

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	
Â Accel X LP		(Month/Day/Year)	Sunrun Inc. [RUN]	
(Last)	(First)	08/04/2015		
428 UNIVERSITY AVENUE			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
PALO ALTO, CA 94301			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	D <u>(1)</u>	Â
Common Stock	23,507	I	Held by Accel X Strategic Partners L.P. <u>(2)</u>
Common Stock	12,574	I	Held by Accel Investors 2009 L.L.C. <u>(3)</u>

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

SEC 1473 (7-02)

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.

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>	D <u>(1)</u>	Â
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>	D <u>(1)</u>	Â
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>	D <u>(1)</u>	Â
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>	D <u>(1)</u>	Â
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>	D <u>(1)</u>	Â
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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Accel X LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	Â	Â X	Â	Â
ACCEL X STRATEGIC PARTNERS LP 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	Â	Â X	Â	Â
Accel Investors 2009 L.L.C. 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	Â	Â X	Â	Â
Accel X Associates L.L.C. 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	Â	Â X	Â	Â

Signatures

/s/ Tracy L. Sedlock, Attorney-in-Fact for Accel X L.P.	08/04/2015
**Signature of Reporting Person	Date
/s/ Tracy L. Sedlock, Attorney-in-Fact for Accel X Strategic Partners L.P.	08/04/2015
**Signature of Reporting Person	Date
/s/ Tracy L. Sedlock, Attorney-in-Fact for Accel Investors 2009 L.L.C.	08/04/2015
**Signature of Reporting Person	Date
/s/ Tracy L. Sedlock, Attorney-in-Fact for Accel X Associates L.L.C.	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

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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.

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.