

MORGAN STANLEY
Form 3
November 28, 2018

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 *

Â MORGAN STANLEY
(Last) (First) (Middle)

1585 BROADWAY
(Street)

NEW YORK,Â NYÂ 10036
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/23/2018

3. Issuer Name **and** Ticker or Trading Symbol
Bloom Energy Corp [BE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ 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)

Class A Common Stock

1,669

I By subsidiary

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)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	3,615,315	\$ 0	I	By subsidiary
Call Option (right to buy)	Â <u>(2)</u>	12/21/2018	Class A Common Stock	100	\$ 12.5	I	By subsidiary
Call Option (right to buy)	Â <u>(2)</u>	12/21/2018	Class A Common Stock	1,500	\$ 15	I	By subsidiary
Put Option (right to sell)	Â <u>(2)</u>	12/21/2018	Class A Common Stock	100	\$ 15	I	By subsidiary
Call Option (right to buy)	Â <u>(2)</u>	02/15/2019	Class A Common Stock	800	\$ 20	I	By subsidiary
Call Option (right to buy)	Â <u>(2)</u>	02/15/2019	Class A Common Stock	13,700	\$ 25	I	By subsidiary
Call Option (right to buy)	Â <u>(2)</u>	02/15/2019	Class A Common Stock	300	\$ 15	I	By subsidiary
Put Option (right to sell)	Â <u>(2)</u>	02/15/2019	Class A Common Stock	1,100	\$ 15	I	By subsidiary
Put Option (right to sell)	Â <u>(2)</u>	02/15/2019	Class A Common Stock	1,700	\$ 17.5	I	By subsidiary
Call Option (right to buy)	Â <u>(2)</u>	05/17/2019	Class A Common Stock	100	\$ 30	I	By subsidiary
Call Option (right to buy)	Â <u>(2)</u>	05/17/2019	Class A Common Stock	2,700	\$ 35	I	By subsidiary
Put Option (right to sell)	Â <u>(2)</u>	05/17/2019	Class A Common Stock	2,800	\$ 15	I	By subsidiary
Put Option (right to sell)	Â <u>(2)</u>	05/17/2019	Class A Common Stock	100	\$ 17.5	I	By subsidiary
Put Option (obligation to buy)	Â <u>(3)</u>	12/21/2018	Class A Common Stock	3,100	\$ 10	I	By subsidiary

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Call Option (obligation to sell)	Â (3)	02/15/2019	Class A Common Stock	8,600	\$ 22.5	I	By subsidiary
Call Option (obligation to sell)	Â (3)	02/15/2019	Class A Common Stock	600	\$ 45	I	By subsidiary
Put Option (obligation to buy)	Â (3)	02/15/2019	Class A Common Stock	1,600	\$ 30	I	By subsidiary
Call Option (obligation to sell)	Â (3)	05/17/2019	Class A Common Stock	1,900	\$ 25	I	By subsidiary
Call Option (obligation to sell)	Â (3)	05/17/2019	Class A Common Stock	1,000	\$ 40	I	By subsidiary
Call Option (obligation to sell)	Â (3)	12/21/2018	Class A Common Stock	100	\$ 22.5	I	By subsidiary
Call Option (obligation to sell)	Â (3)	12/21/2018	Class A Common Stock	700	\$ 25	I	By subsidiary

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	Â	Â X	Â	Â

Signatures

/s/ Christina Huffman, Authorized Signatory

11/28/2018

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Subject to the terms of the applicable lock-up agreement, the shares of Class B Common Stock are convertible into Class A Common Stock upon the election of the reporting person at any time. All the outstanding shares of Class B Common Stock will convert automatically into shares of Class A Common Stock upon the date that is the earliest to occur of (i) immediately prior to the close of business on the fifth anniversary of July 27, 2018, (ii) immediately prior to the close of business on the date on which the outstanding shares of Class B Common Stock represent less than 5% of the aggregate number of shares of Class A Common Stock and Class B Common Stock then outstanding, (iii) the date and time, or the occurrence of an event, specified in a written conversion election delivered by KR Sridhar to the Secretary or Chairman of the Board of Directors of the Issuer to so convert all shares of Class B Common Stock or (iv) immediately following the date of the death of KR Sridhar.

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(2) Exercisable by the reporting person at any time.

(3) Exercisable by the holder at any time.

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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