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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 29, 2014**

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**TERRAFORM POWER, INC.**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36542**  
(Commission File  
Number)

**46-4780940**  
(IRS Employer  
Identification No.)

**12500 Baltimore Avenue  
Baltsville, Maryland 20705**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code (443) 909-7200**

**Not Applicable**  
(Former name or former address if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## **Item 1.01 Entry into a Material Definitive Agreement.**

On October 29, 2014, TerraForm CD Holdings Corporation, TerraForm CD Holdings GP, LLC, and TerraForm CD Holdings, LLC (collectively, the “Purchasers”), wholly-owned indirect subsidiaries of TerraForm Power, Inc. (the “Company” or “TerraForm Power”), entered into a securities purchase agreement (the “Purchase Agreement”) to purchase all of the outstanding equity interests of Capital Dynamics US Solar Holdings 1, Inc., Capital Dynamics US Solar Holdings 2, Inc., CD US Solar Holdings 4, Inc., CD US Solar Holdings 5, Inc., Capital Dynamics US Solar AIV—A, L.P., Capital Dynamics US Solar AIV—B, L.P., Capital Dynamics US Solar AIV—C, L.P., Capital Dynamics US Solar AIV—D, L.P., Capital Dynamics US Solar AIV—E, L.P. and Capital Dynamics US Solar AIV—G, L.P. (the “Acquired Companies”) from Capital Dynamics US Solar Energy A, L.P., Capital Dynamics US Solar Energy A-1, L.P., Capital Dynamics US Solar Energy A-2, L.P., Capital Dynamics US Solar Energy, L.P., and Capital Dynamics (US) GP AIV, Inc. (collectively, the “Sellers”), upon the terms and subject to the conditions in the Purchase Agreement (the “Acquisition”). The Acquired Companies collectively own 77.6 MW of solar projects located in California, Massachusetts, New Jersey, New York and Pennsylvania.

The purchase price for the Acquisition is \$250 million, subject to certain adjustments, and is expected to be funded by a combination of debt and cash-on-hand.

The Acquisition is expected to close in the fourth quarter of 2014. Three of the 39 projects to be acquired are still under construction. These three projects represent 5.4 MW of capacity. To the extent the projects under construction are not complete when the initial closing conditions are satisfied, the Company expects to close on the operating projects followed by a second closing when the construction projects are completed. If any of those projects remain uncompleted by February 28, 2015, those uncompleted projects would be excluded from the Acquisition. In addition to customary closing conditions, the closing of the Acquisition is subject to the following requirements: (i) replacement of the existing credit support with equivalent credit support and (ii) the consent of the tax equity investor. The closing is also subject to the expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (“HSR Act”) or early termination of the waiting period under the HSR Act.

The foregoing description of the Purchase Agreement is qualified in its entirety by reference to the Purchase Agreement, a copy of which will be filed upon the earlier of the filing of (i) a Form 8-K to report the completion of the Acquisition or (ii) the Company’s Form 10-K for the year ended December 31, 2014.

### **Forward Looking Statements**

This report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including the timing of the completion of the acquisition, and typically can be identified by the use of words such as “expect,” “estimate,” “anticipate,” “forecast,” “intend,” “project,” “target,” “plan,” “believe” and similar terms and expressions. Forward-looking statements are based on current expectations and assumptions. Although TerraForm Power believes that its expectations and assumptions are reasonable, it can give no assurance that these expectations and assumptions will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements include, among others: the failure of counterparties to fulfill their obligations under offtake agreements; price fluctuations, termination provisions and buyout provisions in offtake agreements; delays or unexpected costs during the completion of projects under construction; TerraForm Power’s ability to successfully identify, evaluate and consummate acquisitions from SunEdison, Inc. or third parties, including the acquisition of the solar operating projects from Capital Dynamics; government regulation; operating and financial restrictions under agreements governing indebtedness; TerraForm’s ability to borrow additional funds and access capital markets; TerraForm Power’s ability to compete against traditional and renewable energy companies; and hazards customary to the power production industry and power generation operations, such as unusual weather conditions and outages. Furthermore, any dividends are subject to available capital, market conditions and compliance with associated laws and regulations.

TerraForm Power undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause TerraForm Power’s actual results to differ materially from those contemplated in the forward-looking statements included in this report should be considered in connection with information regarding risks and uncertainties that may affect TerraForm Power’s future results included in TerraForm Power’s filings with the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov).

**Item 7.01 Regulation FD Disclosure.**

On October 29, 2014, the Company issued a press release regarding the Acquisition. A copy of the press release is furnished as Exhibit 99.1 hereto.

In accordance with General Instruction B.2 of Form 8-K, the press release is deemed to be “furnished” and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 29, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TerraForm Power, Inc.**

By: /s/ Sebastian Deschler

Sebastian Deschler

Senior Vice President, General Counsel and Secretary

Dated: October 29, 2014

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 29, 2014.

## TERRAFORM POWER ANNOUNCES ACQUISITION OF 77.6 MW OF DISTRIBUTED SOLAR POWER PLANTS

- *\$250 Million Purchase from Capital Dynamics Delivers 39 Solar Plants in Five States*
- *19-Year Weighted Average Contract Life, Diversified Credit Worthy Counterparties*
- *Transaction Delivers \$21 Million in Unlevered Cash Available for Distribution (CAFD)*

BELTSVILLE, MD, Oct. 29, 2014 – TerraForm Power, Inc. (NASDAQ: TERP), a global owner and operator of renewable energy power plants, today announced that it will acquire 77.6 MW DC of distributed generation solar power plants from the Capital Dynamics U.S. Solar Energy Fund, L.P. (the “Fund”), a closed-end private equity fund focused on solar energy across the U.S.

