

Sunrun Inc.
 Form 3/A
 August 06, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Vassallo Steven</p> <p>(Last) (First) (Middle)</p> <p>C/O FOUNDATION CAPITAL,Â 250 MIDDLEFIELD ROAD</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>08/06/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Sunrun Inc. [RUN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>08/04/2015</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	521,191	I	Foundation Capital VI, L.P. ⁽¹⁾
Common Stock	5,823	I	Foundation Capital VI Principals Fund, LLC ⁽¹⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock (Convertible)	Â (2)	Â (2)	Common Stock	8,256,563	\$ (2)	I	Foundation Capital VI, L.P. (1)
Series A Preferred Stock (Convertible)	Â (2)	Â (2)	Common Stock	92,255	\$ (2)	I	Foundation Capital VI Principals Fund, LLC (1)
Series B Preferred Stock (Convertible)	Â (3)	Â (3)	Common Stock	2,756,383	\$ (3)	I	Foundation Capital VI, L.P. (1)
Series B Preferred Stock (Convertible)	Â (3)	Â (3)	Common Stock	30,798	\$ (3)	I	Foundation Capital VI Principals Fund, LLC (1)
Series C Preferred Stock (Convertible)	Â (4)	Â (4)	Common Stock	3,916,208	\$ (4)	I	Foundation Capital VI, L.P. (1)
Series C Preferred Stock (Convertible)	Â (4)	Â (4)	Common Stock	43,757	\$ (4)	I	Foundation Capital VI Principals Fund, LLC (1)
Series D Preferred Stock (Convertible)	Â (5)	Â (5)	Common Stock	357,150	\$ (5)	I	Foundation Capital VI, L.P. (1)
Series D Preferred Stock (Convertible)	Â (5)	Â (5)	Common Stock	3,991	\$ (5)	I	Foundation Capital VI Principals Fund, LLC (1)
Series E Preferred Stock (Convertible)	Â (6)	Â (6)	Common Stock	198,809	\$ (6)	I	Foundation Capital VI, L.P. (1)
Series E Preferred Stock (Convertible)	Â (6)	Â (6)	Common Stock	2,221	\$ (6)	I	Foundation Capital VI Principals Fund, LLC (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vassallo Steven C/O FOUNDATION CAPITAL	Â X	Â X	Â	Â

250 MIDDLEFIELD ROAD
MENLO PARK, CA 94025

Signatures

Gail M. Haney, as
Attorney-in-Fact

08/06/2015

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Foundation Capital Management Co. VI, LLC is the sole manager of Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC and has sole voting and investment power with respect to the shares held by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. Steve Vassallo is a managing member of Foundation Capital Management Co. VI, LLC, and may be deemed to share voting and investment power over the shares owned by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. As a managing member of Foundation Capital Management Co. VI, LLC, Mr. Vassallo disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein.
- (2) The Series A Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock.
- (3) The Series B Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series B Preferred Stock will be converted into shares of Common Stock.
- (4) The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock.
- (5) The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock.
- (6) The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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