

SCHUH MICHAEL N

Form 4

September 13, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Foundation Capital Management Co.
VI, LLC

(Last) (First) (Middle)

250 MIDDLEFIELD ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Sunrun Inc. [RUN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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) | (A) or (D) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|------------------|--|---|--|
| Common Stock | 09/12/2016 | | J ⁽¹⁾ | 1,100,000 | D | \$ 0 10,841,468 | I | By Foundation Capital VI, L.P. ⁽²⁾ |
| Common Stock | 09/12/2016 | | J ⁽²⁾ | 283,250 | A | \$ 0 283,250 | I | By Foundation Capital Management Co. VI, L.L.C. ⁽²⁾ |
| Common Stock | 09/12/2016 | | J ⁽³⁾ | 283,250 | D | \$ 0 0 | I | By Foundation Capital Management Co. VI, L.L.C. |

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| | | | | | | | | |
|--------------|------------|-------------|--------|---|------|--------|---|--|
| Common Stock | 09/12/2016 | <u>J(3)</u> | 755 | A | \$ 0 | 755 | I | <u>(2)</u> By Foundation Capital, LLC <u>(4)</u> |
| Common Stock | 09/12/2016 | <u>J(5)</u> | 89,619 | D | \$ 0 | 0 | I | By Foundation Capital VI Principals Fund, LLC <u>(2)</u> |
| Common Stock | 09/12/2016 | <u>J(6)</u> | 25,654 | A | \$ 0 | 67,660 | I | By William B. Elmore Revocable Trust <u>(2)</u> <u>(7)</u> |
| Common Stock | 09/12/2016 | <u>J(8)</u> | 26,746 | A | \$ 0 | 53,492 | I | By Elmore Family Investments B, LP <u>(2)</u> <u>(9)</u> |
| Common Stock | 09/12/2016 | <u>J(6)</u> | 24,798 | A | \$ 0 | 57,315 | I | By Holland/Yates Family Trust dtd 7/23/1999 <u>(2)</u> <u>(10)</u> |
| Common Stock | 09/12/2016 | <u>J(6)</u> | 4,124 | A | \$ 0 | 13,656 | I | By The Holland Childrens Trust <u>(2)</u> <u>(11)</u> |
| Common Stock | 09/12/2016 | <u>J(8)</u> | 2,674 | A | \$ 0 | 59,989 | I | By Holland/Yates Family Trust dtd 7/23/1999 <u>(10)</u> |
| Common Stock | 09/12/2016 | <u>J(6)</u> | 6,685 | A | \$ 0 | 21,879 | I | By Koontz Revocable Trust U/A/D 6/29/1998 <u>(2)</u> <u>(12)</u> |
| Common Stock | 09/12/2016 | <u>J(6)</u> | 11,743 | A | \$ 0 | 40,887 | I | By Michael N. & Mary G. Schuh 1990 Family Trust <u>(2)</u> <u>(13)</u> |
| Common Stock | 09/12/2016 | <u>J(8)</u> | 2,674 | A | \$ 0 | 43,561 | I | By Michael N. & Mary G. Schuh 1990 Family Trust <u>(2)</u> <u>(13)</u> |

