

**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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>SUNEDISON, INC.</b>  (Last) (First) (Middle) <b>TWO CITYPLACE DRIVE, SUITE 200</b>  (Street) <b>ST. LOUIS MO 63141</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>TerraForm Power, Inc. [ TERP ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/29/2017</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Class A Common Stock	12/29/2017		J		34,273,879 <sup>(1)</sup>	D	\$9.52	0	I	See footnote. <sup>(2)</sup>

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
**SUNEDISON, INC.**  
 (Last) (First) (Middle)  
**TWO CITYPLACE DRIVE, SUITE 200**  
 (Street)  
**ST. LOUIS MO 63141**  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**SunEdison Holdings Corp**  
 (Last) (First) (Middle)  
**TWO CITYPLACE DRIVE, SUITE 200**  
 (Street)  
**ST. LOUIS MO 63141**  
 (City) (State) (Zip)

**Explanation of Responses:**

1. On April 21, 2016, SunEdison, Inc. (the "Company") and certain of its subsidiaries (collectively, the "Debtors") commenced chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code. On July 28, 2017, the Bankruptcy Court entered an order confirming the Debtors' Second Amended Joint Plan of Reorganization, dated July 20, 2017 (as amended and supplemented from time to time, the "Bankruptcy Plan"), and on December 29, 2017 (the "Effective Date"), the Bankruptcy Plan became effective pursuant to its terms and the Debtors emerged from bankruptcy. The disposition of shares of Class A Common Stock reported herein was made by the Company on the Effective Date to certain creditors of the Company pursuant to the Bankruptcy Plan.
2. Represents shares directly owned by SunEdison Holdings Corporation and SUNE ML 1, LLC and indirectly owned by SunEdison, Inc., which as the parent of SunEdison Holdings Corporation and SUNE ML, LLC had shared voting and dispositive power over such shares.

**Remarks:**

/s/ Martin H. Truong on behalf  
of each of the reporting      01/03/2018  
persons.

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**