

TERRAFORM GLOBAL, INC.
Form SC 13D/A
December 21, 2017

UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

TerraForm Global, Inc.
(Name of Issuer)

Common stock, Class A, \$0.01 par value
(Title of Class of Securities)

88104M101
(CUSIP Number)

A.J. Silber
Brookfield Asset Management Inc.
Brookfield Place
181 Bay Street, Suite 300
Toronto, Ontario M5J 2T3
(416) 363-9491
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 20, 2017
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

but shall be subject to all other provisions of the Act.



CUSIP No. 88104M101

1 NAMES OF REPORTING PERSONS
BROOKFIELD ASSET
MANAGEMENT INC.

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

ONTARIO

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

19,536,004

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

19,536,004

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

19,536,004

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

17.4% ⁽¹⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

(1) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Issuer of 112,028,238 outstanding as of December 12, 2017, based on information communicated by the Issuer to the Reporting Persons.

CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1

PARTNERS LIMITED

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

AF

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

ONTARIO

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

19,536,004

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

19,536,004

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

19,536,004

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

17.4% ⁽²⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

(2) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Issuer of 112,028,238 outstanding as of December 12, 2017, based on information communicated by the Issuer to the Reporting Persons.

CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1

BROOKFIELD ASSET
MANAGEMENT PRIVATE
INSTITUTIONAL CAPITAL
ADVISER (CANADA), L.P.

2

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

AF

5

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION

ONTARIO

7

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8

SHARED VOTING POWER

19,535,004

9

SOLE DISPOSITIVE POWER

10

SHARED DISPOSITIVE POWER

19,535,004

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

19,535,004

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

17.4% ⁽³⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

(3) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Issuer of 112,028,238 outstanding as of December 12, 2017, based on information communicated by the Issuer to the Reporting Persons.

CUSIP No. 88104M101

1 NAMES OF REPORTING PERSONS
BROOKFIELD INFRASTRUCTURE
FUND III GP LLC

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

DELAWARE

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

19,535,004

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

19,535,004

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

19,535,004

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

17.4% ⁽⁴⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

(4) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Issuer of 112,028,238 outstanding as of December 12, 2017, based on information communicated by the Issuer to the Reporting Persons.

CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1

ORION US GP LLC

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

AF

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

19,535,004

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

19,535,004

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

19,535,004

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

17.4% ⁽⁵⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

(5) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Issuer of 112,028,238 outstanding as of December 12, 2017, based on information communicated by the Issuer to the Reporting Persons.

CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1

ORION US HOLDINGS 1 L.P.

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

BK

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

19,535,004 ⁽⁶⁾

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

19,535,004 ⁽⁶⁾

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

19,535,004 ⁽⁶⁾

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

17.4% ⁽⁷⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

(6) Orion US Holdings 1 L.P. disclaims beneficial ownership of any shares of Class A common stock of the Issuer, including any shares of Class A common stock that may be deemed to be beneficially owned by any other Reporting Person.

(7) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Issuer of 112,028,238 outstanding as of December 12, 2017, based on information communicated by the Issuer to the Reporting Persons.

CUSIP No. 88104M101

1 NAMES OF REPORTING PERSONS
BROOKFIELD RENEWABLE
PARTNERS LIMITED

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

BERMUDA

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

1,000

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

1,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.0% ⁽⁸⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

(8) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Issuer of 112,028,238 outstanding as of December 12, 2017, based on information communicated by the Issuer to the Reporting Persons.

CUSIP No. 88104M101

1 NAMES OF REPORTING PERSONS
BROOKFIELD RENEWABLE
PARTNERS L.P.

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

BERMUDA

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

1,000 ⁽⁹⁾

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

1,000 ⁽⁹⁾

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,000 ⁽⁹⁾

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.0% ⁽¹⁰⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

(9) Brookfield Renewable Partners L.P. disclaims beneficial ownership of any shares of Class A common stock of the Issuer, including any shares of Class A common stock that may be deemed to be beneficially owned by any other Reporting Person

(10) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Issuer of 112,028,238 outstanding as of December 12, 2017, based on information communicated by the Issuer to the Reporting Persons.

CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1

BRP BERMUDA GP LIMITED

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

AF

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

BERMUDA

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

1,000

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

1,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.0% ⁽¹¹⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

(11) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Issuer of 112,028,238 outstanding as of December 12, 2017, based on information communicated by the Issuer to the Reporting Persons.

10

CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1

BREP HOLDING L.P.

