

Sunrun Inc.
Form 4
August 15, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wong Rich

(Last) (First) (Middle)

C/O ACCEL PARTNERS, 428
UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

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

08/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/15/2016		J ⁽¹⁾		2,929,754	D	\$ 0 3,906,340	I	Held by Accel X L.P. ⁽²⁾ ⁽³⁾
Common Stock	08/15/2016		J ⁽¹⁾		219,886	D	\$ 0 293,182	I	Held by Accel X Strategic Partners L.P. ⁽³⁾ ⁽⁴⁾
Common Stock	08/15/2016		J ⁽¹⁾		117,621	D	\$ 0 156,828	I	Held by Accel Investors 2009

Common Stock	08/15/2016	J ⁽¹⁾	83,299	A	\$ 0	168,387	I	L.L.C. ⁽³⁾ <u>(5)</u> Held by The Wong Family 2006 Trust dated 8/30/2006 <u>(6)</u>
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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wong Rich C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X			

Signatures

/s/ Jay Maloney,
Attorney-in-Fact

08/15/2016

____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).

Transactions reported on this form represent pro rata distributions, and not a purchase or sale of securities, by Accel X L.P., Accel X

(1) Strategic Partners L.P. and Accel Investors 2009 L.L.C. to their respective general and limited partners or members without consideration. Distribution transactions were executed pursuant to a plan established in compliance with the requirements of Rule 10b5-1.

Accel X Associates L.L.C. ("A10A") is the General Partner of Accel X L.P. ("A10") and has the sole voting and investment power.

(2) Richard P. Wong, a director of the Issuer, is a Managing Member of A10A and shares such powers with A10A's other Managing Members.

(3) Richard P. Wong, as a Managing Member, disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(4) A10A is the General Partner of Accel X Strategic Partners L.P. ("A10SP") and has the sole voting and investment power. Richard P. Wong, a director of the Issuer, is a Managing Member of A10A and shares such powers with A10A's other Managing Members.

(5) Richard P. Wong, a director of the Issuer, is a Managing Member of Accel Investors 2009 L.L.C. and therefore shares the voting and investment powers with its other Managing Members.

(6) Richard P. Wong, a director of the Issuer, is Trustee of The Wong Family 2006 Trust dated 8/30/2006 and therefore has voting and investment powers.

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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