

STEELE JEANNA

Form 3

May 31, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â STEELE JEANNA

(Last)

(First)

(Middle)

595 MARKET STREET, 29TH
FLOOR

(Street)

SAN

FRANCISCO,Â CAAÂ 94105

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/21/2018

3. Issuer Name **and** Ticker or Trading Symbol
Sunrun Inc. [RUN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

General Counsel

6. Individual or Joint/Group
Filing(Check Applicable Line)☒ Form filed by One Reporting
Person☐ 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

71,450 (1) (2) (3) (4) (5)
(6)

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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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)**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
Derivative5. 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).

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.

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.

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.

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.

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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