

Vassallo Steven
Form 4
August 29, 2017

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

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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 *
Vassallo Steven

(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)
08/25/2017

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)
Former 10% owner

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)		
				(A) or (D)	Price				
Common Stock					9,741,468	I	By Foundation Capital VI, L.P. ⁽¹⁾		
Common Stock	08/25/2017		S	31,476	D	\$ 7.17 ⁽²⁾	42,813	I	Vassallo Family Revocable Trust dated 7/15/02 ⁽³⁾
Common Stock	08/28/2017		S	2,100	D	\$ 7 ⁽⁴⁾	40,713	I	Vassallo Family Revocable

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- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$7.00 to \$7.23
- (2) 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.

- The shares are held by the Vassallo Family Revocable Trust dated 7/15/02 (the "Vassallo Family Trust"). Steve P. Vassallo is a trustee of
- (3) the Vassallo Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Vassallo Family Trust except to the extent of his proportionate pecuniary interest therein.

- (4) All shares were sold at this 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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