

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Appaloosa LP</u> <hr/> (Last) (First) (Middle) 51 JOHN F. KENNEDY PKWY <hr/> (Street) SHORT HILLS NJ 07078 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/29/2016	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 _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ See Footnotes 1-4 below	5. If Amendment, Date of Original Filed (Month/Day/Year) 04/01/2016
		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 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	3,724,799	I	By Appaloosa Investment Limited Partnership I ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Class A Common Stock	4,983,909	I	By Palomino Master Ltd. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

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*
Appaloosa LP

 (Last) (First) (Middle)
 51 JOHN F. KENNEDY PKWY

 (Street)
 SHORT HILLS NJ 07078

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
APPALOOSA INVESTMENT LIMITED PARTNERSHIP I

 (Last) (First) (Middle)
 C/O APPALOOSA LP
 51 JOHN F. KENNEDY PARKWAY, 2ND FL.

 (Street)
 SHORT HILLS NJ 07078

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Palomino Master Ltd.

 (Last) (First) (Middle)
 51 JOHN F. KENNEDY PKWY

 (Street)

SHORT HILLS NJ 07078

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[APPALOOSA MANAGEMENT LP](#)

(Last) (First) (Middle)

404 WASHINGTON AVENUE, SUITE 810

(Street)

MIAMI FL 33139

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[APPALOOSA PARTNERS INC](#)

(Last) (First) (Middle)

C/O APPALOOSA MANAGEMENT L.P.

404 WASHINGTON AVENUE, SUITE 810

(Street)

MIAMI FL 33139

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Appaloosa Capital Inc.](#)

(Last) (First) (Middle)

51 JOHN F. KENNEDY PKWY

(Street)

SHORT HILLS NJ 07078

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TEPPER DAVID A](#)

(Last) (First) (Middle)

C/O APPALOOSA LP

51 JOHN F. KENNEDY PKWY.

(Street)

SHORT HILLS NJ 07078

(City) (State) (Zip)

Explanation of Responses:

1. This Form 3 amendment is being filed to update the original Form 3 filed on April 1, 2016. Appaloosa LP, a Delaware limited partnership ("ALP"), filed a Form 3 on April 1, 2016 based on the outstanding number of shares of Class A common stock, par value \$0.01 ("Class A Common Stock"), as of October 31, 2015, as reported in TerraForm Power, Inc.'s (the "Issuer") Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015. As of May 5, 2016, the Issuer had not publicly updated its outstanding number of shares of Class A Common Stock, since that prior Form 10-Q filing. However, the Issuer's controlling shareholder, SunEdison, Inc., was aware of and was party to the December 29, 2015 transaction which resulted in, the increase in the number of the Issuer's outstanding shares of the Class A Common Stock, and SunEdison, Inc. disclosed the increased share number in its bankruptcy filing on April 21, 2016.
2. As of the date of this Form 3 amendment, the Issuer still has not filed any periodic report disclosing the increased number of shares of its Class A Common Stock. On May 5, 2016, representatives of the Issuer informed ALP in a telephonic conversation that as of January 29, 2016, it had 92,194,966 shares of Class A Common Stock outstanding, and that as of April 21, 2016, it had 91,280,208 shares of Class A Common Stock outstanding. Accordingly, ALP was never a 10% holder of the Class A Common Stock of the Issuer, and ALP is filing this Form 3 amendment to update the Form 3 filed on April 1, 2016 to report a decrease in their percentage ownership (but not a change of beneficial ownership) of the Class A Common Stock resulting solely from a previously unreported increase in the number of outstanding shares of Class A Common Stock.
3. This report on Form 3 relates to the Class A Common Stock of the Issuer, held for the account of Appaloosa Investment Limited Partnership I, a Delaware limited partnership ("AILP"), and Palomino Master Ltd., a British Virgin Islands company ("Palomino Master"). ALP serves as investment adviser to each of AILP and Palomino Master. Appaloosa Management L.P., a Delaware limited partnership ("AMLP"), is the general partner of AILP; Appaloosa Partners Inc., a Delaware corporation ("API"), is the general partner of AMLP; and Appaloosa Capital Inc., a Delaware corporation ("ACI"), is the general partner of ALP. Mr. Tepper is sole stockholder and president of API and the controlling stockholder and president of ACI.
4. As a result of the foregoing relationships, each of ALP, AMLP, ACI, API and Mr. Tepper may be deemed to have voting and dispositive power over the Class A Common Stock held for the account of AILP; and each of ALP, ACI and Mr. Tepper may be deemed to have voting and dispositive power over the Class A Common Stock held for the account of Palomino Master. Each of AILP, Palomino Master, AMLP, API, ALP, ACI and Mr. Tepper disclaims beneficial ownership of the reported shares of Class A Common Stock, except to the extent of such person's pecuniary interest therein, if any, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of any or all of the reported shares for purposes of Section 16 of the Exchange Act of 1934, as amended, or for any other purpose.

[/s/ David A. Tepper, President](#)
[for Appaloosa Capital Inc.,](#)
[general partner of Appaloosa](#)
[LP](#) [05/13/2016](#)

[/s/ David A. Tepper, President](#) [05/13/2016](#)
[for Appaloosa Capital Inc.,](#)
[general partner of Appaloosa](#)

LP, investment advisor of
Appaloosa Investment Limited
Partnership I

/s/ David A. Tepper, President
for Appaloosa Capital Inc.,
general partner of Appaloosa
LP, investment advisor of
Palomino Master Ltd. 05/13/2016

/s/ David A. Tepper, President
for Appaloosa Capital Inc.,
general partner of Appaloosa
Management L.P. 05/13/2016

/s/ David A. Tepper, President
for Appaloosa Partners Inc. 05/13/2016

/s/ David A. Tepper, President
for Appaloosa Capital Inc. 05/13/2016

/s/ David A. Tepper 05/13/2016

** 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.