

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>SUNEDISON, INC.</u> (Last) (First) (Middle) <u>TWO CITYPLACE DRIVE, SUITE 200</u> (Street) <u>ST. LOUIS MO 63141</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TerraForm Power, Inc. [TERP]</u>	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) <u>10/16/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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			
Class A Common Stock	10/16/2017		C		48,202,310 ⁽¹⁾	A	\$0.00	48,202,310	I	See footnote ⁽²⁾
Class A Common Stock	10/16/2017		P		6,492,504	A	\$11.46 ⁽³⁾	54,694,814	D	
Class A Common Stock	10/16/2017		P		14,917	A	\$9.52	54,709,731	I	See footnote ⁽⁴⁾
Class A Common Stock	10/16/2017		S		20,435,852 ⁽⁵⁾	D	\$9.52	34,273,879	I	See footnote ⁽⁴⁾
Class B Common Stock	10/16/2017		J		48,202,310 ⁽¹⁾	D	\$0.00	0	I	See footnote ⁽²⁾

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Units of TerraForm Power, LLC	(6)	10/16/2017		S		48,202,310		(6)	(6)	Class A Common Stock	48,202,310	\$0.00	0	I	See footnote ⁽²⁾

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. Represents shares of Class A Common Stock of TerraForm Power, Inc. issued upon exchange of Class B Common Stock of TerraForm Power, Inc. and Class B units of TerraForm Power, LLC.

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 has shared voting and dispositive power over such shares.

3. Represents shares of Class A Common Stock received pursuant to a settlement agreement with the issuer and its affiliates.

4. Shares disposed include the pro rata portion of shares of Class A Common Stock directly owned by the filer, SunEdison Holdings Corporation and SUNE ML 1, LLC immediately prior to such disposition.

5. In connection with the merger and other transactions set forth in the Merger and Sponsorship Transaction Agreement, dated as of March 6, 2017, by and among TerraForm Power, Inc., Orion US Holdings 1 L.P. and BRE TERP Holdings Inc., for each share of Class A common stock held by the filer, the filer was given the option to elect to receive either \$9.52 per share or to retain a share of Class A common stock, subject to proration. On October 16, 2017, after taking into account the applicable proration, the reporting persons retained 34,273,879 shares of Class A common stock and 20,435,852 shares were converted into the right to receive cash consideration.

6. The Class B Units of TerraForm Power, LLC were exchangeable, together with Class B Common Stock of TerraForm Power, Inc., for Class A Common Stock of TerraForm Power, Inc. on a 1 for 1 basis.

Remarks:

[/s/ John S. Dubel, on behalf of
the reporting person](#) [11/15/2017](#)

[/s/ John S. Dubel, on behalf of
the reporting person](#) [11/15/2017](#)

** 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.

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