

Sunrun Inc.
Form 4
July 05, 2016

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 *
Foundation Capital Management Co. VI, LLC

(Last) (First) (Middle)

250 MIDDLEFIELD ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/30/2016		J ⁽¹⁾		1,100,000	D	\$ 0	11,941,468	I	By Foundation Capital VI, L.P. ⁽²⁾
Common Stock	06/30/2016		J ⁽²⁾		283,250	A	\$ 0	283,250	I	By Foundation Capital Management Co. VI, L.L.C. ⁽²⁾
Common Stock	06/30/2016		J ⁽³⁾		283,250	D	\$ 0	0	I	By Foundation

Common Stock	Transaction Date	Code	Quantity	Code	Price	Quantity	Code	By
Common Stock	06/30/2016	J ⁽³⁾	755	A	\$ 0	755	I	Capital Management Co. VI, L.L.C. ⁽²⁾ By Foundation Capital, LLC ⁽⁴⁾
Common Stock	06/30/2016	J ⁽⁵⁾	89,619	D	\$ 0	89,619	I	By Foundation Capital VI Principals Fund, LLC ⁽²⁾
Common Stock	07/01/2016	S ⁽⁶⁾	755	D	\$ 5.47 ⁽⁷⁾	0	I	By Foundation Capital, LLC ⁽⁴⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

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dated May 31, 2016.

(6) On July 1, 2016, Foundation Capital, LLC sold 755 shares of stock pursuant to a 10b5-1 Plan dated May 31, 2016.

(7) All shares were sold at this price.

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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