

Pfund Nancy E
Form 3
December 12, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Pfund Nancy E		(Month/Day/Year)	SOLARCITY CORP [SCTY]	
(Last)	(First)	(Middle)	12/12/2012	
C/O SOLARCITY CORPORATION,Â 3055 CLEARVIEW WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN MATEO,Â CAÂ 94402			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	332,818	I	See footnotes <u>(1)</u> <u>(10)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	634,422	\$ (2)	I	See footnotes (4) (11)
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	1,285,850	\$ (2)	I	See footnotes (5) (11)
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	841,552	\$ (2)	I	See footnotes (6) (11)
Series D Preferred Stock	Â (2)	Â (2)	Common Stock	698,180	\$ (2)	I	See footnotes (7) (11)
Series E-1 Preferred Stock	Â (2)	Â (2)	Common Stock	160,000	\$ (2)	I	See footnotes (8) (11)
Series F Preferred Stock	Â (2)	Â (2)	Common Stock	167,036	\$ (2)	I	See footnotes (9) (11)
Series G Preferred Stock	Â (3)	Â (3)	Common Stock	41,812	\$ (2)	I	See footnotes (10) (11)
Warrants to purchase Series F Preferred Stock (right to buy) (2)	Â (12)	Â (12)	Common Stock	16,704	\$ 9.68	I	See footnotes (2) (11) (12)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pfund Nancy E C/O SOLARCITY CORPORATION 3055 CLEARVIEW WAY SAN MATEO, CA 94402	Â X	Â	Â	Â

Signatures

/s/ Nancy E
Pfund

12/12/2012

**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).
- (1) 42,062 of these shares are owned directly by Bay Area Equity Fund I, L.P. and 290,756 of these shares are owned directly by DBL Equity Fund-BAEF II, L.P.
- (2) Each share of the issuer's Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E-1 Preferred Stock and Series F Preferred Stock will automatically convert into one share of common stock upon the closing of the issuer's initial public offering, and has no expiration date.

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- (3) Each share of the issuer's Series G Preferred Stock will automatically convert into a number of shares of common stock equal to the quotient obtained by dividing (A) \$23.92 by (B) the product of (i) the issuer's public offering price multiplied by (ii) 0.6.
- (4) 539,184 of these shares are owned directly by Bay Area Equity Fund I, L.P. and 95,238 of these shares are owned directly by DBL Equity Fund-BAEF II, L.P.
- (5) 1,285,850 of these shares are owned directly by Bay Area Equity Fund I, L.P.
- (6) 841,552 of these shares are owned directly by Bay Area Equity Fund I, L.P.
- (7) 656,030 of these shares are owned directly by Bay Area Equity Fund I, L.P. and 42,150 of these shares are owned directly by DBL Equity Fund-BAEF II, L.P.
- (8) 160,000 of these shares are owned directly by DBL Equity Fund-BAEF II, L.P.
- (9) 141,780 of these shares are owned directly by Bay Area Equity Fund I, L.P. and 25,256 of these shares are owned directly by DBL Equity Fund-BAEF II, L.P.
- (10) 35,510 of these shares are owned directly by Bay Area Equity Fund I, L.P. and 6,302 of these shares are owned directly by DBL Equity Fund-BAEF II, L.P.
- (11) The reporting person is a managing partner of H&Q Venture Management, L.L.C., doing business as DBL Investors LLC, which is the managing member of Bay Area Equity Fund Managers I, L. L.C., the general partner of Bay Area Equity Fund I, L.P. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (12) Warrants to purchase 14,176 of these shares are owned directly by Bay Area Equity Fund I, L.P. and warrants to purchase 2,528 of these shares are owned directly by DBL Equity Fund-BAEF II, L.P. These warrants will be automatically net exercised on the effective date of the issuer's initial public offering. If not exercised, the warrants will automatically expire.

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Remarks:

*Â Â DateÂ setÂ forthÂ aboveÂ representsÂ anticipatedÂ effectiveÂ dateÂ ofÂ issuer'sÂ initialÂ publicÂ offering.

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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