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| | | | | | | | | |
|--------------|------------|--------------|--------|---|----------------------------|---------|---|--|
| Common Stock | 09/12/2016 | <u>J(6)</u> | 29,814 | A | \$ 0 | 98,820 | I | By Warren M. Weiss Trust UA dated 7/20/2005 <u>(2)</u> <u>(14)</u> |
| Common Stock | 09/12/2016 | <u>J(8)</u> | 5,349 | A | \$ 0 | 104,169 | I | By Warren M. Weiss Trust UA dated 7/20/2005 <u>(2)</u> |
| Common Stock | 09/12/2016 | <u>J(6)</u> | 5,541 | A | \$ 0 | 17,418 | I | By Ally L. Weiss GST Exempt Trust <u>(2)</u> <u>(15)</u> |
| Common Stock | 09/12/2016 | <u>J(6)</u> | 5,541 | A | \$ 0 | 17,418 | I | By Shane T. Weiss GST Exempt Trust <u>(2)</u> <u>(16)</u> |
| Common Stock | 09/12/2016 | <u>J(6)</u> | 35,455 | A | \$ 0 | 54,301 | I | By Moldow Family Trust dated 11/11/2003 <u>(2)</u> <u>(17)</u> |
| Common Stock | 09/12/2016 | <u>J(8)</u> | 1,605 | A | \$ 0 | 55,906 | I | By Moldow Family Trust dated 11/11/2003 <u>(2)</u> <u>(17)</u> |
| Common Stock | 09/12/2016 | <u>J(6)</u> | 4,491 | A | \$ 0 | 4,491 | I | The Moldow 2008 Children?s Trust <u>(2)</u> <u>(18)</u> |
| Common Stock | 09/13/2016 | <u>S(19)</u> | 4,491 | D | \$ <u>5.82</u> <u>(20)</u> | 0 | I | The Moldow 2008 Children?s Trust <u>(2)</u> <u>(18)</u> |
| Common Stock | 09/13/2016 | <u>S(19)</u> | 37,060 | D | \$ <u>5.82</u> <u>(21)</u> | 18,846 | I | By Moldow Family Trust dated 11/11/2003 <u>(2)</u> <u>(17)</u> |
| Common Stock | 09/13/2016 | <u>S(22)</u> | 755 | D | \$ <u>5.73</u> <u>(23)</u> | 0 | I | By Foundation Capital, LLC <u>(4)</u> |

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

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.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 |
| Foundation Capital Management Co. VI, LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | |
| Foundation Capital VI Principals Fund, LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | |
| FOUNDATION CAPITAL VI LP 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | |
| Foundation Capital, LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | |
| ELMORE WILLIAM B 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | |
| HOLLAND PAUL R 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | |
| | | X | | |

KOONTZ PAUL G
250 MIDDLEFIELD ROAD
MENLO PARK, CA 94025

Moldow Charles
250 MIDDLEFIELD ROAD
MENLO PARK, CA 94025

SCHUH MICHAEL N
250 MIDDLEFIELD ROAD
MENLO PARK, CA 94025

Weiss Warren M
250 MIDDLEFIELD ROAD
MENLO PARK, CA 94025

X

X

X

Signatures

/s/ David Singer as Attorney-In-Fact for Foundation Capital Management Co. VI, L.L.C.

09/13/2016

__Signature of Reporting Person

Date

/s/ David Singer as Attorney-In-Fact for Foundation Capital VI Principals Fund, L.L.C.

09/13/2016

__Signature of Reporting Person

Date

/s/ David Singer as Attorney-In-Fact for Foundation Capital VI, L.P.

09/13/2016

__Signature of Reporting Person

Date

/s/ David Singer as Attorney-in-Fact for Foundation Capital, LLC

09/13/2016

__Signature of Reporting Person

Date

/s/ David Singer as Attorney-in-Fact for William B. Elmore

09/13/2016

__Signature of Reporting Person

Date

/s/ David Singer as Attorney-in-Fact for Paul R. Holland

09/13/2016

__Signature of Reporting Person

Date

/s/ David Singer as Attorney-in-Fact for Paul G. Koontz

09/13/2016

__Signature of Reporting Person

Date

/s/ David Singer as Attorney-in-Fact for Charles Moldow

09/13/2016

__Signature of Reporting Person

Date

/s/ David Singer as Attorney-in-Fact for Michael N. Schuh

09/13/2016

__Signature of Reporting Person

Date

/s/ David Singer as Attorney-in-Fact for Warren M. Weiss

09/13/2016

__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 a pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital VI, L.P. effected following the close of the trading market on September 12, 2016 without consideration to its limited partners and its general partner, Foundation Capital Management Co. VI, L.L.C. Transaction pursuant to a 10b5-1 Plan dated May 31, 2016.

