

Wong Rich  
Form 4  
November 28, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wong Rich

(Last) (First) (Middle)

C/O ACCEL PARTNERS, 428  
UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/27/2017

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|--|
|                                       |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)  | Price   |  |
| Common<br>Stock                       | 11/27/2017                              |   | J <sup>(1)</sup>                     |   | 3,906,340  | D   | \$ 0 0  | I<br><br>Held by<br>Accel X<br>L.P. <sup>(2)</sup> <sup>(3)</sup>                          |
| Common<br>Stock                       | 11/27/2017                              |   | J <sup>(1)</sup>                     |   | 293,182  | D   | \$ 0 0  | I<br><br>Held by<br>Accel X<br>Strategic<br>Partners<br>L.P. <sup>(3)</sup> <sup>(4)</sup> |
| Common<br>Stock                       | 11/27/2017                              |   | J <sup>(1)</sup>                     |   | 156,828  | D   | \$ 0 0  | I<br><br>Held by<br>Accel<br>Investors<br>2009   |

|                 |            |  |                  |        |   |      |                       |   |
|-----------------|------------|--|------------------|--------|---|------|-----------------------|---|
|                 |            |  |                  |        |   |      |                       | L.L.C. <sup>(3)</sup><br><u>(5)</u>   |
|                 |            |  |                  |        |   |      |                       | Held by<br>The Wong<br>Family<br>2006 Trust<br>dated<br>8/30/2006<br><u>(6)</u> |
| Common<br>Stock | 11/27/2017 |  | J <sup>(1)</sup> | 51,108 | A | \$ 0 | 219,495               | I   |
| Common<br>Stock |            |  |                  |        |   |      | 13,812 <sup>(7)</sup> | 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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Wong Rich<br>C/O ACCEL PARTNERS<br>428 UNIVERSITY AVENUE<br>PALO ALTO, CA 94301 | X             |           |         |       |

## Signatures

/s/ Jay Maloney,  
Attorney-in-Fact

11/28/2017

\_\_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).  
Transactions reported on this form represent pro rata distributions, and not a purchase or sale of securities, by Accel X L.P., Accel X Strategic Partners L.P., and Accel Investors 2009 L.L.C. to their respective general and limited partners or members without consideration.  
Accel X Associates L.L.C. ("A10A") is the General Partner of Accel X L.P. ("A10") and has the sole voting and investment power.
- (1) Richard P. Wong, a director of the Issuer, is a Managing Member of A10A and shares such powers with A10A's other Managing Members.
- (3) Richard P. Wong, as a Managing Member, disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (4) A10A is the General Partner of Accel X Strategic Partners L.P. ("A10SP") and has the sole voting and investment power. Richard P. Wong, a director of the Issuer, is a Managing Member of A10A and shares such powers with A10A's other Managing Members.
- (5) Richard P. Wong, a director of the Issuer, is a Managing Member of Accel Investors 2009 L.L.C. and therefore shares the voting and investment powers with its other Managing Members.
- (6) Richard P. Wong, a director of the Issuer, is Trustee of The Wong Family 2006 Trust dated 8/30/2006 and therefore has voting and investment powers.
- (7) Each share is represented by a Restricted Stock Unit ("RSU"). The RSUs will fully vest on January 1, 2018, subject to the Reporting Person's continued service as of that date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.