

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* BROOKFIELD ASSET MANAGEMENT INC. (Last) (First) (Middle) BROOKFIELD PLACE 181 BAY STREET, SUITE 300 (Street) TORONTO A6 M5J 2T3 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TerraForm Power, Inc. [TERP]	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) 06/11/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Common Stock, Class A, \$0.01 par value	06/11/2018		p ⁽⁴⁾		31,097,561 ⁽⁴⁾	A ⁽⁴⁾	\$10.66 ⁽⁴⁾	106,692,020 ⁽⁴⁾	I ⁽²⁾⁽³⁾	Owned by Orion US Holdings 1 L.P. ⁽¹⁾⁽²⁾⁽³⁾
Common Stock, Class A, \$0.01 par value	06/11/2018		p ⁽⁵⁾		29,878,048 ⁽⁵⁾	A ⁽⁵⁾	\$10.66 ⁽⁵⁾	29,878,048 ⁽⁵⁾	I ⁽²⁾⁽³⁾	Owned by Brookfield BRP Holdings (Canada) Inc. ⁽¹⁾⁽²⁾⁽³⁾

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*
BROOKFIELD ASSET MANAGEMENT INC.

 (Last) (First) (Middle)
BROOKFIELD PLACE
181 BAY STREET, SUITE 300

 (Street)
TORONTO A6 M5J 2T3

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP

 (Last) (First) (Middle)
BROOKFIELD PLACE
181 BAY STREET, SUITE 300

(Street)
TORONTO A6 M5J 2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Partners Ltd](#)

(Last) (First) (Middle)

BROOKFIELD PLACE
181 BAY STREET, SUITE 300

(Street)
TORONTO A6 M5J 2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ORION US GP LLC](#)

(Last) (First) (Middle)

BROOKFIELD PLACE
181 BAY STREET, SUITE 300

(Street)
TORONTO A6 M5J 2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ORION US HOLDINGS 1 L.P.](#)

(Last) (First) (Middle)

BROOKFIELD PLACE
181 BAY STREET, SUITE 300

(Street)
TORONTO A6 M5J 2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Brookfield Infrastructure Fund III GP LLC](#)

(Last) (First) (Middle)

BROOKFIELD PLACE
181 BAY STREET, SUITE 300

(Street)
TORONTO A6 M5J 2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Brookfield BRP Holdings \(Canada\) Inc.](#)

(Last) (First) (Middle)

BROOKFIELD PLACE
181 BAY STREET, SUITE 300

(Street)
TORONTO A6 M5J 2T3

(City) (State) (Zip)

Explanation of Responses:

1. This Form 4 is being jointly filed by and on behalf of each of the following persons (each, a "Reporting Person"): (i) Orion US Holdings 1 L.P. ("Orion US LP"); (ii) Orion US GP LLC ("Orion US GP"); (iii) Brookfield Infrastructure Fund III GP LLC ("BIF"); (iv) Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. ("BAMPIC Canada"); (v) Brookfield BRP Holdings (Canada) Inc. ("BRPHC"); (vi) Brookfield Asset Management Inc. ("Brookfield"); and (vii) Partners Limited ("Partners"). The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934 (the "Act").

2. Each Reporting Person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for the purposes of Section 16 of the Act or otherwise, the

beneficial owner of any securities covered by this statement. Each Reporting Person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

3. The following Reporting Persons may be deemed to beneficially own the securities held by Orion US LP: Orion US GP, as general partner of Orion US LP; BIF, as indirect general partner of Orion US LP and Orion US GP; BAMPIC Canada, as investment advisor to BIF; BRPHC, as an indirect wholly-owned subsidiary of Brookfield and indirect limited partner of Orion US LP; Brookfield, as the ultimate parent of BRPHC, BIF and BAMPIC Canada; and Partners, which holds 85,120 Class B limited voting shares and 867,495 Class A limited voting shares of Brookfield, representing 100% and approximately 0.1% of such shares, respectively.

4. On June 11, 2018, pursuant to the Support Agreement dated February 6, 2018, as amended by the Support Agreement Amendment dated May 28, 2018 (as so amended, the "Support Agreement"), Orion US LP purchased 31,097,561 Class A Shares at a price per share of \$10.66 in connection with TerraForm Power Inc.'s exercise of the Back-Stop (as defined in the Support Agreement).

5. On June 11, 2018, pursuant to the Support Agreement, BRPHC purchased 29,878,048 Class A Shares at a price per share of \$10.66 in connection with TerraForm Power Inc.'s exercise of the Back-Stop.

[/s/ A.J. Silber for Brookfield
Asset Management Inc.](#) 06/12/2018

[/s/ James Rickert for
Brookfield Asset Management
Private Institutional Capital
Adviser \(Canada\), L.P. by its
general partner Brookfield
Private Funds Holdings Inc.](#) 06/12/2018

[/s/ Brian Lawson for Partners
Limited](#) 06/12/2018

[/s/ Fred Day for Orion US GP
LLC](#) 06/12/2018

[/s/ Fred Day for Orion US
Holdings 1 L.P. by its general
partner Orion US GP LLC](#) 06/12/2018

[/s/ Fred Day for Brookfield
Infrastructure Fund III GP LLC](#) 06/12/2018

[/s/ Jennifer Mazin for
Brookfield BRP Holdings
\(Canada\) Inc.](#) 06/12/2018

** 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.