

Sunrun Inc.  
Form 4  
August 10, 2015

**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 \*  
Foundation Capital Management Co.  
VI, LLC

(Last) (First) (Middle)

C/O FOUNDATION CAPITAL, 250  
MIDDLEFIELD ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Sunrun Inc. [RUN]

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

08/10/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_X\_\_\_\_ Other (specify below)

Mmbr 13D group owning > 10%

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock							521,191	I	Foundation Capital VI, L.P. <u>(1)</u>
Common Stock	08/10/2015		A		35,164 <u>(2)</u>	A <u>(2)</u>	556,355	I	Foundation Capital VI, L.P. <u>(1)</u>
Common Stock	08/10/2015		C		15,485,113	A <u>(3)</u>	16,041,468	I	Foundation Capital VI, L.P. <u>(1)</u>
Common Stock							5,823	I	Foundation Capital VI

Common Stock	08/10/2015	A	393 <sup>(2)</sup>	A	<sup>(2)</sup>	6,216	I	Principals Fund, LLC <sup>(1)</sup>
Common Stock	08/10/2015	C	173,022	A	<sup>(3)</sup>	179,238	I	Foundation Capital VI Principals Fund, LLC <sup>(1)</sup>

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

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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Series A Preferred Stock (Convertible)	<sup>(3)</sup>	08/10/2015		C	8,256,563	<sup>(3)</sup> <sup>(3)</sup>	Common Stock 8,256,563
Series A Preferred Stock (Convertible)	<sup>(3)</sup>	08/10/2015		C	92,255	<sup>(3)</sup> <sup>(3)</sup>	Common Stock 92,255
Series B Preferred Stock (Convertible)	<sup>(3)</sup>	08/10/2015		C	2,756,383	<sup>(3)</sup> <sup>(3)</sup>	Common Stock 2,756,383
Series B Preferred Stock	<sup>(3)</sup>	08/10/2015		C	30,798	<sup>(3)</sup> <sup>(3)</sup>	Common Stock 30,798

(Convertible)

Series C Preferred Stock (Convertible)	(3)	08/10/2015	C	3,916,208	(3)	(3)	Common Stock	3,916,208
Series C Preferred Stock (Convertible)	(3)	08/10/2015	C	43,757	(3)	(3)	Common Stock	43,757
Series D Preferred Stock (Convertible)	(3)	08/10/2015	C	357,150	(3)	(3)	Common Stock	357,150
Series D Preferred Stock (Convertible)	(3)	08/10/2015	C	3,991	(3)	(3)	Common Stock	3,991
Series E Preferred Stock (Convertible)	(3)	08/10/2015	C	198,809	(3)	(3)	Common Stock	198,809
Series E Preferred Stock (Convertible)	(3)	08/10/2015	C	2,221	(3)	(3)	Common Stock	2,221

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foundation Capital Management Co. VI, LLC C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		Mmbr 13D group owning > 10%
Foundation Capital VI Principals Fund, LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		Mmbr 13D group owning > 10%
FOUNDATION CAPITAL VI LP 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		Mmbr 13D group owning > 10%

## Signatures

Gail M. Haney, as  
Attorney-In-Fact

08/10/2015

\_\_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) Foundation Capital Management Co. VI, LLC is the sole manager of Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC and has sole voting and investment power with respect to the shares held by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. William B. Elmore, Paul G. Koontz, Michael N. Schuh, Paul R. Holland, Richard A. Redelfs, Steve P. Vassallo, Charles P. Moldow and Warren M. Weiss are managing members of Foundation Capital Management Co. VI, LLC, and may be deemed to share voting and investment power over the shares owned by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. Each of the managing members of Foundation Capital Management Co. VI, LLC disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his or her pecuniary interest therein.
- (2) The shares were acquired pursuant to a Stock Issuance Agreement, the form of which is filed as Exhibit 4.4 to Amendment No. 1 to the Issuer's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on July 22, 2015.
- (3) Each share of Issuer's Preferred Stock automatically converted into Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering and has no expiration date.

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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