

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

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SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**TERRAFORM POWER, INC.**

(Name of Issuer)

Common Stock, Class A, par value \$0.01

(Title of Class of Securities)

88104R100

(CUSIP Number)

Eric M. Albert

BlueMountain Capital Management, LLC

280 Park Avenue, 12<sup>th</sup> Floor

New York, New York 10017

212-905-5647

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(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

May 13, 2016

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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain Capital Management, LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 9,119,934
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 9,119,934
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,119,934	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.9% (1)	
<b>14</b>	TYPE OF REPORTING PERSON IA	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain GP Holdings, LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 8,033,248
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 8,033,248
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,033,248	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.8% (1)	
<b>14</b>	TYPE OF REPORTING PERSON OO	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: Blue Mountain Credit Alternatives Master Fund L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: WC	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 6,471,200
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 6,471,200
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,471,200	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.1% (1)	
<b>14</b>	TYPE OF REPORTING PERSON PN	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: Blue Mountain CA Master Fund GP, Ltd.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 6,471,200
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 6,471,200
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,471,200	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.1% (1)	
<b>14</b>	TYPE OF REPORTING PERSON CO	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain Foinaven Master Fund L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: WC	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 672,929
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 672,929
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 672,929	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.7% (1)	
<b>14</b>	TYPE OF REPORTING PERSON PN	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain Foinaven GP, LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 672,929
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 672,929
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 672,929	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.7% (1)	
<b>14</b>	TYPE OF REPORTING PERSON OO	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain Logan Opportunities Master Fund L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: WC	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 450,721
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 450,721
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 450,721	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5% (1)	
<b>14</b>	TYPE OF REPORTING PERSON PN	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain Logan Opportunities GP, LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 450,721
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 450,721
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 450,721	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5% (1)	
<b>14</b>	TYPE OF REPORTING PERSON OO	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain Guadalupe Peak Fund L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: WC	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 255,029
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 255,029
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 255,029	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.3% (1)	
<b>14</b>	TYPE OF REPORTING PERSON PN	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain Long/Short Credit GP, LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 255,029
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 255,029
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 255,029	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.3% (1)	
<b>14</b>	TYPE OF REPORTING PERSON OO	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain Monteners Master Fund SCA SICAV-SIF	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: WC	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 740,502
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 740,502
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 740,502	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.8% (1)	
<b>14</b>	TYPE OF REPORTING PERSON PN	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain Monteners GP S.à r.l.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 740,502
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 740,502
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 740,502	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.8% (1)	
<b>14</b>	TYPE OF REPORTING PERSON CO	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain Kicking Horse Fund L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: WC	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 183,369
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 183,369
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 183,369	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.2% (1)	
<b>14</b>	TYPE OF REPORTING PERSON PN	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain Kicking Horse Fund GP, LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 183,369
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 183,369
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 183,369	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.2% (1)	
<b>14</b>	TYPE OF REPORTING PERSON OO	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

<b>1</b>	NAMES OF REPORTING PERSONS: BlueMountain Timberline Ltd.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: WC	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 346,184
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 346,184
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 346,184	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.4% (1)	
<b>14</b>	TYPE OF REPORTING PERSON CO	

- (1) The percentage set forth in Row 13 of this Amendment No. 2 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

This Amendment No. 2 to Schedule 13D (this “**Amendment**”) amends and supplements the Schedule 13D filed by the Reporting Persons with the United States Securities and Exchange Commission (the “**SEC**”) on December 4, 2015, as amended by Amendment No. 1 to Schedule 13D filed with the SEC on May 12, 2016. The Schedule 13D, as amended by this Amendment, relates to the Common Stock, Class A, par value \$0.01 per share (the “**Class A Common Stock**”), of TerraForm Power, Inc., a Delaware corporation (the “**Issuer**”). Except as specifically provided herein, this Amendment does not modify or amend any of the information previously reported in the Schedule 13D. Any capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D. The Reporting Persons are filing this Amendment (a) to report a decrease in their beneficial ownership of the Class A Common Stock and (b) to report a change to Item 4. The Reporting Persons previously filed on Schedule 13D with respect to the securities reported herein, but now will file on Schedule 13G because the Reporting Persons now hold the securities reported herein for investment in the ordinary course of business and not with the purpose nor with the effect of changing or influencing the control of the Issuer, nor in connection with, or as a participant in, any transaction having such purpose of effect.

