

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	
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1. Name and Address of Reporting Person* DOMENECH CARLOS (Last) (First) (Middle) 12500 BALTIMORE AVENUE (Street) BELTSVILLE MD 20705 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 07/23/2014	
	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			
Class A common stock	07/23/2014		J		476,732	A ⁽¹⁾	(1)	476,732	D	
Class A common stock	07/23/2014		J		1,212,228	A ⁽²⁾	(2)	1,688,860	D	
Class A common stock	07/23/2014		P		10,000	A	\$25	1,698,860	D	
Class A common stock	07/23/2014		P		10,000	A	\$25	10,000	I	By son.
Class A common stock	07/23/2014		P		10,000	A	\$25	10,000	I	By daughter.
Class A common stock	07/23/2014		P		10,000	A	\$25	10,000	I	By daughter.

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)					

Explanation of Responses:

- TerraForm Power, Inc. (the "Company") effected a 127.1624-for-1 stock split of its outstanding Class A common stock immediately prior to the completion of the Company's initial public offering, resulting in the reporting person's ownership of additional shares of Class A common stock.
- Effective immediately after the stock split referenced in footnote (1), the outstanding shares of Class C common stock of the Company automatically converted into shares of the Company's Class A common stock on an 85.8661-for-one basis, resulting in the reporting person's ownership of additional shares of Class A common stock.

Remarks:

President and Chief Executive Officer

/s/ Sebastian Deschler, by 07/23/2014
power of attorney

** 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.