

Sunrun Inc.
Form 4
August 10, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wong Rich

(Last) (First) (Middle)

C/O ACCEL PARTNERS, 428
UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Sunrun Inc. [RUN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
Common Stock	08/10/2015		C	9,432,247	A	I	Held by Accel X L.P. (6)
Common Stock	08/10/2015		A	20,397 (7)	A	I	Held by Accel X L.P. (6)
Common Stock	08/10/2015		C	707,917	A	I	Held by Accel X Strategic

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					<u>(3)</u>			Partners
					<u>(4)</u>			L.P. <u>(6)</u>
					<u>(5)</u>			
Common Stock	08/10/2015	A	1,530 <u>(7)</u>	A	<u>\$ 0</u> <u>(7)</u>	732,954	I	Held by Accel X Strategic Partners L.P. <u>(6)</u>
Common Stock	08/10/2015	C	378,677	A	<u>\$ 0</u> <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	391,251	I	Held by Accel Investors 2009 L.L.C. <u>(8)</u>
Common Stock	08/10/2015	A	819 <u>(7)</u>	A	<u>\$ 0</u> <u>(7)</u>	392,070	I	Held by Accel Investors 2009 L.L.C. <u>(8)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock <u>(1)</u>	<u>(1)</u>	08/10/2015		C	43,872	<u>(1)</u> <u>(1)</u>	Common Stock 43,872
Series A Preferred Stock <u>(1)</u>	<u>(1)</u>	08/10/2015		C	3,292	<u>(1)</u> <u>(1)</u>	Common Stock 3,292
Series A Preferred	<u>(1)</u>	08/10/2015		C	1,761	<u>(1)</u> <u>(1)</u>	Common Stock 1,761

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Stock ⁽¹⁾

Series B Preferred Stock ⁽²⁾	⁽²⁾	08/10/2015	C	6,613,216	⁽²⁾	⁽²⁾	Common Stock	6,613,216
Series B Preferred Stock ⁽²⁾	⁽²⁾	08/10/2015	C	496,342	⁽²⁾	⁽²⁾	Common Stock	496,342
Series B Preferred Stock ⁽²⁾	⁽²⁾	08/10/2015	C	265,502	⁽²⁾	⁽²⁾	Common Stock	265,502
Series C Preferred Stock ⁽³⁾	⁽³⁾	08/10/2015	C	2,354,097	⁽³⁾	⁽³⁾	Common Stock	2,354,097
Series C Preferred Stock ⁽³⁾	⁽³⁾	08/10/2015	C	176,681	⁽³⁾	⁽³⁾	Common Stock	176,681
Series C Preferred Stock ⁽³⁾	⁽³⁾	08/10/2015	C	94,510	⁽³⁾	⁽³⁾	Common Stock	94,510
Series D Preferred Stock ⁽⁴⁾	⁽⁴⁾	08/10/2015	C	323,835	⁽⁴⁾	⁽⁴⁾	Common Stock	323,835
Series D Preferred Stock ⁽⁴⁾	⁽⁴⁾	08/10/2015	C	24,305	⁽⁴⁾	⁽⁴⁾	Common Stock	24,305
Series D Preferred Stock ⁽⁴⁾	⁽⁴⁾	08/10/2015	C	13,001	⁽⁴⁾	⁽⁴⁾	Common Stock	13,001
Series E Preferred Stock ⁽⁵⁾	⁽⁵⁾	08/10/2015	C	97,227	⁽⁵⁾	⁽⁵⁾	Common Stock	97,227

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