

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Appaloosa LP</u> <hr/> (Last) (First) (Middle) 51 JOHN F. KENNEDY PKWY <hr/> (Street) SHORT HILLS NJ 07078 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/29/2016	3. Issuer Name and Ticker or Trading Symbol <u>TerraForm Power, Inc. [ TERP ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ See Footnotes 1 and 2 below	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ <input checked="" type="checkbox"/> 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)
Class A Common Stock	3,724,799	I	By Appaloosa Investment Limited Partnership I <sup>(1)(2)</sup>
Class A Common Stock	4,983,909	I	By Palomino Master Ltd. <sup>(1)(2)</sup>

**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 Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Appaloosa LP</u> <hr/> (Last) (First) (Middle) 51 JOHN F. KENNEDY PKWY <hr/> (Street) SHORT HILLS NJ 07078 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>APPALOOSA INVESTMENT LIMITED PARTNERSHIP I</u> <hr/> (Last) (First) (Middle) C/O APPALOOSA LP 51 JOHN F. KENNEDY PKWY <hr/> (Street) SHORT HILLS NJ 07078 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Palomino Master Ltd.</u> <hr/> (Last) (First) (Middle) C/O APPALOOSA LP 51 JOHN F. KENNEDY PKWY <hr/> (City) (State) (Zip)
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(Street)  
**SHORT HILLS NJ 07078**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**APPALOOSA MANAGEMENT LP**

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(Last) (First) (Middle)  
**404 WASHINGTON AVENUE, SUITE 810**

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(Street)  
**MIAMI BEACH FL 33139**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**APPALOOSA PARTNERS INC**

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(Last) (First) (Middle)  
**C/O APPALOOSA MANAGEMENT L.P.  
404 WASHINGTON AVENUE, SUITE 810**

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(Street)  
**SHORT HILLS NJ 07078**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**Appaloosa Capital Inc.**

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(Last) (First) (Middle)  
**C/O APPALOOSA LP  
51 JOHN F. KENNEDY PKWY**

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(Street)  
**SHORT HILLS NJ 07078**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**TEPPER DAVID A**

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(Last) (First) (Middle)  
**C/O APPALOOSA LP  
251 JOHN F. KENNEDY PKWY**

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(Street)  
**SHORT HILLS NJ 07078**

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(City) (State) (Zip)

**Explanation of Responses:**

1. This report on Form 3 relates to the Class A Common Stock of TerraForm Power, Inc., held for the account of Appaloosa Investment Limited Partnership I, a Delaware limited partnership ("AILP"), and Palomino Master Ltd., a British Virgin Islands company ("Palomino Master"). Appaloosa LP, a Delaware limited partnership ("ALP"), serves as investment adviser to each of AILP and Palomino Master. Appaloosa Management L.P., a Delaware limited partnership ("AML"), is the general partner of AILP; Appaloosa Partners Inc., a Delaware corporation ("API"), is the general partner of AMLP; and Appaloosa Capital Inc., a Delaware corporation ("ACI"), is the general partner of ALP. Mr. Tepper is sole stockholder and president of API and the controlling stockholder and president of ACI.

2. As a result of the foregoing relationships, each of ALP, AMLP, ACI, API and Mr. Tepper may be deemed to have voting and dispositive power over the Class A Common Stock held for the account of AILP; and each of ALP, ACI and Mr. Tepper may be deemed to have voting and dispositive power over the Class A Common Stock held for the account of Palomino Master. Each of AILP, Palomino Master, AMLP, API, ALP, ACI and Mr. Tepper disclaims beneficial ownership of the reported shares of Class A Common Stock, except to the extent of such person's pecuniary interest therein, if any, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Exchange Act of 1934, as amended, or for any other purpose.

/s/ David A. Tepper, President  
for Appaloosa Capital Inc.,  
general partner of Appaloosa  
LP 04/01/2016

/s/ David A. Tepper, President  
for Appaloosa Capital Inc.,  
general partner of Appaloosa  
LP, investment advisor of  
Appaloosa Investment Limited  
Partnership I 04/01/2016

/s/ David A. Tepper, President 04/01/2016  
for Appaloosa Capital Inc.,

<u>general partner of Appaloosa LP, investment advisor of Palomino Master Ltd.</u>	
<u>/s/ David A. Tepper, President for Appaloosa Partners Inc., general partner of Appaloosa Management L.P.</u>	<u>04/01/2016</u>
<u>/s/ David A. Tepper, President for Appaloosa Partners Inc.</u>	<u>04/01/2016</u>
<u>/s/ David A. Tepper, President for Appaloosa Capital Inc.</u>	<u>04/01/2016</u>
<u>/s/ David A. Tepper</u>	<u>04/01/2016</u>
** Signature of Reporting Person	Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**