

Sunrun Inc.
Form 4
May 17, 2016

FORM 4

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

OMB APPROVAL

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

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 *
ELMORE WILLIAM B

(Last) (First) (Middle)

**C/O FOUNDATION CAPITAL, 250
MIDDLEFIELD ROAD**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/16/2016		J ⁽¹⁾	3,000,000 D \$ 0	13,041,468	I	By Foundation Capital VI, L.P. ⁽²⁾
Common Stock	05/16/2016		J ⁽³⁾	360,500 A \$ 0	360,500	I	By Foundation Capital Management Co. VI, L.L.C. ⁽²⁾
Common Stock	05/16/2016		J ⁽⁴⁾	360,500 D \$ 0	0	I	By Foundation Capital Management Co. VI, L.L.C.

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Common Stock	05/16/2016	<u>J⁽⁴⁾</u>	33,162	A	\$ 0	33,162	I	⁽²⁾ By William B Elmore Revocable Trust ⁽⁵⁾
Common Stock	05/16/2016	<u>J⁽⁴⁾</u>	32,517	A	\$ 0	32,517	I	By Holland/Yates Family Trust dtd 7/23/1999 ⁽⁶⁾
Common Stock	05/16/2016	<u>J⁽⁴⁾</u>	5,419	A	\$ 0	5,419	I	By The Holland Childrens Trust ⁽⁷⁾
Common Stock	05/16/2016	<u>J⁽⁴⁾</u>	37,692	A	\$ 0	37,692	I	By Moldow Family Trust dated 11/11/2003 ⁽⁸⁾
Common Stock	05/16/2016	<u>J⁽⁴⁾</u>	4,789	A	\$ 0	4,789	I	By The Moldow 2008 Childrens Trust ⁽⁹⁾
Common Stock	05/16/2016	<u>J⁽⁴⁾</u>	40,785	A	\$ 0	40,785	I	By Warren M. Weiss Trust UA dated 7/20/2005 ⁽¹⁰⁾
Common Stock	05/16/2016	<u>J⁽⁴⁾</u>	7,602	A	\$ 0	7,602	I	By Ally L. Weiss GST Exempt Trust ⁽¹¹⁾
Common Stock	05/16/2016	<u>J⁽⁴⁾</u>	7,602	A	\$ 0	7,602	I	By Shane T. Weiss GST Exempt Trust ⁽¹²⁾
Common Stock	05/16/2016	<u>J⁽⁴⁾</u>	8,509	A	\$ 0	8,509	I	By Koontz Revocable Trust U/A/D 6/29/1998 ⁽¹³⁾
Common Stock	05/16/2016	<u>J⁽⁴⁾</u>	14,759	A	\$ 0	14,759	I	By Michael N. & Mary G. Schuh 1990 Family Trust ⁽¹⁴⁾
Common Stock	05/16/2016	<u>J⁽⁴⁾</u>	961	A	\$ 0	961	I	By Foundation Capital, LLC

Common Stock	05/17/2016		S ⁽¹⁶⁾	961	D	\$ 6.21	0	I	(15) By Foundation Capital, LLC (15)
Common Stock							179,238	I	By: Foundation Capital VI Principals Fund, LLC (2)

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 (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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELMORE WILLIAM B C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
HOLLAND PAUL R C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
			X	

KOONTZ PAUL G
 C/O FOUNDATION CAPITAL
 250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

SCHUH MICHAEL N
 C/O FOUNDATION CAPITAL
 250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

X

Weiss Warren M
 C/O FOUNDATION CAPITAL
 250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

X

Moldow Charles
 C/O FOUNDATION CAPITAL
 250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

X

Signatures

David Singer as Attorney-In-Fact for William Elmore

05/17/2016

__Signature of Reporting Person

Date

David Singer as Attorney-in-Fact for Paul Holland

05/17/2016

__Signature of Reporting Person

Date

David Singer as Attorney-in-Fact for Paul Koontz

05/17/2016

__Signature of Reporting Person

Date

David Singer as Attorney-in-Fact for Michael Schuh

05/17/2016

__Signature of Reporting Person

Date

David Singer as Attorney-in-Fact for Warren Weiss

05/17/2016

__Signature of Reporting Person

Date

David Singer as Attorney-in-Fact for Charles Moldow

05/17/2016

__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).

(1) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital VI, L.P. effected following the close of the trading market on May 16, 2016 without consideration to its limited partners and its general partner, Foundation Capital Management Co. VI, L.L.C.

