

Hannon Armstrong Sustainable Infrastructure Capital, Inc.  
Form 8-K  
January 03, 2019

United States  
Securities and Exchange Commission  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 3, 2019

Hannon Armstrong Sustainable Infrastructure  
Capital, Inc.

(Name of Registrant as Specified In Its Charter)

Maryland 001-35877 46-1347456  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

1906 Towne Centre Blvd, Suite 370 Annapolis,  
Maryland 21401  
(Address of principal executive offices)

(410) 571-9860  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Item 8.01 Other Events

As previously reported on a Form 8-K filed on December 17, 2018, Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Robert W. Baird & Co. Incorporated, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC as representatives of the several underwriters named in Schedule A thereto (the “Underwriters”), in connection with the offer and sale by the Company to the Underwriters of 5,000,000 shares of its common stock, par value \$0.01 per share at a price of \$21.60 per share. Pursuant to the Underwriting Agreement, the Underwriters were granted the option to purchase within 30 days of December 12, 2018 up to an additional 750,000 shares of the Company's common stock.

On December 31, 2018, the Underwriters partially exercised their option to purchase an additional 465,000 shares of the Company's common stock. The net proceeds from the sale of the additional shares, after deducting the underwriting discount, were approximately \$9.9 million.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Description

5.1 Opinion of Clifford Chance US LLP (including consent of such firm)

23.1 Consent of Clifford Chance US LLP (included in Exhibit 5.1)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HANNON ARMSTRONG SUSTAINABLE  
INFRASTRUCTURE CAPITAL, INC.**

By: /s/ Steven L. Chuslo  
Steven L. Chuslo  
Executive Vice President and General Counsel

Date: January 3, 2019