

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the Fiscal Year ended December 31, 2019
OR**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the transition period from to
Commission File Number: 001-36542**

TerraForm Power, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

200 Liberty Street, 14th Floor New York New York

(Address of principal executive offices)

46-4780940

(I. R. S. Employer Identification No.)

10281

(Zip Code)

646-992-2400

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of exchange on which registered
Common Stock, Class A, par value \$0.01	TERP	Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2019, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the voting and non-voting common equity of the registrant, held by non-affiliates of the registrant (based upon the closing sale price of shares of Class A Common Stock of the registrant on the Nasdaq on such date), was approximately \$1.1 billion.

As of February 28, 2020, there were 226,521,289 shares of Class A Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement relating to its 2020 annual meeting of stockholders (the "2020 Proxy Statement") are incorporated by reference into Part III of this Form 10-K where indicated. The 2020 Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

EXPLANATORY NOTE

TerraForm Power, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-K/A (this “Amendment No. 1”) to its Annual Report on Form 10-K for the year ended December 31, 2019 filed with the Securities and Exchange Commission (the “SEC”) on March 17, 2020 (the “Form 10-K”) solely to (i) replace Exhibit 23.2, the consent of independent registered public accounting firm, KPMG LLP, and (ii) attach the consent of independent registered public accounting firm, Deloitte S.L., as Exhibit 23.4 hereto. The new Exhibit 23.2 corrects a clerical error in the previously filed Exhibit 23.2, in which reference to one of the Company’s registration statements was inadvertently omitted from the original consent. The new Exhibit 23.4 is an exhibit that was inadvertently excluded from those filed with the Form 10-K. In connection with the filing of this Amendment No. 1 and pursuant to the rules of the SEC, certain new certifications by our chief executive officer and chief financial officer are also attached to this Amendment No. 1. Accordingly, Part IV, Item 15 of the Form 10-K is being amended to reflect the filing of Exhibit 23.2, Exhibit 23.4 and the new certifications. Other than with respect to the foregoing, this Amendment No. 1 does not modify or supplement in any way the information set forth in the Form 10-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a)(3) Exhibits.

EXHIBIT INDEX

Exhibit Number	Description
23.2	Consent of KPMG LLP
23.4	Consent of Deloitte S.L.
31.1	Certification by the Chief Executive Officer of TerraForm Power, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification by the Chief Financial Officer of TerraForm Power, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TERRAFORM POWER, INC.

(Registrant)

Date: March 25, 2020

By: /s/ JOHN STINEBAUGH

John Stinebaugh

Chief Executive Officer

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Terraform Power, Inc.:

We consent to the incorporation by reference in the registration statements on Form S-8 (No. 333-205337), on Form S-1 (No. 333-221593) and on Form S-3 (No. 333-234076) of TerraForm Power, Inc. of our report dated March 7, 2018, except for the fourth paragraph in Note 18, as to which the date is March 15, 2019, with respect to the consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows of Terraform Power, Inc. and subsidiaries for the year ended December 31, 2017, and the related notes, which report appears in the December 31, 2018 annual report on Form 10-K of TerraForm Power, Inc.

/s/ KPMG LLP

McLean, Virginia
March 25, 2020

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in the Annual Report on Form 10-K of TerraForm Power, Inc. for the year ended December 31, 2019 (the "Form 10-K) and to the incorporation by reference in TerraForm Power's Registration Statements No. 333-205337 on Form S-8, No. 333-221593 on Form S-1 and No. 333-234076 on Form S-3 our report dated February 28, 2019, (relating to the consolidated financial statements of TERP Spanish HoldCo, S.L. (Sociedad unipersonal) as of December 31, 2018 and for the period from June 12, 2018 to December 31, 2018, not presented separately herein), appearing in the Form 10-K.

/s/ DELOITTE, S.L.

Madrid, Spain
March 25, 2020

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, John Stinebaugh, Chief Executive Officer, certify that:

- 1 I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of TerraForm Power, Inc.; and
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 25, 2020

By: /s/ JOHN STINEBAUGH

Name: **John Stinebaugh**

Title: **Chief Executive Officer**
(Principal executive officer)

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Michael Tebbutt, Chief Financial Officer, certify that:

- 1 I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of TerraForm Power, Inc.; and
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: March 25, 2020

By: /s/ MICHAEL TEBBUTT

Name: **Michael Tebbutt**

Title: **Chief Financial Officer**

(Principal financial officer and principal accounting officer)