#### **ITEM 4. Purpose of the Transaction.**

Item 4 of the Schedule 13D is hereby amended by deleting it in its entirety and substituting the following in lieu thereof:

The Reporting Persons hold the securities reported herein for investment in the ordinary course of business and not with the purpose nor with the effect of changing or influencing the control of the Issuer, nor in connection with, or as a participant in, any transaction having such purpose of effect. The Reporting Persons reserve the right (a) to acquire, or cause to be acquired, additional securities of the Issuer, (b) to dispose of, or cause to be disposed of, such securities at any time, or (c) to formulate other purposes, plans or proposals regarding the Issuer or any of its securities, to the extent deemed advisable in light of general investment and trading policies of the Reporting Persons, market conditions and/or other factors.

#### **ITEM 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended by deleting it in its entirety and substituting the following in lieu thereof:

(a) and (b) All percentages set forth in this Schedule 13D are based on a total of 91,280,208 shares of Class A Common Stock of the Issuer outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

The 9,119,934 shares of Class A Common Stock beneficially owned, in the aggregate, by the BlueMountain Funds as of May 16, 2016, represent approximately 9.9% of the issued and outstanding shares of Class A Common Stock of the Issuer, with such percentage calculated in accordance with Rule 13d-3 under the Act. A further detailed breakdown of the Reporting Persons’ beneficial ownership of Class A Common Stock is set forth below.

If the Reporting Persons are deemed to be members of a “group,” within the meaning of the Act, such “group” shall be deemed to beneficially own 9,119,934 shares of Class A Common Stock, which represents approximately 9.9% of the Issuer’s outstanding Class A Common Stock.

#### **A. Investment Manager**

(a) Amount beneficially owned: 9,119,934

Percent of class: 9.9%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 9,119,934

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 9,119,934

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**B. Ultimate General Partner**

(a) Amount beneficially owned: 8,033,248

Percent of class: 8.8%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 8,033,248
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 8,033,248

**C. Credit Alternatives**

(a) Amount beneficially owned: 6,471,200

Percent of class: 7.1%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 6,471,200
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 6,471,200

**D. Credit Alternatives GP**

(a) Amount beneficially owned: 6,471,200

Percent of class: 7.1%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 6,471,200
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 6,471,200

**E. Foinaven**

(a) Amount beneficially owned: 672,929

Percent of class: 0.7%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 672,929
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 672,929
-

**F. Foinaven GP**

(a) Amount beneficially owned: 672,929

Percent of class: 0.7%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 672,929
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 672,929

**G. Logan**

(a) Amount beneficially owned: 450,721

Percent of class: 0.5%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 450,721
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 450,721

**H. Logan GP**

(a) Amount beneficially owned: 450,721

Percent of class: 0.5%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 450,721
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 450,721

**I. Guadalupe**

(a) Amount beneficially owned: 255,029

Percent of class: 0.3%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 255,029
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 255,029
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**J. Guadalupe GP**

(a) Amount beneficially owned: 255,029

Percent of class: 0.3%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 255,029
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 255,029

**K. Montenvers**

(a) Amount beneficially owned: 740,502

Percent of class: 0.8%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 740,502
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 740,502

**L. Montenvers GP**

(a) Amount beneficially owned: 740,502

Percent of class: 0.8%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 740,502
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 740,502

**M. Kicking Horse**

(a) Amount beneficially owned: 183,369

Percent of class: 0.2%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 183,369
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 183,369
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**N. Kicking Horse GP**

(a) Amount beneficially owned: 183,369

Percent of class: 0.2%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 183,369
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 183,369

**O. Timberline**

(a) Amount beneficially owned: 346,184

Percent of class: 0.4%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 346,184
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 346,184

The Investment Manager, each Direct General Partner, and the Ultimate General Partner each expressly declare that this filing shall not be construed as an admission that each is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing. Each of the BlueMountain Funds expressly declares that this filing shall not be construed as an admission that it is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities owned by any other BlueMountain Fund covered by this filing. None of the Reporting Persons beneficially own any shares of Class A Common Stock of the Issuer other than as set forth in this Schedule 13D.

