

TerraForm Power, Inc.
Form SC 13D/A
January 23, 2017

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 7)*

TerraForm Power, Inc.
(Name of Issuer)

Common stock, Class A, \$0.01 par value
(Title of Class of Securities)

88104R100
(CUSIP Number)

A.J. Silber
Brookfield Asset Management Inc.
Brookfield Place
181 Bay Street, Suite 300
Toronto, Ontario M5J 2T3
(416) 363-9491
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 20, 2017
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 88104R100

| | |
|----|---|
| 1 | NAMES OF REPORTING PERSONS BROOKFIELD ASSET MANAGEMENT INC. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) AF |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION ONTARIO |
| 7 | SOLE VOTING POWER |
| 8 | SHARED VOTING POWER 11,075,000 |
| 9 | SOLE DISPOSITIVE POWER |
| 10 | SHARED DISPOSITIVE POWER 11,075,000 |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11,075,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

12.12%⁽¹⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

(1) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

CUSIP No. 88104R100

| | |
|---|---|
| 1 | NAMES OF REPORTING PERSONS |
| | PARTNERS LIMITED |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) |
| | AF |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | ONTARIO |
| | SOLE VOTING POWER |
| | 7 |
| 8 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | SHARED VOTING POWER |
| | 11,075,000 |
| | SOLE DISPOSITIVE POWER |
| | 9 |
| | SHARED DISPOSITIVE POWER |
| | 10 |
| | 11,075,000 |

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11,075,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

12.12%⁽²⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

(2) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

CUSIP No. 88104R100

NAMES OF REPORTING PERSONS

1
BROOKFIELD ASSET
MANAGEMENT PRIVATE
INSTITUTIONAL CAPITAL
ADVISER (CANADA), L.P.

2
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) (b)

3
SEC USE ONLY

4
SOURCE OF FUNDS (SEE
INSTRUCTIONS)

AF

5
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6
CITIZENSHIP OR PLACE OF
ORGANIZATION

ONTARIO

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

10,450,000

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

10,450,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10,450,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

11.44%⁽³⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

(3) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

CUSIP No. 88104R100

| | |
|----|---|
| 1 | NAMES OF REPORTING PERSONS BROOKFIELD INFRASTRUCTURE FUND III GP LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) AF |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE |
| 7 | SOLE VOTING POWER |
| 8 | SHARED VOTING POWER 10,450,000 |
| 9 | SOLE DISPOSITIVE POWER |
| 10 | SHARED DISPOSITIVE POWER 10,450,000 |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10,450,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

11.44%⁽⁴⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

(4) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

CUSIP No. 88104R100

| | |
|---|---|
| 1 | NAMES OF REPORTING PERSONS |
| | ORION US GP LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) |
| | AF |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE |
| | SOLE VOTING POWER |
| | 7 |
| 8 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | SHARED VOTING POWER |
| | 10,450,000 |
| | SOLE DISPOSITIVE POWER |
| | 9 |
| | SHARED DISPOSITIVE POWER |
| | 10 |
| | 10,450,000 |

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10,450,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

11.44%⁽⁵⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

(5) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

CUSIP No. 88104R100

| | |
|---|---|
| 1 | NAMES OF REPORTING PERSONS |
| | ORION US HOLDINGS 1 L.P. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) |
| | BK |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE |
| | SOLE VOTING POWER |
| | 7 |
| 8 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | SHARED VOTING POWER |
| | 10,450,000 |
| | SOLE DISPOSITIVE POWER |
| | 9 |
| | SHARED DISPOSITIVE POWER |
| | 10 |
| | 10,450,000 |

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10,450,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

11.44%⁽⁶⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

(6) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

CUSIP No. 88104R100

NAMES OF REPORTING PERSONS

1
BROOKFIELD ASSET
MANAGEMENT PRIVATE
INSTITUTIONAL CAPITAL
ADVISER (CREDIT) LLC

2
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) (b)

3
SEC USE ONLY

4
SOURCE OF FUNDS (SEE
INSTRUCTIONS)

AF

5
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6
CITIZENSHIP OR PLACE OF
ORGANIZATION

DELAWARE

7
SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8
SHARED VOTING POWER
625,000

9
SOLE DISPOSITIVE POWER

10
SHARED DISPOSITIVE POWER
625,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

625,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.68%⁽⁷⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

(7) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

CUSIP No. 88104R100

| | |
|----|---|
| 1 | NAMES OF REPORTING PERSONS BROOKFIELD CREDIT OPPORTUNITIES FUND GP, LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) AF |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE |
| 7 | SOLE VOTING POWER |
| 8 | SHARED VOTING POWER 625,000 |
| 9 | SOLE DISPOSITIVE POWER |
| 10 | SHARED DISPOSITIVE POWER 625,000 |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

625,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.68%⁽⁸⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