(2) Foundation Capital Management Co. VI, LLC is the sole manager of Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC and has sole voting and investment power with respect to the shares held by Foundation Capital VI, L.P. and Foundation

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Capital VI Principals Fund, LLC. William B. Elmore, Paul G. Koontz, Michael N. Schuh, Paul R. Holland, Steve P. Vassallo, Charles P. Moldow and Warren M. Weiss are managing members of Foundation Capital Management Co. VI, LLC, and may be deemed to share voting and investment power over the shares owned by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. Each of the managing members of Foundation Capital Management Co. VI, LLC disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his or her pecuniary interest therein.

- (3) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital VI, L.P. described in footnote 1 above.
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital Management Co. VI, LLC effected following the close of the trading market on May 16, 2016 without consideration to its members.

The shares are held by the William B. Elmore Revocable Trust (the "Elmore Trust"). William B. Elmore is a trustee of the Elmore Trust.
- (5) The Reporting Person disclaims beneficial ownership of the shares held by the Elmore Trust except to the extent of his proportionate pecuniary interest therein.

The shares are held by the Holland/Yates Family Trust dtd 7/23/1999 (the "Holland Family Trust"). Paul R. Holland is a trustee of the Holland Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Holland Family Trust except to the extent of his proportionate pecuniary interest therein.
- (6) The shares are held by The Holland Children's Trust (the "Holland Children's Trust"). Paul R. Holland is a trustee of the Holland Children's Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Holland Children's Trust except to the extent of his proportionate pecuniary interest therein.
- (7) The shares are held by the Moldow Family Trust dated 11/11/2003 (the "Moldow Family Trust"). Charles Moldow is a trustee of the Moldow Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Moldow Family Trust except to the extent of his proportionate pecuniary interest therein.
- (8) The shares are held by The Moldow 2008 Children's Trust (the "Moldow Children's Trust"). Charles Moldow is a trustee of the Moldow Children's Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Moldow Children's Trust except to the extent of his proportionate pecuniary interest therein.
- (9) The shares are held by The Warren M. Weiss Trust UA dated 7/20/2005 (the "Weiss Trust"). Warren M. Weiss is a trustee of the Weiss Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Weiss Trust except to the extent of his proportionate pecuniary interest therein.
- (10) The shares are held by the ALLY L. WEISS GST EXEMPT TRUST (the "ALLY Trust"), a trust controlled by or for the benefit of one or more of Warren M. Weiss' family members. The Reporting Person disclaims beneficial ownership of the shares held by the ALLY Trust except to the extent of his proportionate pecuniary interest therein.
- (11) The shares are held by the SHANE T. WEISS GST EXEMPT TRUST (the "SHANE Trust"), a trust controlled by or for the benefit of one or more of Warren M. Weiss' family members. The Reporting Person disclaims beneficial ownership of the shares held by the SHANE Trust except to the extent of his proportionate pecuniary interest therein.
- (12) The shares are held by the Koontz Revocable Trust U/A/D 6/29/1998 (the "Koontz Trust"). Paul G. Koontz is a trustee of the Koontz Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Koontz Trust except to the extent of his proportionate pecuniary interest therein.
- (13) The shares are held by the Michael N. & Mary G. Schuh 1990 Family Trust (the "Schuh Trust"). Michael N. Schuh is a trustee of the Schuh Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Schuh Trust except to the extent of his proportionate pecuniary interest therein.
- (14) Paul R. Holland, Warren M. Weiss, Charles Moldow and Steve Vassallo are managers of Foundation Capital, LLC. Foundation Capital, LLC is under common control with Foundation Capital Management Co. VI, LLC. As such, each of the managers may be deemed to share voting and investment power over the shares owned by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. Each of the managers disclaim beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein.
- (15) On 5/17/2016, Foundation Capital, LLC sold 961 shares of 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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