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

AF

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

BERMUDA

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

1,000

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

1,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.0% ⁽¹²⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

(12) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Issuer of 112,028,238 outstanding as of December 12, 2017, based on information communicated by the Issuer to the Reporting Persons.

11

CUSIP No. 88104M101

1 NAMES OF REPORTING PERSONS
BROOKFIELD RENEWABLE
ENERGY L.P.

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

BERMUDA

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
1,000 ⁽¹³⁾

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
1,000 ⁽¹³⁾

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,000 ⁽¹³⁾

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.0% ⁽¹⁴⁾

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

(13) Brookfield Renewable Energy L.P. disclaims beneficial ownership of any shares of Class A common stock of the Issuer, including any shares of Class A common stock that may be deemed to be beneficially owned by any other Reporting Person.

(14) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Issuer of 112,028,238 outstanding as of December 12, 2017, based on information communicated by the Issuer to the Reporting Persons.

12

CUSIP No. 88104M101

1 NAMES OF REPORTING PERSONS
BROOKFIELD BRP HOLDINGS
(CANADA) INC.

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

OO

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

ONTARIO

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

1,000

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

1,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,000

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.0% (15)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

(15) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Issuer of 112,028,238 outstanding as of December 12, 2017, based on information communicated by the Issuer to the Reporting Persons.

13

This Amendment No. 1 (the “Amendment No. 1”) to Schedule 13D is being filed by Orion US Holdings 1 L.P., Orion US GP LLC, Brookfield Infrastructure Fund III GP LLC, Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P., Brookfield BRP Holdings (Canada) Inc., Brookfield Renewable Energy L.P., BREP Holding L.P., BRP Bermuda GP Limited, Brookfield Renewable Partners L.P., Brookfield Renewable Partners Limited, Brookfield Asset Management Inc. and Partners Limited to amend the Schedule 13D filed on June 30, 2017 (the “Original Schedule 13D” and, as so amended, the “Amended Schedule 13D”) with respect to beneficial ownership of the shares of Class A common stock, \$0.01 par value per share, of TerraForm Global, Inc., a corporation organized under the laws of the state of Delaware.

This Amendment No. 1 hereby amends Item 4, Item 6 and Item 7 of the Original Schedule 13D as follows:

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended by adding the following:

In addition to the Renova Claim, Orion US LP’s and Merger Sub’s obligations to consummate the Merger are subject to the condition that certain litigation in which the Issuer has been or later is named a defendant, including the cases captioned (i) Glenview Capital Partners v. SunEdison, 16 CV 8032 (S.D.N.Y.); CIV 537971 (San Mateo), (ii) Oklahoma Firefighters Pension & Ret. Sys. v. SunEdison, 16 CV 07995 (S.D.N.Y.); CIV 537965 (San Mateo), (iii) Omega Capital Investors v. SunEdison, 16 CV 7428 (S.D.N.Y.); CIV 537977 (San Mateo), (iv) Kingdon Associates v. Terraform Global, 16 CV 8202 (S.D.N.Y.); 16 CIV 00459 (San Mateo), (v) VMT II v. TerraForm Global, 16 CV 8204 (S.D.N.Y.); 16 CIV 01433 (San Mateo), and (vi) Canyon Capital Advisors v. Terraform Global, 16 CV 9171 (S.D.N.Y.) (such captioned cases, the “Global Claims”), have been finally dismissed with prejudice or the settlement thereof has been submitted for court approval in a manner reasonably satisfactory to Orion US LP pursuant to agreements or stipulations containing releases reasonably satisfactory to Orion US LP, and all final approvals of courts or regulatory authorities required for the settlements and releases to become final, binding and enforceable shall have been obtained. Such condition is part of the Litigation Condition.

In connection with efforts to settle the Global Claims, on December 20, 2017, the Issuer entered into a Settlement Agreement (the “Securities Litigation Settlement Agreement”) with, among others, the Plaintiffs (as defined in the Securities Litigation Settlement Agreement). Concurrently with the execution and delivery of the Securities Litigation Settlement Agreement, Orion US LP, Merger Sub and the Issuer entered into a letter agreement with respect to the Litigation Condition (the “Merger Agreement Consent”). The description of the Merger Agreement Consent in Item 6 of this Amended Schedule 13D is incorporated herein by reference and is qualified in its entirety by reference to the Merger Agreement Consent filed as Exhibit 99.1 hereto.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Original Schedule 13D is hereby amended by adding the following:

In order to resolve the Global Claims, on December 20, 2017, the Issuer entered into the Securities Litigation Settlement Agreement with, among others, the Plaintiffs (as defined in the Securities Litigation Settlement Agreement). Under the terms of the Securities Litigation Settlement Agreement, (i) the Plaintiffs have agreed to, among other things, dismiss with prejudice and provide a full and final release regarding certain claims, including the Global Claims, (ii) the Issuer has agreed to, among other things, cause to be paid to the Plaintiffs a settlement amount (the “Settlement Amount”).

