

Hannon Armstrong Sustainable Infrastructure Capital, Inc.  
Form 8-K  
August 04, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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): August 4, 2015**

**HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**001-35877**  
**(Commission**

**File Number)**

**1906 Towne Centre Blvd, Suite 370 Annapolis,**

**46-1347456**  
**(IRS Employer**

**Identification No.)**

**Maryland 21401**

**(Address of principal executive offices)**

**(410) 571-9860**

**(Registrant's telephone number, including area code)**

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))

**Item 1.01 Entry into a Material Definitive Agreement**

The information set forth in Item 2.03 is incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On August 4, 2015, Hannon Armstrong Sustainable Infrastructure, Inc. (the Company) announced that Kroll Bond Rating Agency released an ABS Pre-sale Report related to an intended offering, subject to market and other conditions, by its indirect subsidiary, HASI SYB Trust 2015-1, of a private placement of a securitization transaction consisting of approximately \$125 million in aggregate principal amount of Sustainable Yield Bonds, Series 2015-1 (the Bonds), with an anticipated repayment date of July 20, 2040. The Bonds will be payable from, and secured by, certain assets on the Company's balance sheet and will not be insured or guaranteed by the Company or any other affiliate thereof, or by any other person or entity. Hannon Armstrong Capital, LLC, the operating subsidiary of the Company, will act as servicer for the securitization.

The Bonds have not been and will not be registered under the Securities Act of 1933, as amended (the Securities Act), and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Sales of Bonds to institutional accredited investors who are also qualified purchasers will be made directly by the issuer under Rule 506(c) of Regulation D promulgated under Section 4(a)(2) of the Securities, or under Regulation S promulgated under the Securities Act.

**SIGNATURES**

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

HANNON ARMSTRONG  
SUSTAINABLE INFRASTRUCTURE, INC.

By: /s/ Steven L. Chuslo  
Name: Steven L. Chuslo  
Title: Executive Vice President and General  
Counsel

Date: August 4, 2015