

Sunrun Inc.
Form 3
August 04, 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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Wong Rich | | (Month/Day/Year) | Sunrun Inc. [RUN] | |
| (Last) | (First) | 08/04/2015 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O ACCEL PARTNERS, 428 UNIVERSITY AVENUE | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| PALO ALTO, CA 94301 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 313,204 | I | Held by Accel X L.P. ⁽¹⁾ |
| Common Stock | 23,507 | I | Held by Accel X Strategic Partners L.P. ⁽²⁾ |
| Common Stock | 12,574 | I | Held by Accel Investors 2009 L.L.C. ⁽³⁾ |

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 | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 43,872 | \$ <u>(4)</u> | I | Held by Accel X L.P. <u>(1)</u> |
| Series A Preferred Stock | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 3,292 | \$ <u>(4)</u> | I | Held by Accel X Strategic Partners L.P. <u>(2)</u> |
| Series A Preferred Stock | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 1,761 | \$ <u>(4)</u> | I | Held by Accel Investors 2009 L.L.C. <u>(3)</u> |
| Series B Preferred Stock | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 6,613,216 | \$ <u>(5)</u> | I | Held by Accel X L.P. <u>(1)</u> |
| Series B Preferred Stock | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 496,342 | \$ <u>(5)</u> | I | Held by Accel X Strategic Partners L.P. <u>(2)</u> |
| Series B Preferred Stock | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 265,502 | \$ <u>(5)</u> | I | Held by Accel Investors 2009 L.L.C. <u>(3)</u> |
| Series C Preferred Stock | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 2,354,097 | \$ <u>(6)</u> | I | Held by Accel X L.P. <u>(1)</u> |
| Series C Preferred Stock | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 176,681 | \$ <u>(6)</u> | I | Held by Accel X Strategic Partners L.P. <u>(2)</u> |
| Series C Preferred Stock | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 94,510 | \$ <u>(6)</u> | I | Held by Accel Investors 2009 L.L.C. <u>(3)</u> |
| Series D Preferred Stock | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 323,835 | \$ <u>(7)</u> | I | Held by Accel X L.P. <u>(1)</u> |
| Series D Preferred Stock | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 24,305 | \$ <u>(7)</u> | I | Held by Accel X Strategic Partners L.P. <u>(2)</u> |
| Series D Preferred Stock | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 13,001 | \$ <u>(7)</u> | I | Held by Accel Investors 2009 L.L.C. <u>(3)</u> |
| Series E Preferred Stock | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 97,227 | \$ <u>(8)</u> | I | Held by Accel X L.P. <u>(1)</u> |
| Series E Preferred Stock | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 7,297 | \$ <u>(8)</u> | I | Held by Accel X Strategic Partners |

| | | | | | | | |
|--------------------------|-------|-------|-----------------|-------|--------|---|---|
| Series E Preferred Stock | Â (8) | Â (8) | Common Stock | 3,903 | \$ (8) | I | L.P. (2) Held by Accel Investors 2009 L.L.C. (3) |
|--------------------------|-------|-------|-----------------|-------|--------|---|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Wong Rich C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | Â X | Â X | Â | Â |

Signatures

/s/ Jay Maloney,
Attorney-in-Fact

08/04/2015

__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) Accel X Associates L.L.C. ("A10A") is the General Partner of Accel X L.P. and has sole voting and investment power. Andrew G. Braccia, James W. Breyer, Kevin J. Efrusy, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, and Richard P. Wong, a director of the Issuer, are the Managing Members of A10A and share such powers. Each Managing Member disclaims beneficial ownership except to the extent of his or her pecuniary interest therein.
- (2) A10A is the General Partner of Accel X Strategic Partners L.P. and has sole voting and investment power. Andrew G. Braccia, James W. Breyer, Kevin J. Efrusy, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, and Richard P. Wong, a director of the Issuer, are the Managing Members of A10A and share such powers. Each Managing Member disclaims beneficial ownership except to the extent of his or her pecuniary interest therein.
- (3) Andrew G. Braccia, James W. Breyer, Kevin J. Efrusy, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, and Richard P. Wong, a director of the Issuer, are the Managing Members of Accel Investors 2009 L.L.C. and therefore share the voting and investment powers. Each Managing Member disclaims beneficial ownership except to the extent of his or her pecuniary interest therein.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.

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Remarks:

Exhibit 24 - Power of Attorney

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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