Concurrently with the execution and delivery of the Securities Litigation Settlement Agreement, Orion US LP, Merger Sub and the Issuer entered into the Merger Agreement Consent, pursuant to which Orion US LP (i) consented to the entry into the Securities Litigation Settlement Agreement by the Issuer and (ii) acknowledged and agreed that, subject to certain conditions, including conditions relating to the funding and payment of a certain portion of the Settlement Amount by insurers and other third parties, and upon the dismissal with prejudice of the Global Claims and payment in full of the Settlement Amount, (a) the Litigation Condition shall have been satisfied, solely with respect to the Global Claims, and (b) solely for purposes of determining whether the Litigation Condition has been satisfied, the aggregate payment made by the Issuer and its subsidiaries (net of any amounts funded directly or indirectly by insurance proceeds) under the Securities Litigation Settlement Agreement in connection with the settlement of the Global Claims shall be deemed to be zero. The foregoing description of the Merger Agreement Consent does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement Consent filed as Exhibit 99.1 hereto, which is incorporated herein by reference.

Item 7. Materials to Be Filed as Exhibits.

Exhibit 99.1 Letter Agreement, dated December 20, 2017, by and among Orion US Holdings 1 L.P., BRE GLBL Holdings Inc. and TerraForm Global, Inc.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

December 21, 2017

ORION US HOLDINGS
1 L.P., by its general
partner,
ORION US GP LLC

By: /s/ Fred Day
Name: Fred Day
Title: Vice President

ORION US GP LLC

By: /s/ Fred Day
Name: Fred Day
Title: Vice President

BROOKFIELD
INFRASTRUCTURE
FUND III GP LLC

By: /s/ Fred Day
Name: Fred Day
Title: Vice President

BROOKFIELD ASSET
MANAGEMENT PRIVATE
INSTITUTIONAL CAPITAL
ADVISER (CANADA), L.P.,
by its general partner,
BROOKFIELD PRIVATE
FUNDS HOLDINGS INC.

By: /s/ James Rickert
Name: James Rickert
Title: Senior Vice President

BROOKFIELD BRP
HOLDINGS (CANADA) INC.

By: /s/ Andrea Rocheleau
Name: Andrea Rocheleau
Title: Senior Vice President

BROOKFIELD
RENEWABLE
ENERGY L.P., by its
general partner, BREP
HOLDING L.P., by its
general partner, BRP
BERMUDA GP
LIMITED

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

BREP HOLDING L.P.,
by its general partner,
BRP BERMUDA GP
LIMITED

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

BRP BERMUDA GP
LIMITED

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

BROOKFIELD
RENEWABLE
PARTNERS L.P., by
its general partner,
BROOKFIELD

RENEWABLE
PARTNERS LIMITED

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

BROOKFIELD
RENEWABLE
PARTNERS LIMITED

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

BROOKFIELD ASSET
MANAGEMENT INC.

By: /s/ A.J. Silber
Name: A.J. Silber
Title: Vice-President, Legal Affairs

PARTNERS LIMITED

By: /s/ Brian D. Lawson
Name: Brian D. Lawson
Title: President

SCHEDULE I

ORION US GP LLC

| <u>Name and Position of Officer or Director</u> | <u>Principal Business Address</u> | <u>Principal Occupation or Employment</u> | <u>Citizenship</u> |
|---|--|---|--------------------|
| Keiji Hattori, Associate Vice President | NBF Hibiya Building 25F, 1-1-7 Uchisaiwaicho, Chiyoda-ku, Tokyo 100-0011 | Senior Vice President of Brookfield | Japan |
| Scott Peak, Manager | 1200 Smith Street Suite 1200 Houston, TX 77002 | Senior Vice President of Brookfield | U.S.A |
| Ralph Klatzkin, Manager and Vice President | Brookfield Place 250 Vesey Street, 15th Floor New York, NY 10281 | Vice President of Brookfield | U.S.A. |
| Fred Day, Manager and Vice President | 1200 Smith Street Suite 1200 Houston, TX 77002 | Vice President of Brookfield | U.S.A. |
| Hadley Peer Marshall, Senior Vice President | Brookfield Place 250 Vesey Street, 15th Floor New York, NY 10281 | Senior Vice President of Brookfield | U.S.A. |
| Julian Deschatelets, Senior Vice President | 181 Bay Street, Suite 300, Brookfield Place, Toronto, Ontario M5J 2T3, Canada | Senior Vice President of Brookfield | Canada |
| Andrea Rocheleau, Senior Vice President | 41 Victoria Street Gatineau, Québec J8X 2A1, Canada | Senior Vice President of Brookfield | Canada |
| William Fyfe, Assistant Secretary | 181 Bay Street, Suite 300, Brookfield Place, Toronto, Ontario M5J 2T3, Canada | Legal Counsel of Brookfield | Canada |

