

8point3 Energy Partners LP
 Form 4
 June 25, 2015

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 *
FIRST SOLAR, INC.

(Last) (First) (Middle)

350 WEST WASHINGTON STREET, SUITE 600

(Street)

TEMPE, AZ 85281

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

8point3 Energy Partners LP [CAFD]

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

06/24/2015

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)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Common Units in 8point3 Operating Company, LLC	(2) (3)	06/24/2015	A		6,721,810		(2)(3)	(2)(3)	See Footnote (4)	6,721,810
Subordinated Units in 8point3 Operating Company, LLC	(2) (3)	06/24/2015	A		15,395,115		(2)(3)	(2)(3)	See Footnote (4)	15,395,115
See Footnote (1)	(2) (3)	06/24/2015	A		22,116,925		(2)(3)	(2)(3)	See Footnote (4)	22,116,925

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIRST SOLAR, INC. 350 WEST WASHINGTON STREET, SUITE 600 TEMPE, AZ 85281	X			
First Solar Asset Management, LLC 350 WEST WASHINGTON STREET, SUITE 600 TEMPE, AZ 85281	X			
First Solar 8point3 Asset Management, LLC 350 WEST WASHINGTON STREET, SUITE 600 TEMPE, AZ 85281	X			
Maryland Solar Holdings, Inc. 350 WEST WASHINGTON STREET, SUITE 600 TEMPE, AZ 85281	X			
First Solar 8point3 Holdings, LLC 350 WEST WASHINGTON STREET, SUITE 600 TEMPE, AZ 85281	X			

Signatures

/s/ Peter C. Bartolino, as Authorized Signatory of First Solar, Inc.

06/25/2015

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<u>Signature of Reporting Person</u>	Date
/s/ Jason E. Dymbort, as Authorized Signatory of First Solar Asset Management, LLC	06/25/2015
<u>Signature of Reporting Person</u>	Date
/s/ Jason E. Dymbort, as Authorized Signatory of First Solar 8point3 Asset Management, LLC	06/25/2015
<u>Signature of Reporting Person</u>	Date
/s/ Jason E. Dymbort, as Authorized Signatory of Maryland Solar Holdings, Inc.	06/25/2015
<u>Signature of Reporting Person</u>	Date
/s/ Jason E. Dymbort, as Authorized Signatory of First Solar 8point3 Holdings, LLC	06/25/2015
<u>Signature of Reporting Person</u>	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) Class B Shares representing limited partner interests in 8point3 Energy Partners LP.
Pursuant to an exchange agreement, dated June 24, 2015, certain holders can tender Common Units in 8point3 Operating Company, LLC ("OpCo") and an equal number of Class B shares ("Class B Shares") representing limited partnership interests in 8point3 Energy Partners LP (the "Partnership") (together, the "Tendered Units") for redemption by the Partnership and OpCo. Such holder has the right to receive, at the election of OpCo with the approval of the conflicts committee of the Board of Directors of the General Partner (as defined below), either the number of Class A shares representing limited partnership interests in the Partnership ("Class A Shares") equal to the number of Tendered Units or a cash payment equal to the number of Tendered Units multiplied by the then current trading price of the Class A Shares.
- (2) (Continued from Footnote 2) In addition, the Partnership has the right but not the obligation, to directly purchase such Tendered Units for, subject to the approval of the conflicts committee of the Board of Directors of the General Partner, cash or Class A Shares at its election. Subordinated Units in OpCo will convert to Common Units in OpCo on a one-for-one basis once certain distribution thresholds have been achieved.
- (3) Class A Shares representing limited partner interests in 8point3 Energy Partners LP.
These securities were acquired by First Solar 8point3 Holdings, LLC and Maryland Solar Holdings, Inc. in connection with the contribution of certain assets, which were recorded at a fair market value of \$409.0 million. First Solar 8point3 Holdings, LLC holds 5,779,313 Common Units in OpCo, 13,236,493 Subordinated Units in OpCo and 19,015,806 Class B Shares. Maryland Solar Holdings, Inc. holds 942,497 Common Units in OpCo, 2,158,622 Subordinated Units in OpCo and 3,101,119 Class B Shares.
- (4) This Form 4 is being filed by First Solar, Inc., First Solar Asset Management, LLC, First Solar 8point3 Asset Management, LLC, Maryland Solar Holdings, Inc. and First Solar 8point3 Holdings, LLC (together, the "Reporting Persons"). First Solar, Inc. holds a 100% interest in First Solar Asset Management, LLC, First Solar Asset Management, LLC holds a 100% interest in First Solar 8point3 Asset Management, LLC and Maryland Solar Holdings, Inc., First Solar Asset Management, LLC holds a 99% interest in First Solar 8point3 Holdings, LLC and First Solar 8point3 Asset Management, LLC holds a 1% interest in First Solar 8point3 Holdings, LLC. First Solar 8point3 Holdings, LLC holds a 50% interest in 8point3 Holding Company, LLC ("Holdings") and Holdings is the sole member of 8point3 General Partner, LLC (the "General Partner"), which owns the non-economic general partner interest in the Partnership.
- (5) (6)

Remarks:

On the basis of the relationship between the Reporting Persons (whether directly or through their affiliates) and certain directors

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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