

Sunrun Inc.  
 Form 3/A  
 August 06, 2015

**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 *<br>Â ELMORE WILLIAM B<br>(Last) (First) (Middle)<br><br>C/O FOUNDATION<br>CAPITAL, Â 250<br>MIDDLEFIELD ROAD<br>(Street)<br><br>MENLO PARK, Â CA Â 94025<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>08/06/2015 | 3. Issuer Name and Ticker or Trading Symbol<br>Sunrun Inc. [RUN] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year)<br>08/04/2015 | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)  |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------|
| Common Stock                       | 521,191                                                  | I                                                                 | Foundation Capital VI, L.P. <sup>(1)</sup>                |
| Common Stock                       | 5,823                                                    | I                                                                 | Foundation Capital VI Principals Fund, LLC <sup>(1)</sup> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
|                                               | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                                | Amount or<br>Number of<br>Shares |                                                                    |                                                                                                      |                                                             |
| Series A Preferred Stock<br>(Convertible)     | Â (2)                                                          | Â (2)              | Common<br>Stock                                                                      | 8,256,563                        | \$ (2)                                                             | I                                                                                                    | Foundation<br>Capital VI, L.P. (1)                          |
| Series A Preferred Stock<br>(Convertible)     | Â (2)                                                          | Â (2)              | Common<br>Stock                                                                      | 92,255                           | \$ (2)                                                             | I                                                                                                    | Foundation<br>Capital VI<br>Principals Fund,<br>LLC (1)     |
| Series B Preferred Stock<br>(Convertible)     | Â (3)                                                          | Â (3)              | Common<br>Stock                                                                      | 2,756,383                        | \$ (3)                                                             | I                                                                                                    | Foundation<br>Capital VI, L.P. (1)                          |
| Series B Preferred Stock<br>(Convertible)     | Â (3)                                                          | Â (3)              | Common<br>Stock                                                                      | 30,798                           | \$ (3)                                                             | I                                                                                                    | Foundation<br>Capital VI<br>Principals Fund,<br>LLC (1)     |
| Series C Preferred Stock<br>(Convertible)     | Â (4)                                                          | Â (4)              | Common<br>Stock                                                                      | 3,916,208                        | \$ (4)                                                             | I                                                                                                    | Foundation<br>Capital VI, L.P. (1)                          |
| Series C Preferred Stock<br>(Convertible)     | Â (4)                                                          | Â (4)              | Common<br>Stock                                                                      | 43,757                           | \$ (4)                                                             | I                                                                                                    | Foundation<br>Capital VI<br>Principals Fund,<br>LLC (1)     |
| Series D Preferred Stock<br>(Convertible)     | Â (5)                                                          | Â (5)              | Common<br>Stock                                                                      | 357,150                          | \$ (5)                                                             | I                                                                                                    | Foundation<br>Capital VI, L.P. (1)                          |
| Series D Preferred Stock<br>(Convertible)     | Â (5)                                                          | Â (5)              | Common<br>Stock                                                                      | 3,991                            | \$ (5)                                                             | I                                                                                                    | Foundation<br>Capital VI<br>Principals Fund,<br>LLC (1)     |
| Series E Preferred Stock<br>(Convertible)     | Â (6)                                                          | Â (6)              | Common<br>Stock                                                                      | 198,809                          | \$ (6)                                                             | I                                                                                                    | Foundation<br>Capital VI, L.P. (1)                          |
| Series E Preferred Stock<br>(Convertible)     | Â (6)                                                          | Â (6)              | Common<br>Stock                                                                      | 2,221                            | \$ (6)                                                             | I                                                                                                    | Foundation<br>Capital VI<br>Principals Fund,<br>LLC (1)     |

## Reporting Owners

| Reporting Owner Name / Address             | Relationships |           |         |       |
|--------------------------------------------|---------------|-----------|---------|-------|
|                                            | Director      | 10% Owner | Officer | Other |
| ELMORE WILLIAM B<br>C/O FOUNDATION CAPITAL | Â             | Â X       | Â       | Â     |

250 MIDDLEFIELD ROAD  
MENLO PARK, CA 94025

HOLLAND PAUL R  
C/O FOUNDATION CAPITAL     ^     ^ X     ^     ^  
250 MIDDLEFIELD ROAD  
MENLO PARK, CA 94025

KOONTZ PAUL G  
C/O FOUNDATION CAPITAL     ^     ^ X     ^     ^  
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MENLO PARK, CA 94025

Moldow Charles  
C/O FOUNDATION CAPITAL     ^     ^ X     ^     ^  
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MENLO PARK, CA 94025

Redelfs Richard  
C/O FOUNDATION CAPITAL     ^     ^ X     ^     ^  
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SCHUH MICHAEL N  
C/O FOUNDATION CAPITAL     ^     ^ X     ^     ^  
250 MIDDLEFIELD ROAD  
MENLO PARK, CA 94025

Weiss Warren M  
C/O FOUNDATION CAPITAL     ^     ^ X     ^     ^  
250 MIDDLEFIELD ROAD  
MENLO PARK, CA 94025

## Signatures

Gail M. Haney, as  
Attorney-in-Fact

08/06/2015

        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) Foundation Capital Management Co. VI, LLC 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, Richard A. Redelfs, Steve P. Vassallo, Charles P. Moldow and Warren M. Weiss are managing members of Foundation Capital Management Co. VI, LLC, 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, LLC disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his or her pecuniary interest therein.
- (2) The Series A Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock.
- (3) The Series B Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series B Preferred Stock will be converted into shares of

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Common Stock.

- (4) The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock.
- (5) The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock.
- (6) The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock.

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.