SCHEDULE II

BROOKFIELD INFRASTRUCTURE FUND III GP LLC

| <u>Name and Position of Officer or Director</u> | <u>Principal Business Address</u> | <u>Principal Occupation or Employment</u> | <u>Citizenship</u> |
|---|--|---|--------------------|
| Justin Beber, President | 181 Bay Street, Suite 300, Brookfield Place, Toronto, Ontario M5J 2T3, Canada | Managing Partner of Brookfield | Canada |
| Mark Srulowitz, Manager and Vice President | Brookfield Place 250 Vesey Street, 15th Floor New York, NY 10281 | Managing Partner of Brookfield | U.S.A. |
| Scott Peak, Manager and Senior Vice President | 1200 Smith Street Suite 1200 Houston, TX 77002 | Senior Vice President of Brookfield | U.S.A. |
| Keiji Hattori, Associate Vice President | NBF Hibiya Building 25F, 1-1-7 Uchisaiwaicho, Chiyoda-ku, Tokyo 100-0011 | Senior Vice President of Brookfield | Japan |
| Ralph Klatzkin, Manager and Vice President | Brookfield Place 250 Vesey Street, 15th Floor New York, NY 10281 | Vice President of Brookfield | U.S.A. |
| Fred Day, Manager and Vice President | 1200 Smith Street Suite 1200 Houston, TX 77002 | Vice President of Brookfield | U.S.A. |

SCHEDULE III

BROOKFIELD BRP HOLDINGS (CANADA) INC.

| <u>Name and Position of Officer or Director</u> | <u>Principal Business Address</u> | <u>Principal Occupation or Employment</u> | <u>Citizenship</u> |
|--|---|---|--------------------|
| Edward Kress, Director and Chairman | 51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada | Corporate Director | Canada |
| David Mann, Director | 50 McCurdy Drive, Chester, Nova Scotia B0J 1J0, Canada | Corporate Director | Canada |
| John Van Egmond, Director | 6900 N. Ozona Drive Tuscon, AZ 85718 | Financial Consultant, Ozona Corporation | U.S.A |
| Harry Goldgut, Chairman BRE Group | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3 Canada | Executive Chairman, Infrastructure and Power of Brookfield | Canada |
| Richard Legault, Chairman BRE Group | 41 Victoria Street Gatineau, Quebec J8X 2A1, Canada | Executive Chairman, Renewable Power of Brookfield | Canada |
| Sachin Shah, Chief Executive Officer | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3 Canada | Senior Managing Partner of Brookfield | Canada |
| Nicholas Goodman, Chief Financial Officer | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3 Canada | Managing Partner of Brookfield | United Kingdom |
| Jennifer Mazin, Senior Vice President & Secretary | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3 Canada | Managing Partner of Brookfield | Canada |
| Andrea Rocheleau, Senior Vice President | 41 Victoria Street Gatineau, Quebec J8X 2A1 Canada | Senior Vice President of Brookfield Canada | Canada |

