

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>BlueMountain Capital Management, LLC</u> (Last) (First) (Middle) 280 PARK AVENUE, 12TH FLOOR (Street) NEW YORK NY 10017 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/17/2015	3. Issuer Name and Ticker or Trading Symbol <u>TerraForm Power, Inc. [TERP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	8,077,370	I	Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	7,108,354	I	Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	5,715,452	I	Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	5,715,452	D	
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	600,061	I	Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	600,061	D	
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	227,413	I	Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	227,413	D	
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	401,915	I	Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	401,915	D	
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	660,318	I	Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	660,318	D	
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	163,513	I	Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	163,513	D	
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	308,698	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
BlueMountain Capital Management, LLC

 (Last) (First) (Middle)
 280 PARK AVENUE, 12TH FLOOR

 (Street)
 NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[BlueMountain GP Holdings, LLC](#)

(Last) (First) (Middle)

280 PARK AVENUE, 12TH FLOOR

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Blue Mountain CA Master Fund GP, Ltd.](#)

(Last) (First) (Middle)

280 PARK AVENUE, 12TH FLOOR

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Blue Mountain Credit Alternatives Master Fund L.P.](#)

(Last) (First) (Middle)

280 PARK AVENUE, 12TH FLOOR

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[BLUEMOUNTAIN FOINAVEN GP, LLC](#)

(Last) (First) (Middle)

280 PARK AVENUE, 12TH FLOOR

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[BLUEMOUNTAIN FOINAVEN MASTER FUND L.P.](#)

(Last) (First) (Middle)

280 PARK AVENUE, 12TH FLOOR

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[BlueMountain Long/Short Credit GP, LLC](#)

(Last) (First) (Middle)

280 PARK AVENUE, 12TH FLOOR

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[BlueMountain Guadalupe Peak Fund L.P.](#)

(Last)	(First)	(Middle)
280 PARK AVENUE, 12TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[BLUEMOUNTAIN LOGAN OPPORTUNITIES GP, LLC](#)

(Last)	(First)	(Middle)
280 PARK AVENUE, 12TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[BLUEMOUNTAIN LOGAN OPPORTUNITIES MASTER FUND L.P.](#)

(Last)	(First)	(Middle)
280 PARK AVENUE, 12TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

- The filing of this Form 3 shall not be construed as an admission that any of BlueMountain Capital Management, LLC ("BMCM"), GP Holdings (as defined in Footnote 5) or the General Partners (as defined in Footnote 5) is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise the beneficial owner of any of the shares of Class A Common Stock, par value \$0.01 per share (the "Common Stock"), of Terraform Power, Inc. (the "Issuer"). Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of BMCM, GP Holdings and the General Partners disclaims such beneficial ownership, except to the extent of its respective pecuniary interest.
- BMCM is the investment manager of each of: (i) Blue Mountain Credit Alternatives Master Fund L.P. ("BMCA"), which is the direct beneficial owner of 5,715,452 shares of Common Stock; (ii) BlueMountain Foinaven Master Fund L.P. ("BMFV"), which is the direct beneficial owner of 600,061 shares of Common Stock; (iii) BlueMountain Guadalupe Peak Fund L.P. ("BMGP"), which is the direct beneficial owner of 227,413 shares of Common Stock; (iv) BlueMountain Logan Opportunities Master Fund L.P. ("BMLO"), which is the direct beneficial owner of 401,915 shares of Common Stock; (v) BlueMountain Monteners Fund SCA SICAV-SIF ("BMM"), which is the direct beneficial owner of 660,318 shares of Common Stock; (vi) BlueMountain Kicking Horse Fund L.P. ("BMKH" and, together with BMCA, BMFV, BMGP and BMLO, the "Partnerships"), which is the direct beneficial owner of 163,513 shares of Common Stock; and
- (vii) BlueMountain Timberline Ltd. ("BMT" and, together with the Partnerships and BMM, the "Funds"), which is the direct beneficial owner of 308,698 shares of Common Stock. BMCM, although it directs the voting and disposition of the Common Stock held by the Funds, only receives an asset-based fee relating to the Common Stock held by the Funds.
- (i) Blue Mountain CA Master Fund GP, Ltd. ("BMCA GP") is the general partner of BMCA and has an indirect profits interest in the Common Stock beneficially owned by it; (ii) BlueMountain Foinaven GP, LLC ("BMFV GP") is the general partner of BMFV and has an indirect profits interest in the Common Stock beneficially owned by it; (iii) BlueMountain Long/Short Credit GP, LLC ("BMGP GP") is the general partner of BMGP and has an indirect profits interest in the Common Stock beneficially owned by it; (iv) BlueMountain Monteners GP S.a.r.l. ("BMM GP") is the general partner of BMM and has an indirect profits interest in the Common Stock beneficially owned by it; (v) BlueMountain Logan Opportunities GP, LLC ("BMLO GP") is the general partner of BMLO and has an indirect profits interest in the Common Stock beneficially owned by it; and
- (vi) BlueMountain Kicking Horse Fund GP, LLC ("BMKH GP" and, together with BMCA GP, BMFV GP, BMGP GP and BMLO GP, the "General Partners") is the general partner of BMKH and has an indirect profits interest in the Common Stock beneficially owned by it. BlueMountain GP Holdings, LLC ("GP Holdings") is the sole owner of each of the General Partners and thus has an indirect profits interest in the Common Stock beneficially owned by the Partnerships. BMCM is the sole owner of BMM GP and thus has an indirect profits interest in the Common Stock beneficially owned by BMM.
- The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16(a)-3(j) under the Exchange Act. The Form 3 for certain additional Reporting Persons is being filed separately and simultaneously with this Form 3 due to the limitation of ten Reporting Persons per filing.

Remarks:

[BlueMountain Capital Management, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer](#) 11/20/2015

[BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer](#) 11/20/2015

[Blue Mountain CA Master Fund GP, Ltd., By: /s/ Andrew Feldstein, Director](#) 11/20/2015

[Blue Mountain Credit Alternatives Master Fund L.P., By: BlueMountain CA Master Fund GP, Ltd., By: /s/ Andrew Feldstein, Director](#) 11/20/2015

[BlueMountain Foinaven GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer](#) 11/20/2015

[BlueMountain Foinaven](#) 11/20/2015

Master Fund L.P., By:
BlueMountain Foinaven GP,
LLC, By: BlueMountain GP
Holdings, LLC, By: /s/ Eric M.
Albert, Chief Compliance
Officer
BlueMountain Long/Short
Credit GP, LLC, By:
BlueMountain GP Holdings, 11/20/2015
LLC, By: /s/ Eric M. Albert,
Chief Compliance Officer
BlueMountain Guadalupe Peak
Fund L.P., By: BlueMountain
Long/Short Credit GP, LLC,
By: BlueMountain GP 11/20/2015
Holdings, LLC, By: /s/ Eric M.
Albert, Chief Compliance
Officer
BlueMountain Logan
Opportunities GP, LLC, By:
BlueMountain GP Holdings, 11/20/2015
LLC, By: /s/ Eric M. Albert,
Chief Compliance Officer
BlueMountain Logan
Opportunities Master Fund
L.P., By: BlueMountain Logan
Opportunities GP, LLC, By: 11/20/2015
BlueMountain GP Holdings,
LLC, By: /s/ Eric M. Albert,
Chief Compliance Officer

** 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 5 (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.