SOLARCITY CORP

Form 5

February 16, 2016

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box if

Expires: 2005 Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

1.0

See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person *

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Musk Elon

(Last)

SOLARCITY CORP [SCTY]

3. Statement for Issuer's Fiscal Year Ended

(Check all applicable)

(Month/Day/Year)

(Middle)

12/31/2015

X Director X__ 10% Owner Officer (give title Other (specify

below) below)

3055 CLEARVIEW WAY

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

SAN MATEO, CAÂ 94402

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

(City)

(State)

(Zip)

(Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities Transaction Acquired (A) or Disposed of (D) Code

5. Amount of Securities Beneficially Owned at end 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I)

(A) or Amount (D) Price

(Instr. 3, 4 and 5)

of Issuer's Fiscal Year

(Instr. 3 and 4)

Ownership (Instr. 4) (Instr. 4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of		
	Derivative				(D)		

SEC 2270

(9-02)

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Security (Instr. 3, 4, and 5) (A) (D) Date Expiration Title Exercisable Date Zero Coupon Convertible Common \$33 Â 12/07/2015 12/01/2020 12/07/2015 P4 10,000,000 Senior Stock Notes due $2020^{(1)}$

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Musk Elon 3055 CLEARVIEW WAY SAN MATEO, CA 94402	ÂX	ÂX	Â	Â	

Signatures

/s/ Seth R. Weissman, as attorney-in-fact for Elon Musk

02/16/2016

**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) For details, see the Issuer's Current Report on Form 8-K filed on December 7, 2015.
- (2) These securities are beneficially owned by Elon Musk as Trustee of the Elon Musk Revocable Trust dated 7/22/03.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2