

Pattern Energy Group Holdings GP LLC
 Form 4
 January 05, 2015

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 *
 R/C Renewable Energy GP II, L.L.C.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Pattern Energy Group Inc. [PEGI]

(Check all applicable)

(Last) (First) (Middle)

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

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

712 FIFTH AVENUE, 19TH FLOOR

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

(Street)

NEW YORK, NY 10019

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed 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 Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares	
			Code	V	(A)	(D)			
Class B Common Stock	<u>(1)</u>	03/28/2014	<u>J</u>	(2)	15,407,808	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	15,407,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
R/C Renewable Energy GP II, L.L.C. 712 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10019		X		
Pattern Energy Group Holdings LP ONE LETTERMAN DRIVE BUILDING D SAN FRANCISCO, CA 94129		X		
Pattern Energy GP, LLC 712 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10019		X		
Pattern Energy Group LP 712 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10019		X		
Pattern Renewables GP LLC 712 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10019		X		
Pattern Renewables LP 712 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10019		X		
Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. 712 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10019		X		
R/C Wind II LP 712 FIFTH AVENUE 19TH FLOOR		X		

NEW YORK, NY 10019

Pattern Energy Group Holdings GP LLC
 712 FIFTH AVENUE
 19TH FLOOR
 NEW YORK, NY 10019

X

Signatures

/s/ Thomas Walker, Authorized Person of R/C Renewable Energy GP II, L.L.C.	01/05/2015
__Signature of Reporting Person	Date
/s/ Daniel M. Elkhort, Vice President of Pattern Energy Group Holdings LP	01/05/2015
__Signature of Reporting Person	Date
/s/ Daniel M. Elkhort, Vice President of Pattern Energy GP LLC	01/05/2015
__Signature of Reporting Person	Date
/s/ Dyann S. Blaine, Vice President of Pattern Energy Group LP	01/05/2015
__Signature of Reporting Person	Date
/s/ Dyann S. Blaine, Vice President of Pattern Renewables GP LLC	01/05/2015
__Signature of Reporting Person	Date
/s/ Dyann S. Blaine, Vice President of Pattern Renewables LP	01/05/2015
__Signature of Reporting Person	Date
/s/ Thomas Walker, Authorized Person of R/C Renewable Energy GP II, L.L.C., sole member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C.	01/05/2015
__Signature of Reporting Person	Date
/s/ Thomas Walker, Authorized Person of R/C Renewable Energy GP II, L.L.C., sole member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., general partner of R/C Wind II LP	01/05/2015
__Signature of Reporting Person	Date
/s/ Thomas Walker, Authorized Person of R/C Renewable Energy GP II, L.L.C., sole member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., general partner of R/C Wind II LP, managing member of Pattern Energy Group Holdings GP LLC	01/05/2015
__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).
- The Issuer's Class B common stock is convertible on a one-to-one basis into the Issuer's Class A common stock as of the later of
- (1) December 31, 2014 or when the Issuer's South Kent wind project achieves commercial operations. On March 28, 2014, the South Kent project commenced commercial operations.
 - (2)

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The Reporting Persons acquired the shares of Class B common stock reported herein from the Issuer pursuant to a recapitalization immediately prior to the Issuer's initial public offering of Class A common stock, which offering closed on October 2, 2013.

Held of record by Pattern Renewables LP. Pattern Renewables GP LLC is the general partner of Pattern Renewables LP. Pattern Energy Group LP is the sole member of Pattern Renewables GP LLC. Pattern Energy GP LLC is the general partner of Pattern Energy Group LP.

- (3) Pattern Energy Group Holdings LP is the managing member of Pattern Energy GP LLC. Pattern Energy Group Holdings GP LLC is the general partner of Pattern Energy Group Holdings LP. R/C Wind II LP is the managing member of Pattern Energy Group Holdings GP LLC. Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. is the general partner of R/C Wind II LP. R/C Renewable Energy GP II, LLC is the managing member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C.

- (4) R/C Renewable Energy GP II, LLC is managed by an eight-person investment committee. Pierre F. Lapeyre, Jr., David M. Leuschen, Ralph C. Alexander, Lord John Browne of Madingley, Michael B. Hoffman, Stephen J. Schaefer, Daniel A. D'Aniello and Edward J. Mathias, as the members of the investment committee of R/C Renewable Energy GP II, LLC, may be deemed to share beneficial ownership of the shares beneficially owned by R/C Wind II LP. Such individuals expressly disclaim any such beneficial ownership.

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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