

Bywater David  
Form 4  
March 06, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Bywater David

2. Issuer Name and Ticker or Trading Symbol  
Vivint Solar, Inc. [VSLR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1800 WEST ASHTON BLVD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/06/2018

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

LEHI, UT 84043  
(City) (State) (Zip)

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

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	03/06/2018		S	6,900 D	\$ 2,9913 531,197 <sup>(2)</sup>	D	
					<sub>(1)</sub>		

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bywater David 1800 WEST ASHTON BLVD LEHI, UT 84043	X		Chief Executive Officer	

## Signatures

/s/ DANA C. RUSSELL                      03/06/2018

\_\_Signature of Reporting Person                      Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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).

These shares were disposed of in non-discretionary transactions to cover the reporting person's tax withholding obligations in connection with the settlement of an award of restricted stock units. The price reported in Column 4 is a weighted average price. These shares were

(1) sold in multiple transactions at prices ranging from \$2.95 to \$3.00, inclusive. The reporting person undertakes to provide to Vivint Solar, Inc., any security holder of Vivint Solar, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).

(2) Includes 359,649 restricted stock units ("RSUs") granted on December 14, 2016 pursuant to the Issuer's 2014 Equity Incentive Plan which can only be settled with shares of common stock. 25% of the RSUs vest on December 6, 2017 and thereafter 6.25% of the RSUs vest in equal quarterly installments beginning March 6, 2018, until the RSUs are fully vested; in each such case subject to the Reporting Person's continued service to the Issuer or any subsidiary of the Issuer through each such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.