

Sunrun Inc.
Form 4
July 05, 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 *
Foundation Capital Management Co. VI, LLC

(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)
06/30/2016

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/30/2016 | | J ⁽¹⁾ | | 1,100,000 | D | \$ 0 | 11,941,468 | I | By Foundation Capital VI, L.P. ⁽²⁾ |
| Common Stock | 06/30/2016 | | J ⁽²⁾ | | 283,250 | A | \$ 0 | 283,250 | I | By Foundation Capital Management Co. VI, L.L.C. ⁽²⁾ |
| Common Stock | 06/30/2016 | | J ⁽³⁾ | | 283,250 | D | \$ 0 | 0 | I | By Foundation |

| Common Stock | 06/30/2016 | J ⁽³⁾ | 755 | A | \$ 0 | 755 | I | | Capital Management Co. VI, L.L.C. ⁽²⁾ By Foundation Capital, LLC ⁽⁴⁾ |
|--------------|------------|------------------|--------|---|------------------------|--------|---|--|---|
| Common Stock | 06/30/2016 | J ⁽⁵⁾ | 89,619 | D | \$ 0 | 89,619 | I | | By Foundation Capital VI Principals Fund, LLC ⁽²⁾ |
| Common Stock | 07/01/2016 | S ⁽⁶⁾ | 755 | D | \$ 5.47 ⁽⁷⁾ | 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 Following 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

X

Foundation Capital Management Co. VI, LLC
 250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

Foundation Capital VI Principals Fund, LLC
 250 MIDDLEFIELD ROAD X
 MENLO PARK, CA 94025

FOUNDATION CAPITAL VI LP
 250 MIDDLEFIELD ROAD X
 MENLO PARK, CA 94025

Foundation Capital, LLC
 250 MIDDLEFIELD ROAD X
 MENLO PARK, CA 94025

Signatures

/s/ David Singer as Attorney-In-Fact for Foundation Capital Management Co. VI, L.L.C. 07/05/2016

__Signature of Reporting Person Date

/s/ David Singer as Attorney-In-Fact for Foundation Capital VI Principals Fund, L.L.C. 07/05/2016

__Signature of Reporting Person Date

/s/ David Singer as Attorney-In-Fact for Foundation Capital VI, L.P. 07/05/2016

__Signature of Reporting Person Date

/s/ David Singer as Attorney-in-Fact for Foundation Capital, LLC 07/05/2016

__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).

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 June 30, 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.

Foundation Capital Management Co. VI, L.L.C. 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 Capital VI Principals Fund, LLC. William B. Elmore, Paul G. Koontz, Michael N. Schuh, Paul R. Holland, Steve P. Vassallo, Charles P.

(2) Moldow and Warren M. Weiss are managing members 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. Each of the managing members of Foundation Capital Management Co. VI, L.L.C. disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his or her pecuniary interest therein.

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 June 30, 2016 without consideration to its members. Transaction pursuant to a 10b5-1 Plan dated May 31, 2016.

(4) 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, L.L.C. 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.

(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 June 30, 2016 without consideration to its members. Transaction pursuant to a 10b5-1 Plan

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dated May 31, 2016.

- (6) On July 1, 2016, Foundation Capital, LLC sold 755 shares of stock pursuant to a 10b5-1 Plan dated May 31, 2016.
- (7) All shares were sold at this price.

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.