

Armistead Hunter H.  
Form 4  
March 19, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
Armistead Hunter H.

2. Issuer Name and Ticker or Trading Symbol  
Pattern Energy Group Inc. [PEGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
PIER 1, BAY 3  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2018

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Exec. VP, Business Development

SAN FRANCISCO, CA 94111

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	03/15/2018		D		5,791 (1)	D	\$ 0 122,329
Class A Common Stock	03/15/2018		F		4,005 (2)	D	\$ 18.55 118,324
Class A Common Stock	03/15/2018		A		23,283 (3)	A	\$ 0 141,607
Class A Common	03/15/2018		A		15,229 (4)	A	\$ 0 156,836

Stock

Class A Common Stock	45,454	I	See footnote (5)
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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)

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 Following Reported Transaction (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

Armistead Hunter H.  
PIER 1, BAY 3  
SAN FRANCISCO, CA 94111

Exec. VP, Business Development

## Signatures

/s/ Dyann S. Blaine,  
attorney-in-fact

03/19/2018

\*\*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 shares forfeited from performance based shares granted on April 10, 2015 (the "2015 TSR Award") that were eligible to vest based on certain financial performance objectives. Upon grant, the maximum vesting amount was reported in Table 1 of Form 4 filed April 14, 2015. On March 15, 2018, the Company determined that based on the Company's performance over the applicable performance

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period, 11,581 shares would vest and 5,791 shares would be forfeited.

- (2) Represents shares withheld for satisfaction of tax withholding obligation arising as a result of the vesting of the 2015 TSR Award. See footnote 1.

- (3) Represents the maximum number of shares granted pursuant to a performance share award which may become earned and vested based on relative total shareholder return over the three-year period ending December 31, 2020. The actual amount eligible for vesting will be between 0 and 100% of this number, depending on actual performance.

- (4) Represents a time-vested restricted share award which vests in 3 equal annual installments starting in December 2018.

- (5) By the 2011 Amended and Restated Armistead Family Trust, of which the reporting person is a trustee and beneficiary.

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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