

SOLARCITY CORP
Form 4
November 18, 2013

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 *
Fisher John H N

(Last) (First) (Middle)

C/O DRAPER FISHER
JURVETSON, 2882 SAND HILL
ROAD, SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOLARCITY CORP [SCTY]

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/14/2013	11/14/2013	J ⁽¹⁾		826,746	D	\$ 0	7,440,718	I	See Footnotes (2) (10) (11) (12)
Common Stock	11/14/2013	11/14/2013	J ⁽¹⁾		130,418	D	\$ 0	1,173,770	I	See Footnotes (3) (10) (11) (12)
Common Stock	11/14/2013	11/14/2013	J ⁽¹⁾		561,317	D	\$ 0	5,051,859	I	See Footnotes (4) (10) (11)

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Common Stock	11/14/2013	11/14/2013	<u>J</u> ⁽¹⁾	3,984	D	\$ 0	35,864	I	(12) See Footnotes (5) (10) (11) (12)
Common Stock	11/14/2013	11/14/2013	<u>J</u> ⁽¹⁾	22,404	D	\$ 0	201,637	I	(12) See Footnotes (6) (10) (11) (12)
Common Stock	11/14/2013	11/14/2013	<u>J</u> ⁽¹⁾	45,381	D	\$ 0	408,429	I	(12) See Footnotes (7) (10) (11) (12)
Common Stock	11/14/2013	11/14/2013	J	56,697	A	\$ 0	56,697	I	By Family Trust ⁽⁸⁾
Common Stock							399,383	I	(12) See Footnotes (9) (10) (11) (12)

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

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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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Fisher John H N
 C/O DRAPER FISHER JURVETSON
 2882 SAND HILL ROAD, SUITE 150
 MENLO PARK, CA 94025

X X

Draper Associates Riskmasters Fund, LLC
 C/O DRAPER FISHER JURVETSON
 2882 SAND HILL ROAD, SUITE 150
 MENLO PARK, CA 94025

X X

Draper Associates Riskmasters Fund III, LLC
 C/O DRAPER FISHER JURVETSON
 2882 SAND HILL ROAD, SUITE 150
 MENLO PARK, CA 94025

X X

Signatures

/s/ John H.N. Fisher 11/18/2013

**Signature of Reporting Person Date

/s/ Timothy C. Draper, Managing Member, Draper Associates Riskmasters Fund, LLC 11/18/2013

**Signature of Reporting Person Date

s/ Timothy C. Draper, Managing Member, Draper Associates Riskmasters Fund III, LLC 11/18/2013

**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).
- On November 14, 2013, this fund made an in-kind distribution, without any additional consideration to its members, of that number of shares set forth in column 4, including shares distributed to the general partner of each fund. Mr. Fisher is one of several managing
- (1) directors of the general partner entities of these funds that directly hold shares and as such Mr. Fisher may be deemed to have voting and investment power with respect to such shares. Mr. Fisher disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.
 - (2) These shares are owned directly by Draper Fisher Jurvetson Fund IX, L.P.
 - (3) These shares are owned directly by Draper Fisher Jurvetson Fund X, L.P.
 - (4) These shares are owned directly by Draper Fisher Jurvetson Growth Fund 2006, L.P.
 - (5) These shares are owned directly by Draper Fisher Jurvetson Fund X, LLC.
 - (6) These shares are owned directly by Draper Fisher Jurvetson Fund IX, LLC.
 - (7) These shares are owned directly by Draper Fisher Jurvetson Partners Growth Fund 2006, LLC.
 - (8) On November 14, 2013, the reporting person received 56,697 shares in connection with the distributions described in footnote 1 above.
 - (9) Represents 177,612 shares held of record by Draper Associates, L.P., 160,396 shares held of record by Draper Associates Riskmasters Fund, LLC, and 61,375 shares held of record by Draper Associates Riskmasters Fund III, LLC.
 - (10) John H.N. Fisher is a member of the issuer's board of directors. Timothy C. Draper, John H.N. Fisher and Stephen T. Jurvetson are managing directors of the general partner entities of Draper Fisher Jurvetson Fund IX, L.P. (Fund IX) and Draper Fisher Jurvetson Fund X, L.P. (Fund X) that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Jurvetson Partners IX, LLC invests lockstep alongside Fund IX. Draper Fisher Jurvetson Partners X, LLC invests

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lockstep alongside Fund X. Draper Associates, L.P. (DALP) invests lockstep alongside Fund IX and Fund X.

The General Partner of DALP is Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C.

- (11) Draper. Draper Associates Riskmasters Fund, LLC (DARF) and Draper Associates Riskmasters Fund III, LLC (DARFIII) invest lockstep alongside Fund IX and Fund X, instead and in place of DALP beginning June 2010.

The Managing Member of DARF and DARFIII is Timothy C. Draper. John H.N. Fisher, Barry M. Schuler and Mark W. Baily are managing directors of the general partner entities of Draper Fisher Jurvetson Growth Fund 2006, L.P. (Growth Fund) that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Jurvetson Partners Growth Fund 2006, LLC (Growth Partners) invests lockstep alongside Growth Fund. The managing members of Growth Partners are John H.N. Fisher, Barry M. Schuler and Mark W. Baily. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

(12)

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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