

STEELE JEANNA
Form 3
May 31, 2018

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â STEELE JEANNA</p> <p>(Last) (First) (Middle)</p> <p>595 MARKET STREET, 29TH FLOOR</p> <p>(Street)</p> <p>SAN FRANCISCO,Â CAÂ 94105</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/21/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Sunrun Inc. [RUN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) General Counsel</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	71,450 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	D	Â

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)

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (7)	04/09/2025	Common Stock	20,000	\$ 9.17	D	Â
Employee Stock Option (right to buy)	Â (8)	03/19/2028	Common Stock	45,000	\$ 8.05	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEELE JEANNA 595 MARKET STREET, 29TH FLOOR SAN FRANCISCO, CA 94105	Â	Â	Â General Counsel	Â

Signatures

/s/ Jay Maloney,
Attorney-in-Fact

05/31/2018

__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) 10,000 shares are represented by restricted stock units (each, an RSU). Each RSU represents a contingent right to receive one share upon settlement. 25% of these RSUs vested on February 11, 2017, and the remaining RSUs vest in equal quarterly installments thereafter, subject to the Reporting Person's continued service through each vesting date.

(2) 15,000 shares are represented by RSUs. Each RSU represents a contingent right to receive one share upon settlement. 25% of these RSUs vested on May 5, 2017, and the remaining RSUs vest in equal quarterly installments thereafter, subject to the Reporting Person's continued service through each vesting date.

(3) 21,700 shares are represented by RSUs. Each RSU represents a contingent right to receive one share upon settlement. 1/24 of these RSUs vested on January 1, 2017, and the remaining RSUs vest in equal monthly installments thereafter, subject to the Reporting Person's continued service through each vesting date.

(4) 5,800 shares are represented by RSUs. Each RSU represents a contingent right to receive one share upon settlement. 25% of these RSUs vested on March 15, 2018, and the remaining RSUs vest in equal quarterly installments thereafter, subject to the Reporting Person's continued service through each vesting date.

(5) 18,600 shares are represented by RSUs. Each RSU represents a contingent right to receive one share upon settlement. 25% of these RSUs vest on March 15, 2019, and the remaining RSUs vest in equal quarterly installments thereafter, subject to the Reporting Person's continued service through each vesting date.

(6) Balance includes non-reportable acquisition of 350 shares of Common Stock through the Fidelity Directed Share Plan.

(7) 25% of the shares subject to the option vested on March 9, 2016, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.

(8) 25% of the shares subject to the option vest on March 15, 2019, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.

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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