

Fenster Edward Harris  
 Form 4  
 February 21, 2019

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Fenster Edward Harris

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 595 MARKET STREET, 29TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/19/2019

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

SAN FRANCISCO, CA 94105  
 (City) (State) (Zip)

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

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 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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |  |
| Common Stock                    | 02/14/2019                           |  | G <sup>(1)</sup>               | 5,000 D \$ 0  | 2,330,192   | D  |  |
| Common Stock                    | 02/19/2019                           |  | M                              | 40,534 A \$ 1.95  | 2,370,726   | D  |  |
| Common Stock                    | 02/19/2019                           |  | S <sup>(2)</sup>               | 40,534 D \$ 15.51   | 2,330,192   | D  |  |
| Common Stock                    | 02/20/2019                           |  | M                              | 4,765 A \$ 1.95   | 2,334,957   | D  |  |
| Common Stock                    | 02/20/2019                           |  | S <sup>(2)</sup>               | 4,765 D \$ 15.6   | 2,330,192   | D  |  |

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|              |            |                  |       |   |                        |           |   |
|--------------|------------|------------------|-------|---|------------------------|-----------|---|
| Common Stock | 02/21/2019 | M                | 4,104 | A | \$ 1.95                | 2,334,296 | D |
| Common Stock | 02/21/2019 | S <sup>(2)</sup> | 4,104 | D | \$ 15.5 <sup>(5)</sup> | 2,330,192 | D |

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

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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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 1.95  | 02/19/2019                           |  | M                              | 40,534  | <sup>(6)</sup> 06/15/2021                                | Common Stock  | 40,534                     |                            |
| Employee Stock Option (right to buy)       | \$ 1.95  | 02/20/2019                           |  | M                              | 4,765   | <sup>(6)</sup> 06/15/2021                                | Common Stock  | 4,765                      |                            |
| Employee Stock Option (right to buy)       | \$ 1.95  | 02/21/2019                           |  | M                              | 4,104   | <sup>(6)</sup> 06/15/2021                                | Common Stock  | 4,104                      |                            |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| Fenster Edward Harris<br>595 MARKET STREET, 29TH FLOOR | X             |           | Chairman |       |

SAN FRANCISCO, CA 94105

## Signatures

/s/ Jay Maloney,  
Attorney-in-Fact

02/21/2019

\_\_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) Shares gifted to a 501(c)(3) charity pursuant to a Rule 10b5-1 trading plan.
- (2) The sales reported by the Reporting Person were effected pursuant to a Rule 10b5-1 trading plan.  
Price represents the weighted average sale price of the shares sold. The sale price ranged from \$15.50 to \$15.54 per share. Upon request
- (3) by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.  
Price represents the weighted average sale price of the shares sold. The sale price ranged from \$15.51 to \$15.735 per share. Upon request
- (4) by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.  
Price represents the weighted average sale price of the shares sold. The sale price ranged from \$15.50 to \$15.51 per share. Upon request
- (5) by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (6) The shares subject to the option are fully vested and exercisable.

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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