

Vassallo Steven
Form 4
May 11, 2018

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)
550 HIGH STREET, 3RD FLOOR
(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Sunrun Inc. [RUN]

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2018

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	05/10/2018		J ⁽¹⁾		2,200,000	D	\$ 0 5,741,468	I	By Foundation Capital VI, L.P. ⁽²⁾
Common Stock	05/10/2018		J ⁽³⁾		566,500	A	\$ 0 566,500	I	By Foundation Capital Management Co. VI, L.L.C. ⁽²⁾
Common Stock	05/10/2018		J ⁽⁴⁾		566,500	D	\$ 0 0	I	By Foundation

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Common Stock	05/10/2018		J ⁽⁴⁾	47,259	A	\$ 0	125,918	I	Capital Management Co. VI, L.L.C. ⁽²⁾
Common Stock							30,703	D	Vassallo Family Revocable Trust dated 7/15/02 ⁽²⁾ ⁽⁵⁾

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

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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 Reported Transaction (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 550 HIGH STREET, 3RD FLOOR PALO ALTO, CA 94301	X			Former 10% owner

Signatures

/s/ David Singer as Attorney-In-Fact for Steve Vassallo 05/11/2018

__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. ("FC VI") effected following the close of the trading market on May 10, 2018 without consideration to its limited partners and its general partner, Foundation Capital Management Co. VI, L.L.C. ("FCM VI"). Transaction pursuant to a 10b5-1 Plan adopted on August 31, 2017.

(2) FCM VI is the sole general partner of FC VI, and has sole voting and investment power with respect to the shares held by FC VI. The Reporting Person is a managing member of FCM VI, and may be deemed to share voting and investment power over the shares owned by FC VI. 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 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 FC VI described in footnote 1 above.

(4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by FCM VI effected following the close of the trading market on May 10, 2018 without consideration to its members. Transaction pursuant to a 10b5-1 Plan adopted on August 31, 2017.

(5) 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.

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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