

HOLLAND PAUL R
Form 4
August 25, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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).

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)
08/24/2017

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)
Former 10% owner

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/24/2017 | | J ⁽¹⁾ | | 1,100,000 | D | \$ 0 | 9,741,468 | I | By Foundation Capital VI, L.P. ⁽²⁾ |
| Common Stock | 08/24/2017 | | J ⁽²⁾ | | 283,250 | A | \$ 0 | 283,250 | I | By Foundation Capital Management Co. VI, L.L.C. ⁽²⁾ |
| Common Stock | 08/24/2017 | | J ⁽³⁾ | | 283,250 | D | \$ 0 | 0 | I | By Foundation Capital Management Co. VI, L.L.C. |

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| | | | |
|--------------|---------|---|---|
| Common Stock | 53,492 | I | (2) By Elmore Family Investments B, LP (2) (4) |
| Common Stock | 13,656 | I | By The Holland Childrens Trust (2) (5) |
| Common Stock | 59,989 | I | By Holland/Yates Family Trust dtd 7/23/1999 (2) (6) |
| Common Stock | 21,879 | I | By Koontz Revocable Trust U/A/D 6/29/1998 (2) (7) |
| Common Stock | 43,561 | I | By Michael N. & Mary G. Schuh 1990 Family Trust (2) (8) |
| Common Stock | 104,169 | I | By Warren M. Weiss Trust UA dated 7/20/2005 (2) (9) |
| Common Stock | 17,418 | I | By Ally L. Weiss GST Exempt Trust (2) (10) |
| Common Stock | 17,418 | I | By Shane T. Weiss GST Exempt Trust (2) (11) |

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)

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| 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 Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| Foundation Capital Management Co. VI, LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | | | Former 10% owner |
| Foundation Capital VI Principals Fund, LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | | | Former 10% owner |
| FOUNDATION CAPITAL VI LP 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | | | Former 10% owner |
| Foundation Capital, LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | | | Former 10% owner |
| ELMORE WILLIAM B 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | | | Former 10% owner |
| HOLLAND PAUL R 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | | | Former 10% owner |
| KOONTZ PAUL G 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | | | Former 10% owner |
| Moldow Charles 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | | | Former 10% owner |
| SCHUH MICHAEL N 250 MIDDLEFIELD ROAD | | | | Former 10% owner |

MENLO PARK, CA 94025

Weiss Warren M
250 MIDDLEFIELD ROAD
MENLO PARK, CA 94025

Former 10% owner

Signatures

| | |
|--|------------|
| /s/ David Singer as Attorney-In-Fact for Foundation Capital Management Co. VI, L.L.C. | 08/25/2017 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-In-Fact for Foundation Capital VI Principals Fund, L.L.C. | 08/25/2017 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-In-Fact for Foundation Capital VI, L.P. | 08/25/2017 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for Foundation Capital, LLC | 08/25/2017 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for William B. Elmore | 08/25/2017 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for Paul R. Holland | 08/25/2017 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for Paul G. Koontz | 08/25/2017 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for Charles Moldow | 08/25/2017 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for Michael N. Schuh | 08/25/2017 |
| __Signature of Reporting Person | Date |
| /s/ David Singer as Attorney-in-Fact for Warren M. Weiss | 08/25/2017 |
| __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 August 24, 2017 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. ("FCM VI") 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, LLC. William B. Elmore, Paul G. Koontz, Michael N. Schuh, Paul R. Holland, Steve P. Vassallo, Charles P. Moldow and Warren M. Weiss are managing members of FCM VI, 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 disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein. Mr. Vassallo is a member of the Board of Directors of the Issuer and, accordingly, files separate Section 16 reports.
 - (2)
 - (3)

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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 August 24, 2017 without consideration to its members. Transaction pursuant to a 10b5-1 Plan dated May 31, 2016.

(4) The shares are held by Elmore Family Investments B, LP (the "Elmore Partnership"). William B. Elmore is a general partner of the Elmore Partnership. The Reporting Person disclaims beneficial ownership of the shares held by the Elmore Partnership except to the extent of his proportionate pecuniary interest therein.

(5) The shares are held by The Holland Children's Trust (the "Holland Children's Trust"). Paul R. Holland is a trustee of the Holland Children's Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Holland Children's Trust except to the extent of his proportionate pecuniary interest therein.

(6) The shares are held by the Holland/Yates Family Trust dtd 7/23/1999 (the "Holland Family Trust"). Paul R. Holland is a trustee of the Holland Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Holland Family Trust except to the extent of his proportionate pecuniary interest therein.

(7) The shares are held by the Koontz Revocable Trust U/A/D 6/29/1998 (the "Koontz Trust"). Paul G. Koontz is a trustee of the Koontz Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Koontz Trust except to the extent of his proportionate pecuniary interest therein.

(8) The shares are held by the Michael N. & Mary G. Schuh 1990 Family Trust (the "Schuh Trust"). Michael N. Schuh is a trustee of the Schuh Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Schuh Trust except to the extent of his proportionate pecuniary interest therein.

(9) The shares are held by The Warren M. Weiss Trust UA dated 7/20/2005 (the "Weiss Trust"). Warren M. Weiss is a trustee of the Weiss Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Weiss Trust except to the extent of his proportionate pecuniary interest therein.

(10) The shares are held by the ALLY L. WEISS GST EXEMPT TRUST (the "ALLY Trust"), a trust controlled by or for the benefit of one or more of Warren M. Weiss' family members. The Reporting Person disclaims beneficial ownership of the shares held by the ALLY Trust except to the extent of his proportionate pecuniary interest therein.

(11) The shares are held by the SHANE T. WEISS GST EXEMPT TRUST (the "SHANE Trust"), a trust controlled by or for the benefit of one or more of Warren M. Weiss' family members. The Reporting Person disclaims beneficial ownership of the shares held by the SHANE Trust except to the extent of his proportionate pecuniary interest therein.

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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