SOLARCITY CORP

Form 4

August 18, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Barnard Hayden Issuer Symbol SOLARCITY CORP [SCTY] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O SOLARCITY 08/15/2015 below) CORPORATION, 3055 Chief Revenue Officer **CLEARVIEW WAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

SAN MATEO, CA 94402

(State)

(Zip)

(City)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	Table 1 - 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. Transactic Code (Instr. 8)	4. Securit DID Dispos (Instr. 3, 4	ed of (` ′	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	08/15/2015	08/15/2015	M	18,252	` /	\$ 0.0001 (1)	125,686	D				
Common Stock	08/17/2015	08/17/2015	S(2)	7,206	D	\$ 47.7617 (3)	118,480	D				

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

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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. Transactic Code (Instr. 8)	5. Number of onDerivative 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0.0001 (1)	08/15/2015	08/15/2015	M	18,252	<u>(4)</u>	<u>(4)</u>	Common Stock	18,252	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Barnard Hayden C/O SOLARCITY CORPORATION 3055 CLEARVIEW WAY SAN MATEO, CA 94402

Chief Revenue Officer

De

Signatures

Seth R. Weissmann, Atty-in-Fact for Hayden D. Barnard

08/18/2015

**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) Represents par value of SolarCity Corporation common stock.
- (2) Represents the non-discretionary sale of shares on behalf of the reporting person to cover the tax withholding obligations associated with the delivery of shares.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.25 to \$48.60, inclusive. The reporting person undertakes to provide SolarCity Corporation, any security holder of SolarCity Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in the footnote.
- (4) Represents a restricted stock unit award in which 1/8th of the shares subject to the award vested on August 15, 2015, and 1/16th of the shares subject to the award shall vest each three months thereafter, subject to the continued service of the reporting person with the issuer.

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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