Bywater David Form 4 September 07, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31, Expires:

2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Bywater David | | | 2. Issuer Name and Ticker or Trading Symbol Vivint Solar, Inc. [VSLR] | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|----------|----------|---|---|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | |
| 1800 WEST ASHTON BLVD | | | (Month/Day/Year) 09/06/2018 | X Director 10% OwnerX Officer (give title Other (specify below) Chief Executive Officer | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | |
| LEHI, UT 84043 | | | | Form filed by More than One Reporting Person | | |

| (City) | (State) | Tabl | e I - Non-I | Derivative | Secui | rities Acqu | ired, Disposed of | , or Beneficiall | y 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common | | | Code V | Amount | or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 09/06/2018 | | S | 7,000 | D | 5.0129 (1) | 764,177 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orNumber | Expiration Da | ate | Amount | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | 9 | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | Δ | Amount | | |
| | | | | | | | | 0 | | | |
| | | | | | | Date | Expiration | | Number | | |
| | | | | | | Exercisable | Date | 0 | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-------------------------|-------|--|--|--|--|
| Reporting Owner France / Francess | Director | 10% Owner | Officer | Other | | | | |
| Bywater David 1800 WEST ASHTON BLVD LEHI, UT 84043 | X | | Chief Executive Officer | | | | | |

Signatures

/s/ Dana C. Russell, 09/07/2018 attorney-in-fact

**Signature of Reporting Person

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).

reporting person's tax withholding obligations in connection with the settlement of an award of restricted stock units. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.95 to \$5.10, inclusive. The reporting person undertakes to provide to Vivint Solar, Inc., any security holder of Vivint Solar, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).

These shares were disposed of pursuant to the reporting person's Rule 10b5-1 trading plan in non-discretionary transactions to cover the

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