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- Foundation Capital Management Co. VI, L.L.C. ("FCM VI") is the sole general partner and manager of Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC, respectively, and has sole voting and investment power with respect to the shares held by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. William B. Elmore, Paul G. Koontz, Michael N. Schuh, Paul R. Holland, Steve P. Vassallo, Charles P. Moldow and Warren M. Weiss are managing members of FCM VI, and may be deemed to share voting and investment power over the shares owned by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. Each of the managing members disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein. Mr. Vassallo is a member of the Board of Directors of the Issuer and, accordingly, files separate Section 16 reports.
- (2) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital Management Co. VI, L.L.C. effected following the close of the trading market on September 12, 2016 without consideration to its members. Transaction pursuant to a 10b5-1 Plan dated May 31, 2016.
- (3) Paul R. Holland, Warren M. Weiss, Charles Moldow and Steve P. Vassallo are managers of Foundation Capital, LLC. Foundation Capital, LLC is under common control with Foundation Capital Management Co. VI, L.L.C. As such, each of the managers may be deemed to share voting and investment power over the shares owned by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. Each of the managers disclaim beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein. Mr. Vassallo is a member of the Board of Directors of the Issuer and, accordingly, files separate Section 16 reports.
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital VI Principals Fund, LLC effected following the close of the trading market on September 12, 2016 without consideration to its members. Transaction pursuant to a 10b5-1 Plan dated May 31, 2016.
- (5) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital VI, L.P. described in footnote 1 above.
- (6) The shares are held by the William B. Elmore Revocable Trust (the "Elmore Trust"). William B. Elmore is a trustee of the Elmore Trust.
- (7) The Reporting Person disclaims beneficial ownership of the shares held by the Elmore Trust except to the extent of his proportionate pecuniary interest therein.
- (8) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital VI Principals Fund, LLC described in footnote 5 above.
- (9) The shares are held by Elmore Family Investments B, LP (the "Elmore Partnership"). William B. Elmore is a general partner of the Elmore Partnership. The Reporting Person disclaims beneficial ownership of the shares held by the Elmore Partnership except to the extent of his proportionate pecuniary interest therein.
- (10) The shares are held by the Holland/Yates Family Trust dtd 7/23/1999 (the "Holland Family Trust"). Paul R. Holland is a trustee of the Holland Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Holland Family Trust except to the extent of his proportionate pecuniary interest therein.
- (11) The shares are held by The Holland Children's Trust (the "Holland Children's Trust"). Paul R. Holland is a trustee of the Holland Children's Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Holland Children's Trust except to the extent of his proportionate pecuniary interest therein.
- (12) The shares are held by the Koontz Revocable Trust U/A/D 6/29/1998 (the "Koontz Trust"). Paul G. Koontz is a trustee of the Koontz Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Koontz Trust except to the extent of his proportionate pecuniary interest therein.
- (13) The shares are held by the Michael N. & Mary G. Schuh 1990 Family Trust (the "Schuh Trust"). Michael N. Schuh is a trustee of the Schuh Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Schuh Trust except to the extent of his proportionate pecuniary interest therein.
- (14) The shares are held by The Warren M. Weiss Trust UA dated 7/20/2005 (the "Weiss Trust"). Warren M. Weiss is a trustee of the Weiss Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Weiss Trust except to the extent of his proportionate pecuniary interest therein.
- (15) The shares are held by the ALLY L. WEISS GST EXEMPT TRUST (the "ALLY Trust"), a trust controlled by or for the benefit of one or more of Warren M. Weiss' family members. The Reporting Person disclaims beneficial ownership of the shares held by the ALLY Trust except to the extent of his proportionate pecuniary interest therein.
- (16) The shares are held by the SHANE T. WEISS GST EXEMPT TRUST (the "SHANE Trust"), a trust controlled by or for the benefit of one or more of Warren M. Weiss' family members. The Reporting Person disclaims beneficial ownership of the shares held by the SHANE Trust except to the extent of his proportionate pecuniary interest therein.
- (17) The shares are held by the Moldow Family Trust dated 11/11/2003 (the "Moldow Family Trust"). Charles P. Moldow is a trustee of the Moldow Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Moldow Family Trust except to

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the extent of his proportionate pecuniary interest therein.

The shares are held by The Moldow 2008 Children's Trust (the "Moldow Children's Trust"). Charles P. Moldow is a trustee of the

(18) Moldow Children's Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Moldow Children's Trust except to the extent of his proportionate pecuniary interest therein.

(19) Transaction pursuant to a 10b5-1 Plan dated May 31, 2016.

Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$5.64 to

(20) \$6.00 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$5.62 to

(21) \$5.81 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(22) On September 13, 2016, Foundation Capital, LLC sold 755 shares of stock pursuant to a 10b5-1 Plan dated May 31, 2016.

Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$5.61 to

(23) \$5.99 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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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