SCHEDULE IV

BRP BERMUDA GP LIMITED

| <u>Name and Position of Officer or Director</u> | <u>Principal Business Address</u> | <u>Principal Occupation or Employment</u> | <u>Citizenship</u> |
|---|--|--|--------------------|
| Jeffrey M. Blidner, Director | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3 Canada | Vice Chairman of Brookfield | Canada |
| Eleazar de Carvalho Filho, Director | Rua Joaquim Floriano 1120 - 6th floor - Cj. 61 Itaim Bibi, São Paulo, SP 04534-004 Brazil | Founder of Virtus BR Partners and Corporate Director, Founder of Sinfonia Consultoria e participações | Brazil |
| David Mann, Director | 50 McCurdy Drive, Chester Nova Scotia B0J 1J0, Canada | Corporate Director | Canada |
| Lou Maroun, Director | 20 South Road, Warwick WK 02 Bermuda | Chairman of Sigma Real Estate Advisors/Sigma Capital Corporation | Canada |
| Lars Josefsson, Director | Contributor AB Bilblioteksgatan 1, 4 tr 111 46 Stockholm, Sweden | Managing Director, Contributor AB | Sweden |
| John Van Egmond, Director | 6900 N. Ozona Drive Tuscon, AZ 85718 | Financial Consultant, Ozona Corporation | U.S.A. |
| Patricia Zuccotti, Director | 4612 105 th Avenue NE, Kirkland, WA 98033 | Corporate Director | U.S.A. |
| Gregory E.A. Morrison, President | 73 Front Street, Hamilton HM 12 Bermuda | President, Brookfield Bermuda | Canada |
| Gregory N. McConnie, Vice President | Wildey Business Park 2 nd Floor, Wildey St. Michael Barbados 14006 | President and Chief Executive Officer Brookfield International Bank Inc. | Barbados |
| Jane Sheere, Secretary | 73 Front Street, Hamilton HM 12 Bermuda | Manager - Corporate Services of Brookfield Bermuda | United Kingdom |
| Anna Knapman-Scott, Assistant Secretary | 73 Front Street, Hamilton HM 12 Bermuda | Operations Manager & Legal Counsel | United Kingdom |

SCHEDULE V

BROOKFIELD RENEWABLE PARTNERS LIMITED

| <u>Name and Position of Officer or Director</u> | <u>Principal Business Address</u> | <u>Principal Occupation or Employment</u> | <u>Citizenship</u> |
|---|--|--|--------------------|
| Jeffrey M. Blidner, Director | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3 Canada | Vice Chairman of Brookfield | Canada |
| Eleazar de Carvalho Filho, Director | Rua Joaquim Floriano 1120 - 6th floor - Cj. 61 Itaim Bibi, São Paulo, SP 04534-004 Brazil | Founder of Virtus BR Partners and Corporate Director, Founder of Sinfonia Consultoria e participações | Brazil |
| David Mann, Director | 50 McCurdy Drive, Chester Nova Scotia B0J 1J0, Canada | Corporate Director | Canada |
| Lou Maroun, Director | 20 South Road, Warwick WK 02 Bermuda | Chairman of Sigma Real Estate Advisors/Sigma Capital Corporation | Canada |
| Lars Josefsson, Director | Contributor AB Bilblioteksgatan 1, 4 tr 111 46 Stockholm, Sweden | Managing Director, Contributor AB | Sweden |
| John Van Egmond, Director | 6900 N. Ozona Drive Tuscon, AZ 85718 | Financial Consultant, Ozona Corporation | U.S.A. |
| Patricia Zuccotti, Director | 4612 105 th Avenue NE, Kirkland, WA 98033 | Corporate Director | U.S.A. |
| Gregory E.A. Morrison, President | 73 Front Street, Hamilton HM 12 Bermuda | President, Brookfield Bermuda | Canada |
| Gregory N. McConnie, Vice President | Willey Business Park 2 nd Floor, Willey St. Michael Barbados 14006 | President and Chief Executive Officer Brookfield International Bank Inc. | Barbados |
| Jane Sheere, Secretary | 73 Front Street, Hamilton HM 12 Bermuda | Manager - Corporate Services of Brookfield Bermuda | United Kingdom |
| Anna Knapman-Scott, Assistant Secretary | 73 Front Street, Hamilton HM 12 Bermuda | Operations Manager & Legal Counsel | United Kingdom |

SCHEDULE VI

BROOKFIELD ASSET MANAGEMENT INC.

