

TERRAFORM GLOBAL, INC.
Form SC 13G
May 06, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

TerraForm Global, Inc.

(Name of Issuer)

Class A Common Stock, \$0.01 par value per share

(Title of Class of Securities)

88104M101

(CUSIP Number)

April 15, 2016

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

X Rule 13d-1(c)

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS (ENTITIES ONLY)

1

Vincent C. Smith

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2

(a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF **7,000,979**
SHARES **SHARED VOTING POWER**

BENEFICIALLY 6

OWNED BY **0**
EACH **SOLE DISPOSITIVE POWER**

REPORTING 7

PERSON **7,000,979**
WITH **8 SHARED DISPOSITIVE POWER**

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

7,000,979

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

6.0%

TYPE OF REPORTING PERSON*

12

IN

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Item 1.

(a) Name of Issuer

TerraForm Global, Inc.

(b) Address of Issuer's Principal Executive Offices

7550 Wisconsin Avenue, 9th Floor

Bethesda, Maryland 20814

Item 2.

(a) Name of Person Filing

Vincent C. Smith

(b) Address of Principal Business Office or, if none, Residence

The business address for Mr. Smith is 2560 East Chapman Avenue #173, Orange, CA 92869.

(c) Citizenship

Mr. Smith is a United States citizen.

(d) Title of Class of Securities

Class A Common Stock, \$0.01 par value per share (the “Class A Common Stock”)

(e) CUSIP Number

88104M101

**If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person
Item 3.filing is a:**

NOT APPLICABLE.

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of the date of this filing Mr. Smith beneficially owns 7,000,979 shares of the Class A Common Stock.

(b) Percent of class:

Based on the 116,710,351 shares of Class A Common Stock outstanding as of November 2, 2015 as reported in the Issuer's Form 10-Q for the period ended September 30, 2015, as filed with the Securities and Exchange Commission on November 13, 2015, the 7,000,979 shares of Class A Common Stock beneficially owned by Mr. Smith constituted 6.0% of the shares outstanding.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote – **7,000,979**

(ii) Shared power to vote or to direct the vote – **0**

(iii) Sole power to dispose or to direct the disposition of – **7,000,979**

(iv) Shared power to dispose or to direct the disposition of – **0**

Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

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Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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SIGNATURE

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

/s/Vincent C. Smith
May 6, 2016
Vincent C. Smith