

Sunrun Inc.
Form 3/A
August 06, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ELMORE WILLIAM B		(Month/Day/Year)	Sunrun Inc. [RUN]	
(Last)	(First)	(Middle)	08/06/2015	
C/O FOUNDATION CAPITAL,Â 250 MIDDLEFIELD ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	08/04/2015
MENLO PARK,Â CAÂ 94025			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	521,191	I	Foundation Capital VI, L.P. ⁽¹⁾
Common Stock	5,823	I	Foundation Capital VI Principals Fund, LLC ⁽¹⁾

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock (Convertible)	Â (2)	Â (2)	Common Stock	8,256,563	\$ (2)	I	Foundation Capital VI, L.P. (1)
Series A Preferred Stock (Convertible)	Â (2)	Â (2)	Common Stock	92,255	\$ (2)	I	Foundation Capital VI Principals Fund, LLC (1)
Series B Preferred Stock (Convertible)	Â (3)	Â (3)	Common Stock	2,756,383	\$ (3)	I	Foundation Capital VI, L.P. (1)
Series B Preferred Stock (Convertible)	Â (3)	Â (3)	Common Stock	30,798	\$ (3)	I	Foundation Capital VI Principals Fund, LLC (1)
Series C Preferred Stock (Convertible)	Â (4)	Â (4)	Common Stock	3,916,208	\$ (4)	I	Foundation Capital VI, L.P. (1)
Series C Preferred Stock (Convertible)	Â (4)	Â (4)	Common Stock	43,757	\$ (4)	I	Foundation Capital VI Principals Fund, LLC (1)
Series D Preferred Stock (Convertible)	Â (5)	Â (5)	Common Stock	357,150	\$ (5)	I	Foundation Capital VI, L.P. (1)
Series D Preferred Stock (Convertible)	Â (5)	Â (5)	Common Stock	3,991	\$ (5)	I	Foundation Capital VI Principals Fund, LLC (1)
Series E Preferred Stock (Convertible)	Â (6)	Â (6)	Common Stock	198,809	\$ (6)	I	Foundation Capital VI, L.P. (1)
Series E Preferred Stock (Convertible)	Â (6)	Â (6)	Common Stock	2,221	\$ (6)	I	Foundation Capital VI Principals Fund, LLC (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELMORE WILLIAM B C/O FOUNDATION CAPITAL	Â	Â X	Â	Â

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Common Stock.

(4) The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock.

(5) The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock.

(6) The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock.

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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