

TerraForm Power, Inc.  
Form SC 13D/A  
June 29, 2018

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 17)\*

TerraForm Power, Inc.  
(Name of Issuer)

Common stock, Class A, \$0.01 par value  
(Title of Class of Securities)

88104R209  
(CUSIP Number)

A.J. Silber  
Brookfield Asset Management Inc.  
Brookfield Place  
181 Bay Street, Suite 300  
Toronto, Ontario M5J 2T3  
(416) 363-9491  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 29, 2018  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. .

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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CUSIP No. 88104R209

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

BROOKFIELD ASSET  
MANAGEMENT INC.

2

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

AF

5

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF  
ORGANIZATION

ONTARIO

7

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

136,570,068

9

SOLE DISPOSITIVE POWER

10

SHARED DISPOSITIVE POWER

136,570,068

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

136,570,068

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

65.33%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

(1) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

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CUSIP No. 88104R209

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

PARTNERS LIMITED

2

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

AF

5

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF  
ORGANIZATION

ONTARIO

7

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

136,570,068

9

SOLE DISPOSITIVE POWER

10

SHARED DISPOSITIVE POWER

136,570,068

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

136,570,068

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

65.33%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

(1) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

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CUSIP No. 88104R209

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

BROOKFIELD BRP HOLDINGS  
(CANADA) INC.

2

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

BK

5

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF  
ORGANIZATION

ONTARIO

7

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

136,570,068

9

SOLE DISPOSITIVE POWER

10

SHARED DISPOSITIVE POWER

136,570,068

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

136,570,068

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

65.33%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

(1) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

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CUSIP No. 88104R209

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

BBHC ORION HOLDCO L.P.

2

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

OO

5

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF  
ORGANIZATION

ONTARIO

7

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

29,878,048

9

SOLE DISPOSITIVE POWER

10

SHARED DISPOSITIVE POWER

29,878,048

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

29,878,048

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

14.29%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

PN

(1) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

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CUSIP No. 88104R209

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

1

BROOKFIELD ASSET  
MANAGEMENT PRIVATE  
INSTITUTIONAL CAPITAL  
ADVISER (CANADA), L.P.

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

4

AF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

ONTARIO

SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

106,692,020

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10  
106,692,020

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11  
106,692,020

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

12

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

13  
51.03%<sup>(1)</sup>

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

14  
PN

(1) Percentage ownership is based on an aggregate number of Class A Shares of 209,061,636 outstanding as of June 11, 2018, equal to (i) 148,086,027 Class A Shares outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018 plus (ii) an aggregate of 31,097,561 Class A Shares and 29,878,048 Class A Shares purchased by Orion US Holdings 1 L.P. and Brookfield BRP Holdings (Canada) Inc., respectively, on June 11, 2018. Brookfield BRP Holdings (Canada) Inc., the sole limited partner of BBHC Orion Holdco L.P., contributed 29,878,048 Class A Shares to BBHC Orion Holdco L.P. on June 29, 2018, as discussed in Item 4 of this Amendment No. 17.

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CUSIP No. 88104R209

NAMES OF  
1 REPORTING  
PERSONS

I.R.S.  
IDENTIFICATION  
NOS. OF ABOVE  
PERSONS (ENTITIES  
ONLY)

BROOKFIELD  
INFRASTRUCTURE  
FUND III GP LLC

CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP

(a)

2