

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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