(8) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

CUSIP No. 88104R100

| | | |
|---|---|--------------------------|
| | NAMES OF REPORTING PERSONS | |
| 1 | BROOKFIELD CREDIT OPPORTUNITIES MASTER FUND, L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| | (a) (b) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) | |
| | AF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | CAYMAN ISLANDS | |
| | 7 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER |
| | | 625,000 |
| | 9 | SOLE DISPOSITIVE POWER |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 625,000 |

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

625,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.68%⁽⁹⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

(9) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

This Amendment No. 7 (this “Amendment No. 7”) to Schedule 13D is being filed by Orion US Holdings 1 L.P., Orion US GP LLC, Brookfield Infrastructure Fund III GP LLC, Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P., Brookfield Credit Opportunities Master Fund, L.P., Brookfield Credit Opportunities Fund GP, LLC, Brookfield Asset Management Private Institutional Capital Adviser (Credit) LLC, Brookfield Asset Management Inc. and Partners Limited to amend the Schedule 13D filed on June 29, 2016 (the “Original Schedule 13D”), as amended by Amendment No. 1 to the Original Schedule 13D, filed on July 22, 2016, Amendment No. 2 to the Original Schedule 13D, filed on October 19, 2016, Amendment No. 3 to the Original Schedule 13D, filed on November 10, 2016, Amendment No. 4 to the Original Schedule 13D, filed on November 18, 2016, Amendment No. 5 to the Original Schedule 13D, filed on December 5, 2016, and Amendment No. 6 to the Original Schedule 13D, filed on January 10, 2017 (as so amended, the “Amended Schedule 13D”), with respect to beneficial ownership of the shares of Class A common stock, \$0.01 par value per share, of TerraForm Power, Inc., a corporation organized under the laws of the state of Delaware.

The Reporting Persons and Appaloosa are individually filing pursuant to Rule 13d-1(k) under the Act.

This Amendment No. 7 hereby amends Item 4 and Item 6 of the Amended Schedule 13D as follows:

Item 4. Purpose of Transaction.

Item 4 of the Amended Schedule 13D is hereby amended by adding the following:

In addition to the proposals previously submitted on January 9, 2017 by Brookfield (the “Original Proposals”), Brookfield made an additional oral proposal to the Issuer (the “Additional Proposal”) in respect of a potential transaction on alternate terms from the Original Proposals in which Brookfield would purchase 100% of the Issuer for \$12.00 cash per share on a fully diluted basis, conditioned on the purchase by Brookfield of either 100% of GLBL or at least 50% of GLBL in a sponsorship transaction.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Amended Schedule 13D is hereby amended by adding the following:

On January 20, 2017, Brookfield entered into an exclusivity agreement with the Issuer, pursuant to which the Issuer and Brookfield will work together in respect of the Original Proposals and the Additional Proposal. Brookfield has also entered into an exclusivity agreement with GLBL with respect to a potential transaction involving Brookfield and GLBL. The exclusivity period with respect to the Issuer is scheduled to expire at 11:59 p.m. New York City time on February 21, 2017 and at the same time on March 6, 2017 with respect to GLBL.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

January 23, 2017

ORION US HOLDINGS

1 L.P.

by its general partner

ORION US GP LLC

By: /s/ Fred Day

Name: Fred Day

Title: Vice President

ORION US GP LLC

By: /s/ Fred Day

Name: Fred Day

Title: Vice President

BROOKFIELD

INFRASTRUCTURE

FUND III GP LLC

By: /s/ Fred Day

Name: Fred Day

Title: Vice President

BROOKFIELD ASSET

MANAGEMENT

PRIVATE

INSTITUTIONAL

CAPITAL ADVISER

(CANADA), L.P.,

by its general partner,

BROOKFIELD

PRIVATE FUNDS

HOLDINGS INC.

By:/s/ James Rickert
Name: James Rickert
Title: Vice President

**BROOKFIELD CREDIT
OPPORTUNITIES**

MASTER FUND, L.P. by
its general partner,
BROOKFIELD CREDIT
OPPORTUNITIES FUND
GP, LLC

By: /s/ Barry Blattman
Name: Barry Blattman
Title: Chairman

BROOKFIELD CREDIT
OPPORTUNITIES FUND
GP, LLC

By: /s/ Barry Blattman
Name: Barry Blattman
Title: Chairman

BROOKFIELD ASSET
MANAGEMENT PRIVATE
INSTITUTIONAL CAPITAL
ADVISER (CREDIT) LLC

By: /s/ Barry Blattman
Name: Barry Blattman
Title: President and Treasurer

BROOKFIELD ASSET
MANAGEMENT INC.

By: /s/ A.J. Silber
Name: A.J. Silber
Title: Vice-President, Legal Affairs

PARTNERS LIMITED

By: /s/ Brian D. Lawson
Name: Brian D. Lawson
Title: President

