

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

TERRAFORM POWER, INC.

(Name of Issuer)

Class A Common Stock, \$0.01 par value

(Title of Class of Securities)

88104R100

(CUSIP Number)

Ken Maiman
Appaloosa LP
51 John F. Kennedy Parkway, 2nd Floor
Short Hills, New Jersey 07078
Tel. No.: (973) 701-7000

with a copy to:

Lawrence M. Rolnick, Esq.
Steven E. Siesser, Esq.
Lowenstein Sandler LLP
1251 Avenue of the Americas, 17th Floor
New York, New York 10020

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 29, 2016

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

CUSIP No. 88104R100

1 NAMES OF REPORTING PERSONS.

Appaloosa Investment Limited Partnership I

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE VOTING POWER:

8 SHARED VOTING POWER:

3,724,799

9 SOLE DISPOSITIVE POWER:

10 SHARED DISPOSITIVE POWER:

3,724,799

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 3,724,799

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.65%⁽¹⁾

14 TYPE OF REPORTING PERSON: PN

⁽¹⁾ The percentage set forth in Row 13 of this Cover Page is based on the 80,033,122 shares of Class A Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015.

CUSIP No. 88104R100

1 NAMES OF REPORTING PERSONS.

Palomino Master Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: British Virgin Islands

NUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE VOTING POWER:

8 SHARED VOTING POWER:

4,983,909

9 SOLE DISPOSITIVE POWER:

10 SHARED DISPOSITIVE POWER:

4,983,909

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 4,983,909

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 6.23%⁽¹⁾

14 TYPE OF REPORTING PERSON: CO

⁽¹⁾ The percentage set forth in Row 13 of this Cover Page is based on the 80,033,122 shares of Class A Common Stock of the Issuer outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015.

1 NAMES OF REPORTING PERSONS.

Appaloosa LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) (b) **3** SEC USE ONLY**4** SOURCE OF FUNDS: WC**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): **6** CITIZENSHIP OR PLACE OF ORGANIZATION: DelawareNUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH**7** SOLE VOTING POWER:**8** SHARED VOTING POWER:

8,708,708

9 SOLE DISPOSITIVE POWER:**10** SHARED DISPOSITIVE POWER:

8,708,708

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 8,708,708**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 10.88%⁽¹⁾**14** TYPE OF REPORTING PERSON: PN

⁽¹⁾ The percentage set forth in Row 13 of this Cover Page is based on the 80,033,122 shares of Class A Common Stock of the Issuer outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015.

1 NAMES OF REPORTING PERSONS.

Appaloosa Capital Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) (b) **3** SEC USE ONLY**4** SOURCE OF FUNDS: WC**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): **6** CITIZENSHIP OR PLACE OF ORGANIZATION: DelawareNUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH**7** SOLE VOTING POWER:**8** SHARED VOTING POWER:

8,708,708

9 SOLE DISPOSITIVE POWER:**10** SHARED DISPOSITIVE POWER:

8,708,708

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 8,708,708**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 10.88%⁽¹⁾**14** TYPE OF REPORTING PERSON: CO

⁽¹⁾ The percentage set forth in Row 13 of this Cover Page is based on the 80,033,122 shares of Class A Common Stock of the Issuer outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015.

1 NAMES OF REPORTING PERSONS.

Appaloosa Management L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) (b) **3** SEC USE ONLY**4** SOURCE OF FUNDS: WC**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): **6** CITIZENSHIP OR PLACE OF ORGANIZATION: DelawareNUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH**7** SOLE VOTING POWER:**8** SHARED VOTING POWER:

3,724,799

9 SOLE DISPOSITIVE POWER:**10** SHARED DISPOSITIVE POWER:

3,724,799

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 3,724,799**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.65%⁽¹⁾**14** TYPE OF REPORTING PERSON: PN

⁽¹⁾ The percentage set forth in Row 13 of this Cover Page is based on the 80,033,122 shares of Class A Common Stock of the Issuer outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015.

1 NAMES OF REPORTING PERSONS.

Appaloosa Partners Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) (b) **3** SEC USE ONLY**4** SOURCE OF FUNDS: WC**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): **6** CITIZENSHIP OR PLACE OF ORGANIZATION: DelawareNUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH**7** SOLE VOTING POWER:**8** SHARED VOTING POWER:

3,724,799

9 SOLE DISPOSITIVE POWER:**10** SHARED DISPOSITIVE POWER:

3,724,799

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 3,724,799**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.65%⁽¹⁾**14** TYPE OF REPORTING PERSON: CO

⁽¹⁾ The percentage set forth in Row 13 of this Cover Page is based on the 80,033,122 shares of Class A Common Stock of the Issuer outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015.

