

Sunrun Inc.
Form 4
September 13, 2016

FORM 4

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

OMB APPROVAL

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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 *
Vassallo Steven

(Last) (First) (Middle)
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)
09/12/2016

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 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/12/2016		J ⁽¹⁾		1,100,000	D	\$ 0	10,841,468	I	By Foundation Capital VI, L.P. ⁽²⁾
Common Stock	09/12/2016		J ⁽²⁾		283,250	A	\$ 0	283,250	I	By Foundation Capital Management Co. VI, L.L.C. ⁽²⁾
Common Stock	09/12/2016		J ⁽³⁾		283,250	D	\$ 0	0	I	By Foundation

Common Stock	09/12/2016	J ⁽³⁾	755	A	\$ 0	755	I	Capital Management Co. VI, L.L.C. ⁽²⁾ By Foundation Capital, LLC ⁽⁴⁾
Common Stock	09/12/2016	J ⁽⁵⁾	89,619	D	\$ 0	0	I	By Foundation Capital VI Principals Fund, LLC ⁽²⁾
Common Stock	09/12/2016	J ⁽⁶⁾	25,687	A	\$ 0	51,200	I	Vassallo Family Revocable Trust dated 7/15/02 ^{(2) (7)}
Common Stock	09/13/2016	S ⁽⁸⁾	755	D	\$ 5.73 ⁽⁹⁾	0	I	By Foundation Capital, LLC ⁽⁴⁾

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.

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(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 (Instr. 6)
				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
Vassallo Steven 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	X	X		

Signatures

/s/ David Singer as Attorney-In-Fact for Steve Vassallo 09/13/2016

__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 September 12, 2016 without consideration to its limited partners and its general partner, Foundation Capital Management Co. VI, L.L.C. Transaction pursuant to a 10b5-1 Plan dated May 31, 2016.

(2) Foundation Capital Management Co. VI, L.L.C. is the sole general partner and manager of Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC, respectively, and has sole voting and investment power with respect to the shares held by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund. The Reporting Person is a managing member of Foundation Capital Management Co. VI, L.L.C., 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. The Reporting Person disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein.

(3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital Management Co. VI, L.L.C. effected following the close of the trading market on September 12, 2016 without consideration to its members. Transaction pursuant to a 10b5-1 Plan dated May 31, 2016.

(4) The Reporting Person is a manager of Foundation Capital, LLC. Foundation Capital, LLC is under common control with Foundation Capital Management Co. VI, L.L.C. As such, the Reporting Person 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. The Reporting Person disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein.

(5) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital VI Principals Fund, LLC effected following the close of the trading market on September 12, 2016 without consideration to its members. Transaction pursuant to a 10b5-1 Plan dated May 31, 2016.

(6) 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.

(7) The shares are held by the Vassallo Family Revocable Trust dated 7/15/02 (the "Vassallo Family Trust"). Steve P. Vassallo is a trustee of the Vassallo Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Vassallo Family Trust except to the extent of his proportionate pecuniary interest therein.

(8) On September 13, 2016, Foundation Capital, LLC sold 755 shares of stock pursuant to a 10b5-1 Plan dated May 31, 2016.

(9) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$5.61 to \$5.99 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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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