

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>CRANNA REBECCA</u> (Last) (First) (Middle) 7550 WISCONSIN AVENUE 9TH FLOOR (Street) BETHESDA MD 20814 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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		U		31,136	D	\$9.52	52,197	D	
Class A Common Stock	10/16/2017		M		24,893	A	\$0	77,090	D	
Class A Common Stock	10/16/2017		F		11,874 ⁽¹⁾	D	\$9.62	65,216	D	

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					
Restricted Stock Units (Class A common stock)	(2)	10/01/2017		D			226	(2)	(2)	Class A Common Stock	\$0	39,742	D	
Restricted Stock Units (Class A common stock)	(3)	10/16/2017		M			14,849	(3)	(3)	Class A Common Stock	\$9.52	24,893	D	
Restricted Stock Units (Class A common stock)	(3)	10/16/2017		M			24,893	(3)	(3)	Class A Common Stock	\$0	0	D	

Explanation of Responses:

- These shares were delivered to the Company to pay for the applicable withholding tax due upon vesting certain restricted stock units.
- This number of shares represents the cancellation of restricted stock units awarded on March 10, 2015 under the Company's 2014 Second Amended and Restated Long-Term Incentive Plan because the applicable DPS targets were not met.
- 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 restricted stock unit and 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, 14,849 shares of Class A common stock underlying vested RSUs were converted into the right to receive \$9.52 per share in cash and 24,893 shares of Class A common stock underlying vested RSUs remained outstanding.

Remarks:

/s/ Ben Davidson as attorney-in-fact for Rebecca J. Cranna 10/18/2017

** 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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