| <u>Name and Position of Officer or Director</u> | <u>Principal Business Address</u> | <u>Principal Occupation or Employment</u> | <u>Citizenship</u> |
|--|--|--|--------------------|
| M. Elyse Allan, Director | 2300 Meadowvale Road, Mississauga, Ontario, L5N 5P9, Canada | President and Chief Executive Officer of General Electric Canada Company Inc. | Canada & U.S.A. |
| Jeffrey M. Blidner, Director and Vice Chairman | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada | Vice Chairman of Brookfield | Canada |
| Angela F. Braly, Director | 832 Alverna Drive, Indianapolis, Indiana 46260 | President & Founder of The Braly Group, LLC | U.S.A. |
| Jack L. Cockwell, Director | 51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada | Corporate Director | Canada |
| Marcel R. Coutu, Director | 335 8th Avenue SW, Suite 1700 Calgary, Alberta T2P 1C9, Canada | Former President and Chief Executive Officer of Canadian Oil Sands Limited | Canada |
| Maureen Kempston Darkes, Director | 10 Avoca Avenue, Unit 1904 Toronto, Ontario M4T 2B7, Canada | Corporate Director of Brookfield and former President, Latin America, Africa and Middle East of General Motors Corporation | Canada |
| Murilo Ferreira | Rua General Venâncio Flores 50 Cob 01 Leblon, Rio de Janeiro, Brazil | Corporate Director | Brazil |
| J. Bruce Flatt, Director and Senior Managing Partner and Chief Executive Officer | 181 Bay Street, Suite 300, Toronto, Ontario M5J 2T3, | Senior Managing Partner and Chief Executive Officer of Brookfield | Canada |

Canada

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|--|---|--|--------|
| Robert J. Harding, Director | 181 Bay Street, Suite 300, Brookfield Place, Toronto, Ontario M5J 2T3, Canada | Chairman, Brookfield Global Infrastructure Advisory Board | Canada |
| David W. Kerr, Director | c/o 51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada | Corporate Director | Canada |
| Brian W. Kingston, Senior Managing Partner | 250 Vesey Street, 15th Floor, New York, NY 10281 | Senior Managing Partner of Brookfield | Canada |
| Brian D. Lawson, Senior Managing Partner and Chief Financial Officer | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner and Chief Financial Officer of Brookfield | Canada |

| | | | |
|--|--|--|--------------------|
| Cyrus Madon, Senior Managing Partner | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner of Brookfield | Canada |
| Frank J. McKenna, Director | TD Bank Group, P.O. Box 1, TD Centre, 66 Wellington St. West, 4th Floor, TD Tower, Toronto, Ontario M5K 1A2, Canada | Chair of Brookfield and Deputy Chair of TD Bank Group | Canada |
| Rafael Miranda | C/Santiago de Compostela 100, 28035 Madrid, Spain | Chairman, Acerinox | Spain |
| Youssef A. Nasr, Director | P.O. Box 16 5927, Beirut, Lebanon | Corporate Director of Brookfield and former Chairman and CEO of HSBC Middle East Ltd. and former President of HSBC Bank Brazil | Lebanon and U.S.A. |
| Lord Augustine Thomas O'Donnell, Director | P.O. Box 1, TD Centre, 66 Wellington St. W., 4th Floor, TD Tower Toronto, Ontario M5K 1A2, Canada | Chairman of Frontier Economics and Strategic Advisor of TD Bank Group | United Kingdom |
| Samuel J.B. Pollock, Senior Managing Partner | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner of Brookfield | Canada |
| Ngee Huat Seek, Director | 501 Orchard Road #08-01 Wheelock Place Singapore 238880 | Former Chairman of the Latin American Business Group, Government of Singapore Investment Corporation | Singapore |
| Diana L. Taylor, Director | Solera Capital L.L.C 625 Madison Avenue, 3rd Floor New York, N.Y. 10022 | Vice Chair of Solera Capital LLC | U.S.A |
| A.J. Silber, Vice-President, Legal Affairs and Corporate Secretary | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada | Vice-President, Legal Affairs and Corporate Secretary of Brookfield | Canada |

SCHEDULE VII

PARTNERS LIMITED

| <u>Name and Position of Officer or Director</u> | <u>Principal Business Address</u> | <u>Principal Occupation or Employment</u> | <u>Citizenship</u> |
|---|---|---|--------------------|
| Jack L. Cockwell, Director and Chairman | 51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada | Corporate Director | Canada |
| David W. Kerr, Director | 51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada | Corporate Director | Canada |
| Brian D. Lawson, Director and President | Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300 Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner and Chief Financial Officer of Brookfield | Canada |
| George E. Myhal, Director | Partners Value Investments, 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada | Director, Chairman, President and CEO of Partners Value Investments | Canada |
| Timothy R. Price, Director | 51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada | Chairman, Brookfield Funds | Canada |
| Tony E. Rubin, Treasurer | 51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada | Accountant | Canada |
| Lorretta Corso, Secretary | Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada | Corporate Secretarial Administrator, Brookfield | Canada |

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|---|
| 99.1 | Letter Agreement, dated December 20, 2017, by and among Orion US Holdings 1 L.P., BRE GLBL Holdings Inc. and TerraForm Global, Inc. |

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