

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K/A**

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

Date of Report (Date of earliest event reported): **November 17, 2014**

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**TERRAFORM POWER, INC.**

(Exact name of registrant as specified in its charter)

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**001-36542**

(Commission File Number)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**46-4780940**

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

**12500 Baltimore, Avenue  
Beltsville, Maryland 20705**

(Address of principal executive offices, including zip code)

**(443) 909-7200**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

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 provision (see General Instruction A.2 below):

- 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))

### **Introductory Note**

On November 18, 2014, TerraForm Power, Inc. (the “Registrant”) filed a Current Report on Form 8-K relating to the entry by the Registrant, TerraForm Power, LLC and SunEdison, Inc. into an agreement to acquire First Wind Holdings, LLC. The Form 8-K incorrectly stated in Item 1.01 the upfront purchase price to be paid by SunEdison, Inc. The correct upfront payment by SunEdison, Inc. is up to \$1.0 billion, including the assumption of \$361 million of debt at closing, and an expected \$510 million of earnout payments over two-and-a-half years upon full notice to proceed with respect to solar earnout projects and substantial completion with respect to wind earnout projects.

## 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: November 18, 2014.