

Vassallo Steven
 Form 4
 July 12, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Vassallo Steven

(Last) (First) (Middle)
 550 HIGH STREET, 3RD FLOOR
 (Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/11/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 07/11/2018 | | J ⁽¹⁾ | | 560,000 | D | \$ 0 2,941,468 | I | By Foundation Capital VI, L.P. ⁽²⁾ |
| Common Stock | 07/11/2018 | | J ⁽³⁾ | | 144,200 | A | \$ 0 144,200 | I | By Foundation Capital Management Co. VI, L.L.C. ⁽²⁾ |
| Common Stock | 07/11/2018 | | J ⁽⁴⁾ | | 144,200 | D | \$ 0 0 | I | By Foundation |

| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|------|---------|---|--|
| Common Stock | 07/11/2018 | | J ⁽⁴⁾ | 15,848 | A | \$ 0 | 195,732 | I | Capital Management Co. VI, L.L.C. ⁽²⁾ Vassallo Family Revocable Trust dated 7/15/02 ⁽⁵⁾ |
| Common Stock | | | | | | | 30,703 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Vassallo Steven 550 HIGH STREET, 3RD FLOOR PALO ALTO, CA 94301 | | X | | |

Signatures

/s/ David Singer as Attorney-In-Fact for Steve Vassallo
07/12/2018

__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).
 - (1) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital VI, L.P. ("FC VI") effected following the close of the trading market on July 11, 2018 without consideration to its limited partners and its general partner, Foundation Capital Management Co. VI, L.L.C. ("FCM VI"). Transaction pursuant to a 10b5-1 Plan adopted on May 31, 2018.

FCM VI is the sole general partner of FC VI, and has sole voting and investment power with respect to the shares held by FC VI. The Reporting Person is a managing member of FCM VI, and may be deemed to share voting and investment power over the shares owned by FC VI. The Reporting Person disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein.
 - (2) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by FC VI described in footnote 1 above.
 - (3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by FCM VI effected following the close of the trading market on July 11, 2018 without consideration to its members. Transaction pursuant to a 10b5-1 Plan adopted on May 31, 2018.

The shares are held by the Vassallo Family Revocable Trust dated 7/15/02 (the "Vassallo Family Trust"). Steve P. Vassallo is a trustee of the Vassallo Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Vassallo Family Trust except to the extent of his proportionate pecuniary interest therein.

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.