Pattern Energy Group Inc.
Form 4
October 09, 2013

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
R/C Renewable Energy GP II, L.L.C.

(Last) (First) (Middle)

712 FIFTH AVENUE, 36TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Pattern Energy Group Inc. [PEGI]

3. Date of Earliest Transaction (Month/Day/Year)
10/08/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ 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			
Class A Common Stock	10/02/2013		A		184,001	D	(1)	19,261,099	I	See footnotes (2) (3)
Class A Common Stock	10/08/2013		S		2,400,000	D	$ 20.79	16,861,099	I	See footnotes (2) (3)

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 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 Owne Follo Repo Trans (Instr
				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
R/C Renewable Energy GP II, L.L.C. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019	X	X		
Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019	X	X		
R/C Wind II LP 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019	X	X		
Pattern Energy Group Holdings GP LLC 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019	X	X		
Pattern Energy Group Holdings LP PIER 1, BAY 3 SAN FRANCISCO, CA 94111	X	X		
Pattern Energy GP, LLC PIER 1, BAY 3 SAN FRANCISCO, CA 94111	X	X		
Pattern Energy Group LP PIER 1, BAY 3 SAN FRANCISCO, CA 94111	X	X		
Pattern Renewables GP LLC PIER 1, BAY 3 SAN FRANCISCO, CA 94111	X	X		

Pattern Renewables LP PIER 1, BAY 3 SAN FRANCISCO, CA 94111		X	X

Signatures

R/C Renewable Energy GP II, LLC By: /s/Thomas Walker Title: Authorized Person	10/09/2013
**Signature of Reporting Person	Date
Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. By: R/C Renewable Energy GP II, LLC, its sole member By: /s/Thomas WalkerTitle: Authorized Person	10/09/2013
**Signature of Reporting Person	Date
R/C Wind II LP By: Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., its general partner By: R/C Renewable Energy GP II, LLC, its sole member By: /s/Thomas Walker Title: Authorized Person	10/09/2013
**Signature of Reporting Person	Date
Pattern Energy Group Holdings GP LLC By: R/C Wind II LP, its managing member By: Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., its general partner By: R/C Renewable Energy GP II, LLC, its sole member By: /s/Thomas Walker Title: Authorized Person	10/09/2013
**Signature of Reporting Person	Date
Pattern Energy Group Holdings LP By: /s/Daniel M. Elkort Title: Vice President	10/09/2013
**Signature of Reporting Person	Date
Pattern Energy GP, LLC By: /s/Daniel M. Elkort Title: Vice President	10/09/2013
**Signature of Reporting Person	Date
Pattern Energy Group LP By: /s/Dyann S. Blaine Title: Vice President	10/09/2013
**Signature of Reporting Person	Date
Pattern Renewables GP, LLC By: /s/Dyann S. Blaine Title: Vice President	10/09/2013
**Signature of Reporting Person	Date
Pattern Renewables LP By: /s/Dyann S. Blaine Title: Vice President	10/09/2013
**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).

(1) The reporting persons disposed of the Class A Common Stock in exchange for limited partnership interests in Pattern Energy Group LP having an estimated market value of $4.0 million.

(2) By Pattern Renewables LP. Pattern Renewables GP LLC is the general partner of Pattern Renewables LP. Pattern Energy Group LP is the sole member of Pattern Renewables GP LLC. Pattern Energy GP, LLC is the general partner of Pattern Energy Group LP. Pattern Energy Group Holdings LP is the managing member of Pattern Energy GP, LLC. Pattern Energy Group Holdings GP LLC is the general partner of Pattern Energy Group Holdings LP. R/C Wind II LP is the managing member of Pattern Energy Group Holdings GP LLC.

Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. is the general partner of R/C Wind II LP. R/C Renewable Energy GP II, LLC is the managing member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C.

(3) R/C Renewable Energy GP II, LLC is managed by an eight-person investment committee. Pierre F. Lapeyre, Jr., David M. Leuschen, Ralph C. Alexander, Lord John Browne, Michael B. Hoffman, Stephen J. Schaefer, Daniel A. D'Aniello and Edward J. Mathias, as the members of the investment committee of R/C Renewable Energy GP II, LLC, may be deemed to share beneficial ownership of the shares beneficially owned by R/C Wind II LP. Such individuals expressly disclaim any such beneficial ownership.

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.

Explanation of Responses: