

Sunrun Inc.
Form 4
May 23, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ELMORE WILLIAM B

(Last) (First) (Middle)

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)
05/19/2016

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) ___ Other (specify 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 | | | | (A) or (D) | Amount | | By Foundation Capital VI, L.P. <u>(1)</u> |
| Common Stock | | | | (A) or (D) | 13,041,468 | I | By: Foundation Capital VI Principals Fund, LLC <u>(1)</u> |
| Common Stock | | | | (A) or (D) | 179,238 | I | By: Holland/Yates Family Trust dtd 7/23/1999 |
| Common Stock | | | | (A) or (D) | 32,517 | I | |

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| | | | | | | | | | |
|--------------|------------|---|--------|---|--------------------------------|--------|--|---|--|
| Common Stock | | | | | | | | | (2) By The Holland Childrens Trust ⁽³⁾ |
| Common Stock | | | | | | 5,419 | | I | By Warren M. Weiss Trust UA dated 7/20/2005 ⁽⁴⁾ |
| Common Stock | | | | | | 7,602 | | I | By Ally L. Weiss GST Exempt Trust ⁽⁵⁾ |
| Common Stock | | | | | | 7,602 | | I | By Shane T. Weiss GST Exempt Trust ⁽⁶⁾ |
| Common Stock | | | | | | 8,509 | | I | By Koontz Revocable Trust U/A/D 6/29/1998 ⁽⁷⁾ |
| Common Stock | | | | | | 14,759 | | I | By Michael N. & Mary G. Schuh 1990 Family Trust ⁽⁸⁾ |
| Common Stock | 05/19/2016 | S | 9,423 | D | \$ <u>6</u> ⁽⁹⁾ | 28,269 | | I | By Moldow Family Trust dated 11/11/2003 ⁽¹⁰⁾ |
| Common Stock | 05/19/2016 | S | 2,394 | D | \$ <u>6</u> ⁽⁹⁾ | 2,395 | | I | By The Moldow 2008 Childrens Trust ⁽¹¹⁾ |
| Common Stock | 05/20/2016 | S | 9,423 | D | \$ <u>6.05</u> ⁽¹²⁾ | 18,846 | | I | By Moldow Family Trust dated 11/11/2003 ⁽¹⁰⁾ |
| Common Stock | 05/20/2016 | S | 2,395 | D | \$ <u>6.05</u> ⁽¹³⁾ | 0 | | I | By The Moldow 2008 Childrens Trust ⁽¹¹⁾ |
| Common Stock | 05/20/2016 | S | 16,581 | D | \$ <u>6.03</u> ⁽¹⁴⁾ | 16,581 | | I | By William B. Elmore Revocable |

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.

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| ELMORE WILLIAM B 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | |
| HOLLAND PAUL R 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | |
| KOONTZ PAUL G 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | |
| Moldow Charles 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | |
| SCHUH MICHAEL N 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | |
| | | | X | |

Weiss Warren M
250 MIDDLEFIELD ROAD
MENLO PARK, CA 94025

Vassallo Steven
250 MIDDLEFIELD ROAD
MENLO PARK, CA 94025

X

Signatures

| | |
|--|------------|
| /s/ David Singer as Attorney-In-Fact for William B. Elmore | 05/23/2016 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for Paul Holland | 05/23/2016 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for Paul Koontz | 05/23/2016 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for Charles Moldow | 05/23/2016 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for Michael Schuh | 05/23/2016 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for Warren M. Weiss | 05/23/2016 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for Steve Vassallo | 05/23/2016 |
| __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) 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, 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 are held by the Holland/Yates Family Trust dtd 7/23/1999 (the "Holland Family Trust"). Paul R. Holland is a trustee of the Holland Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Holland Family Trust except to the extent of his proportionate pecuniary interest therein.
 - (3) The shares are held by The Holland Children's Trust (the "Holland Children's Trust"). Paul R. Holland is a trustee of the Holland Children's Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Holland Children's Trust except to the extent of his proportionate pecuniary interest therein.
 - (4) The shares are held by The Warren M. Weiss Trust UA dated 7/20/2005 (the "Weiss Trust"). Warren M. Weiss is a trustee of the Weiss Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Weiss Trust except to the extent of his proportionate pecuniary interest therein.

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- (5) The shares are held by the ALLY L. WEISS GST EXEMPT TRUST (the "ALLY Trust"), a trust controlled by or for the benefit of one or more of Warren M. Weiss' family members. The Reporting Person disclaims beneficial ownership of the shares held by the ALLY Trust except to the extent of his proportionate pecuniary interest therein.
- (6) The shares are held by the SHANE T. WEISS GST EXEMPT TRUST (the "SHANE Trust"), a trust controlled by or for the benefit of one or more of Warren M. Weiss' family members. The Reporting Person disclaims beneficial ownership of the shares held by the SHANE Trust except to the extent of his proportionate pecuniary interest therein.
- (7) The shares are held by the Koontz Revocable Trust U/A/D 6/29/1998 (the "Koontz Trust"). Paul G. Koontz is a trustee of the Koontz Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Koontz Trust except to the extent of his proportionate pecuniary interest therein.
- (8) The shares are held by the Michael N. & Mary G. Schuh 1990 Family Trust (the "Schuh Trust"). Michael N. Schuh is a trustee of the Schuh Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Schuh Trust except to the extent of his proportionate pecuniary interest therein.
- (9) All shares were sold at this price.
- (10) The shares are held by the Moldow Family Trust dated 11/11/2003 (the "Moldow Family Trust"). Charles Moldow is a trustee of the Moldow Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Moldow Family Trust except to the extent of his proportionate pecuniary interest therein.
- (11) The shares are held by The Moldow 2008 Children's Trust (the "Moldow Children's Trust"). Charles Moldow is a trustee of the Moldow Children's Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Moldow Children's Trust except to the extent of his proportionate pecuniary interest therein.
- (12) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$6.05 to \$6.08 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (13) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$6.05 to \$6.06 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (14) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$6.00 to \$6.06 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (15) The shares are held by the William B. Elmore Revocable Trust (the "Elmore Trust"). William B. Elmore is a trustee of the Elmore Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Elmore Trust except to the extent of his proportionate pecuniary interest therein.

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.