1 NAMES OF REPORTING PERSONS.

David A. Tepper

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) (b) **3** SEC USE ONLY**4** SOURCE OF FUNDS: WC**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): **6** CITIZENSHIP OR PLACE OF ORGANIZATION: United States of AmericaNUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH**7** SOLE VOTING POWER:**8** SHARED VOTING POWER:

8,708,708

9 SOLE DISPOSITIVE POWER:**10** SHARED DISPOSITIVE POWER:

8,708,708

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 8,708,708**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 10.88%⁽¹⁾**14** TYPE OF REPORTING PERSON: IN

⁽¹⁾ The percentage set forth in Row 13 of this Cover Page is based on the 80,033,122 shares of Class A Common Stock of the Issuer outstanding as of October 31, 2015, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015.

ITEM 3. Source and Amount of Funds or Other Consideration.

Item 3 of the prior Schedule 13D is hereby amended and restated in its entirety to read as follows:

As of March 29, 2016: (i) AILP owns 3,724,799 shares of Class A Common Stock, representing approximately 4.65% of the issued and outstanding shares of Class A Common Stock as of that date, which were acquired with the working capital of AILP; and (ii) Palomino Master owns 4,983,909 shares of Class A Common Stock, representing approximately 6.23% of the issued and outstanding shares of Class A Common Stock as of that date, which were acquired with the working capital of Palomino Master.

ITEM 4. Purpose of the Transaction.

Item 4 of the prior Schedule 13D is hereby amended by adding the following after the sixth paragraph thereof:

In lieu of continuing to press the Revised Demand, on January 12, 2016, AILP filed a shareholder derivative action on behalf of the Issuer against SUNE and numerous individuals in the Delaware Court of Chancery alleging breach of fiduciary duty and related causes of action. Following expedited discovery and preliminary injunction proceedings, on March 22, 2016, AILP filed an amended complaint in such action (the "Amended Complaint") under seal. The Amended Complaint seeks numerous corporate governance reforms, including (i) removal of the current members of the Issuer's Corporate Governance and Conflicts Committee and replacement with persons elected by the Issuer's public stockholders, (ii) removal of the Issuer's chief executive officer, (iii) appointment to the Board of a monitor or director to represent the interests of the Issuer's public stockholders, and (iv) additional related relief. The litigation remains ongoing. AILP may seek to further amend the Amended Complaint as the facts develop, and also may seek further changes to the Issuer's corporate governance and management.

ITEM 5. Interest in Securities of the Issuer.

Subparagraph (c) of Item 5 of the prior Schedule 13D is hereby amended and restated in its entirety to read as follows:

(c) Information concerning transactions in the Class A Common Stock effected by the Reporting Persons since January 8, 2016 is set forth in Schedule 1 hereto and is incorporated herein by reference.

ITEM 7. Materials to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

Schedule 1 Transactions of the Reporting Persons Effected from January 8, 2015 through and including March 29, 2016.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 31, 2016

APPALOOSA INVESTMENT LIMITED PARTNERSHIP I

By: APPALOOSA LP,
Its Investment Adviser

By: APPALOOSA CAPITAL INC.,
Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

PALOMINO MASTER LTD.

By: APPALOOSA LP,
Its Investment Adviser

By: APPALOOSA CAPITAL INC.,
Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

APPALOOSA LP

By: APPALOOSA CAPITAL INC.,
Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

APPALOOSA CAPITAL INC.

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

APPALOOSA MANAGEMENT L.P.

By: APPALOOSA PARTNERS INC.,
Its General Partner

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

APPALOOSA PARTNERS INC.

By: /s/ David A. Tepper
Name: David A. Tepper
Title: President

/s/ David A. Tepper
David A. Tepper

SCHEDULE 1**Transactions of the Reporting Persons Effected from January 8, 2016
through and including March 29, 2016**

<u>Person</u>	<u>Date</u>	<u>Security</u>	<u>Amount of Shares Bought (Sold)</u>	<u>Price per Share (excl. commissions)</u>	<u>Type of Transaction</u>
AILP	3/16/2016	Class A common stock	35,759	9.6018	Ordinary Brokerage Transaction
AILP	3/23/2016	Class A common stock	16,300	8.7175	Ordinary Brokerage Transaction
AILP	3/24/2016	Class A common stock	41,650	8.3687	Ordinary Brokerage Transaction
AILP	3/28/2016	Class A common stock	36,010	8.4763	Ordinary Brokerage Transaction
AILP	3/29/2016	Class A common stock	42,297	7.9002	Ordinary Brokerage Transaction
AILP	3/29/2016	Class A common stock	306,502	8.1666	Ordinary Brokerage Transaction
Palomino	3/16/2016	Class A common stock	47,094	9.6018	Ordinary Brokerage Transaction
Palomino	3/23/2016	Class A common stock	21,467	8.7175	Ordinary Brokerage Transaction
Palomino	3/24/2016	Class A common stock	54,851	8.3687	Ordinary Brokerage Transaction
Palomino	3/28/2016	Class A common stock	47,424	8.4763	Ordinary Brokerage Transaction
Palomino	3/29/2016	Class A common stock	55,703	7.9002	Ordinary Brokerage Transaction
Palomino	3/29/2016	Class A common stock	403,651	8.1666	Ordinary Brokerage Transaction