

Fenster Edward Harris
Form 4
February 21, 2019

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 *
Fenster Edward Harris

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
595 MARKET STREET, 29TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

(Street)
SAN FRANCISCO, CA 94105

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/14/2019		G ⁽¹⁾		5,000	D	\$ 0 2,330,192
Common Stock	02/19/2019		M		40,534	A	\$ 1.95 2,370,726
Common Stock	02/19/2019		S ⁽²⁾		40,534	D	\$ 15.51 2,330,192
Common Stock	02/20/2019		M		4,765	A	\$ 1.95 2,334,957
Common Stock	02/20/2019		S ⁽²⁾		4,765	D	\$ 15.6 2,330,192

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Common Stock	02/21/2019		M	4,104	A	\$ 1.95	2,334,296	D
Common Stock	02/21/2019		<u>S</u> (2)	4,104	D	<u>\$ 15.5</u> (5)	2,330,192	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.95	02/19/2019		M	40,534	<u>(6)</u> 06/15/2021	Common Stock	40,534	
Employee Stock Option (right to buy)	\$ 1.95	02/20/2019		M	4,765	<u>(6)</u> 06/15/2021	Common Stock	4,765	
Employee Stock Option (right to buy)	\$ 1.95	02/21/2019		M	4,104	<u>(6)</u> 06/15/2021	Common Stock	4,104	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fenster Edward Harris 595 MARKET STREET, 29TH FLOOR	X		Chairman	

SAN FRANCISCO, CA 94105

Signatures

/s/ Jay Maloney,
Attorney-in-Fact

02/21/2019

__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) Shares gifted to a 501(c)(3) charity pursuant to a Rule 10b5-1 trading plan.

(2) The sales reported by the Reporting Person were effected pursuant to a Rule 10b5-1 trading plan.

Price represents the weighted average sale price of the shares sold. The sale price ranged from \$15.50 to \$15.54 per share. Upon request
(3) by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

Price represents the weighted average sale price of the shares sold. The sale price ranged from \$15.51 to \$15.735 per share. Upon request
(4) by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

Price represents the weighted average sale price of the shares sold. The sale price ranged from \$15.50 to \$15.51 per share. Upon request
(5) by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(6) The shares subject to the option are fully vested and exercisable.

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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