(c) Information concerning transactions in the Class A Common Stock effected by the Reporting Persons during the past sixty (60) days is set forth on Schedule 1 hereto and is incorporated herein by reference. All of such transactions were effected in the open market.

(d) None.

(e) Not applicable.

**ITEM 7. Materials to be Filed as Exhibits.**

Schedule 1 Transactions of the Reporting Persons Effected During the Past 60 Days

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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 16, 2016

**BLUEMOUNTAIN CAPITAL MANAGEMENT, LLC**

By: /s/ ERIC M. ALBERT  
Name: ERIC M. ALBERT, Chief Compliance Officer

**BLUEMOUNTAIN GP HOLDINGS, LLC**

By: /s/ ERIC M. ALBERT  
Name: ERIC M. ALBERT, Chief Compliance Officer

**BLUE MOUNTAIN CREDIT ALTERNATIVES MASTER FUND L.P.**

By: BLUE MOUNTAIN CA MASTER FUND GP, LTD.

By: /s/ ANDREW FELDSTEIN  
Name: ANDREW FELDSTEIN, Director

**BLUE MOUNTAIN CA MASTER FUND GP, LTD.**

By: /s/ ANDREW FELDSTEIN  
Name: ANDREW FELDSTEIN, Director

**BLUEMOUNTAIN FOINAVEN MASTER FUND L.P.**

By: BLUEMOUNTAIN FOINAVEN GP, LLC  
By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT  
Name: ERIC M. ALBERT, Chief Compliance Officer

**BLUEMOUNTAIN FOINAVEN GP, LLC**

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT  
Name: ERIC M. ALBERT, Chief Compliance Officer

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**BLUEMOUNTAIN LOGAN OPPORTUNITIES MASTER FUND L.P.**

By: BLUEMOUNTAIN LOGAN OPPORTUNITIES GP, LLC

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

**BLUEMOUNTAIN LOGAN OPPORTUNITIES GP, LLC**

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

**BLUEMOUNTAIN GUADALUPE PEAK FUND L.P.**

By: BLUEMOUNTAIN LONG/SHORT CREDIT GP, LLC

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

**BLUEMOUNTAIN LONG/SHORT CREDIT GP, LLC**

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

**BLUEMOUNTAIN MONTENVERS MASTER FUND SCA SICAV-SIF**

By: BLUEMOUNTAIN MONTENVERS GP S.à r.l.

By: /s/ PAUL FRIEDMAN

Name: PAUL FRIEDMAN, Authorized Person

**BLUEMOUNTAIN MONTENVERS GP S.à r.l.**

By: /s/ PAUL FRIEDMAN

Name: PAUL FRIEDMAN, Authorized Person

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**BLUEMOUNTAIN KICKING HORSE FUND L.P.**

By: BLUEMOUNTAIN KICKING HORSE FUND GP, LLC

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

**BLUEMOUNTAIN KICKING HORSE FUND GP, LLC**

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

**BLUEMOUNTAIN TIMBERLINE LTD.**

By: /s/ ANDREW FELDSTEIN

Name: Andrew Feldstein, Director

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**SCHEDULE 1  
SALES**

<b>Fund</b>	<b>Trade Date</b>	<b>Transaction</b>	<b>Number of Shares</b>	<b>Price Per Share</b>	<b>Total Sale</b>
Blue Mountain Credit Alternatives Master Fund L.P.	May 13, 2016	Sale	35,479	\$ 8.7819	\$ 311,573.03
BlueMountain Foinaven Master Fund L.P.	May 13, 2016	Sale	3,689	\$ 8.7819	\$ 32,396.43
BlueMountain Logan Opportunities Master Fund L.P.	May 13, 2016	Sale	2,471	\$ 8.7819	\$ 21,700.08
BlueMountain Guadalupe Peak Fund L.P.	May 13, 2016	Sale	1,398	\$ 8.7819	\$ 12,277.10
BlueMountain Monteners Master Fund SCA SICAV-SIF	May 13, 2016	Sale	4,060	\$ 8.7819	\$ 35,654.51
BlueMountain Kicking Horse Fund L.P.	May 13, 2016	Sale	1,005	\$ 8.7819	\$ 8,825.81
BlueMountain Timberline Ltd.	May 13, 2016	Sale	1,898	\$ 8.7819	\$ 16,668.05

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