The distributed generation assets acquired from the Fund will further enhance the diversity and quality of TerraForm Power’s portfolio. The 39 solar power plants in the acquired portfolio are located in five U.S. states including California, Massachusetts, New Jersey, New York and Pennsylvania. The portfolio’s power purchase agreements have a weighted average remaining contract life of 19 years with a weighted average credit rating of A3/A-.

“This transaction demonstrates TerraForm Power’s momentum in delivering on our growth strategy and our ability to execute third-party acquisitions” said Carlos Domenech, Chief Executive Officer of TerraForm Power. “These high quality assets are expected to provide TerraForm Power with an attractive levered cash-on-cash return of approximately 9% while adding further geographic and cash flow diversification. The transaction continues to cement our leadership position in the fragmented distributed generation marketplace.”

Mr. Domenech continued, “Today’s announcement underscores TerraForm Power’s ability to work with world-class partners in acquiring high quality portfolios. It also demonstrates TerraForm’s scalable capabilities in underwriting and managing large portfolios of power plants.”

Upon closing, the transaction is expected to provide approximately \$21 million in unlevered Cash Available For Distribution (CAFD) in the twelve month period following the transaction closing. The transaction will be immediately accretive to CAFD per share.

TerraForm Power will pay \$250 million in aggregate consideration to acquire the unlevered portfolio. The acquisition is expected to be funded through committed debt financing including an increase in TerraForm Power’s existing term loan facility by \$275 million. Concurrent with this transaction, TerraForm Power will also increase the size of its existing revolving credit facility to \$215 million. TerraForm Power expects that these capital increases will also fully fund the previously announced Hudson Energy acquisition.

“The increase in our secured revolving credit facility highlights TerraForm Power’s strong financial position,” said Alex Hernandez, TerraForm Power’s Chief Financial Officer. “This expanded facility provided by our bank group gives us a flexible capital source and additional liquidity to execute our growth strategy.”

The transaction is expected to close in the fourth quarter of 2014, subject to regulatory approvals and customary closing conditions.

Barclays and JP Morgan acted as exclusive financial advisors to TerraForm Power.

TerraForm Power will host a conference call for investors to discuss the transaction.

Date: Thursday, October 30

Time: 8:00 am EST

#### Dial-in information

Toll-free Dial-In: (844) 464-3938

International Dial-In: (765) 507-2638

Conference ID: 28605092

**Webcast link:** <http://www.media-server.com/m/p/oss432de>

The presentation materials for the call and an archived recording of the call will be available following the call on the events page of the investor section of TerraForm Power's website at <http://ir.terraform.com>.

#### About TerraForm Power

TerraForm Power (NASDAQ:TERP) is a renewable energy leader that is changing how energy is generated, distributed and owned. TerraForm Power creates value for its investors by owning and operating renewable energy power plants. For more information about TerraForm Power, please visit: <http://www.terraform.com>.

#### About Capital Dynamics

Capital Dynamics is an independent global asset manager that invests in private equity and clean energy infrastructure. For more information about Capital Dynamics, please visit <http://www.capdyn.com/>.

#### Forward-Looking Statements

This release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including with respect to expected cash-on-cash return and cash available for distribution, timing of the completion of the acquisition, expansion of TerraForm Power's existing term loan and revolving credit facilities, future growth and financial performance, and typically can be identified by the use of words such as "expect," "estimate," "anticipate," "forecast," "intend," "project," "target," "plan," "believe" and similar terms and expressions. Forward-looking statements are based on current expectations and assumptions. Although TerraForm Power believes that its expectations and assumptions are reasonable, it can give no assurance that these expectations and assumptions will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements include, among others: the failure of counterparties to fulfill their obligations under offtake agreements; price fluctuations, termination provisions and buyout provisions in offtake agreements; delays or unexpected costs during the completion of projects under construction; TerraForm Power's ability to successfully identify, evaluate

and consummate acquisitions from SunEdison, Inc. or third parties, including the acquisition of the solar operating projects from Capital Dynamics; government regulation; operating and financial restrictions under agreements governing indebtedness; TerraForm Power's ability to borrow additional funds and access capital markets; TerraForm Power's ability to compete against traditional and renewable energy companies; and hazards customary to the power production industry and power generation operations, such as unusual weather conditions and outages. Furthermore, any dividends are subject to available capital, market conditions and compliance with associated laws and regulations.

TerraForm Power undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The cash-on-cash return and cash available for distribution are estimates as of today's date, October 29, 2014, and are based on assumptions believed to be reasonable as of this date. TerraForm Power expressly disclaims any current intention to update such guidance. The foregoing review of factors that could cause TerraForm Power's actual results to differ materially from those contemplated in the forward-looking statements included in this news release should be considered in connection with information regarding risks and uncertainties that may affect TerraForm Power's future results included in TerraForm Power's filings with the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov). In addition, TerraForm Power makes available free of charge at [www.terraform.com](http://www.terraform.com) copies of materials it files with, or furnishes to, the SEC.

#### **Cash Available for Distribution (CAFD)**

CAFD is a supplemental non-GAAP measure of TerraForm Power's ability to earn and distribute cash to investors. This measurement is not recognized in accordance with GAAP and should not be viewed as an alternative to GAAP measures of performance.

#### **TerraForm Power Contact Information**

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