

---

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**  
**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 30, 2017 (June 29, 2017)



**TerraForm Power, Inc.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-36542**  
(Commission File Number)

**46-4780940**  
(I. R. S. Employer  
Identification No.)

**7550 Wisconsin Avenue, 9th Floor, Bethesda, Maryland 20814**  
(Address of principal executive offices, including zip code)

**(240) 762-7700**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

### **Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On June 29, 2017, TerraForm Power, Inc. (the “Company”) received a notification letter from a Hearings Advisor from the Nasdaq Office of General Counsel, informing the Company that the Nasdaq Hearings Panel (the “Panel”) granted the Company further extensions to regain compliance with Nasdaq’s continued listing requirements. Under these extensions, the Company’s Class A common stock will remain listed on the Nasdaq Stock Market, subject to the requirement that the Company’s Form 10-K for the year ended December 31, 2016 be filed with the Securities and Exchange Commission (the “SEC”) by July 24, 2017, its annual meeting of stockholders be held by August 24, 2017, its Form 10-Q for the first quarter of 2017 be filed with the SEC by August 30, 2017 and its Form 10-Q for the second quarter of 2017 be filed with the SEC by September 30, 2017.

In addition, the Company is required to provide the Panel, by July 10, 2017, certain additional information regarding the status of the audit of the Company’s financial statements for the fiscal year ended December 31, 2016. The Panel may reconsider the terms of the above extensions following its review of this additional information or based on any other relevant event, condition or circumstance. The Nasdaq Listing and Hearing Review Council may also determine to review the Panel’s decision.

### **Item 7.01 Regulation FD Disclosure.**

On June 30, 2017, the Company issued a press release announcing the granting of the extension. A copy of the press release is furnished herewith as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the press release is deemed to be “furnished” and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

*Cautionary Note Regarding Forward-Looking Statements.* Except for historical information contained in this Form 8-K and the press release attached as an exhibit hereto, this Form 8-K and the press release contain forward-looking statements which involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary note in the press release regarding these forward-looking statements.

### **Item 9.01 Financial Statement and Exhibits.**

(d) *Exhibits*

#### Exhibit

#### No.      Description

**99.1**      Press release, dated June 30, 2017, titled “TerraForm Power Announces Extensions to Regain Nasdaq Compliance”

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **TERRAFORM POWER, INC.**

Date: June 30, 2017

By: /s/ Sebastian Deschler

Name: Sebastian Deschler

Title: Senior Vice President, General Counsel and Secretary

## **Exhibit Index**

### Exhibit

#### No.      Description

**99.1**      Press release, dated June 30, 2017, titled “TerraForm Power Announces Extensions to Regain Nasdaq Compliance”



## TerraForm Power Announces Extensions to Regain Nasdaq Compliance

**BETHESDA, MD., June 30, 2017** - TerraForm Power, Inc. (Nasdaq:TERP) ("TerraForm Power" or the "Company"), an owner and operator of clean energy power plants, announced today that the Nasdaq Hearings Panel granted the Company further extensions to regain compliance with Nasdaq's continued listing requirements. Under these extensions, the Company's Class A common stock will remain listed on the Nasdaq Stock Market, subject to the requirement that the Company's Form 10-K for the year ended December 31, 2016 be filed with the SEC by July 24, 2017, its annual meeting of stockholders be held by August 24, 2017, its Form 10-Q for the first quarter of 2017 be filed with the SEC by August 30, 2017 and its Form 10-Q for the second quarter of 2017 be filed with the SEC by September 30, 2017.

In addition, the Company is required to provide the Nasdaq Hearings Panel, by July 10, 2017, certain additional information regarding the status of the audit of the Company's financial statements for the fiscal year ended December 31, 2016. The Nasdaq Hearings Panel may reconsider the terms of the above extensions following its review of this additional information or based on any other relevant event, condition or circumstance.

### About TerraForm Power

TerraForm Power is a renewable energy company that is changing how energy is generated, distributed and owned. TerraForm Power creates value for its investors by owning and operating clean energy power plants. For more information about TerraForm Power, please visit: [www.terraformpower.com](http://www.terraformpower.com).

### Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. These statements involve estimates, expectations, projections, goals, assumptions, known and unknown risks, and uncertainties and typically include words or variations of words such as "expect," "anticipate," "believe," "intend," "plan," "seek," "estimate," "predict," "project," "goal," "guidance," "outlook," "objective," "forecast," "target," "potential," "continue," "would," "will," "should," "could," or "may" or other comparable terms and phrases.

Such statements include, without limitation, statements regarding the additional time that has been granted for the Company to regain compliance with the Nasdaq rules; the Company's ability and time required to regain compliance with the Nasdaq rules; and the progress, outcome and timing of completing the delayed filings and holding the annual meeting. These forward-looking statements are based on current expectations as of the date of this press release and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including but not limited to: the Nasdaq Hearing Panel's review of the additional information regarding the status of the audit of the Company's financial statements for the fiscal year ended December 31, 2016, the extent and impact of delays in the Company's completion of its financial statements and the filing of its annual and quarterly reports; whether the Nasdaq Hearings Panel will reconsider the terms of the extension granted; whether the Nasdaq Listing and Hearing Review Council will determine to review the Panel's decision; the Company's ability to regain compliance with Nasdaq's continued listing requirements; as well as additional factors we have described in other filings with the Securities and Exchange Commission.

The risks included above are not exhaustive. Other factors that could adversely affect our business and prospects are described in the filings made by us with the Securities and Exchange Commission.

The Company undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

**Contacts:**

Investors:

Brett Prior  
TerraForm Power  
investors@terraform.com

Media:

Meaghan Repko / Joseph Sala  
Joele Frank, Wilkinson Brimmer Katcher  
media@terraform.com  
(212) 355-4449