
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 16, 2017 (May 12, 2017)



TerraForm Power, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36542
(Commission File Number)

46-4780940
(I. R. S. Employer
Identification No.)

7550 Wisconsin Avenue, 9th Floor, Bethesda, Maryland 20814
(Address of principal executive offices, including zip code)

(240) 762-7700
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 12, 2017, TerraForm Power, Inc. (the “Company”) received a notification letter from a Senior Director of Nasdaq Listing Qualifications (the “Notification Letter”). The Notification Letter stated that because the Company has not yet filed its Form 10-Q for the period ended March 31, 2017 (the “1Q17 10-Q”), this serves as an additional basis for delisting the Company’s securities from the Nasdaq Stock Market under Nasdaq Listing Rule 5250(c)(1), which requires timely filing of periodic reports with the Securities and Exchange Commission.

As previously disclosed, on March 20, 2017, a Nasdaq Hearings Panel granted a request from the Company for an extension until June 30, 2017 in order to regain compliance with Nasdaq’s continued listing requirements with respect to its delayed Form 10-K for the year ended December 31, 2016, the 1Q17 10-Q and its delinquency in holding its annual meeting of stockholders during the year ended December 31, 2016. The Company continues to work to regain compliance with Nasdaq’s continued listing requirements as soon as practicable. However, there can be no assurance that the Company will regain compliance with Nasdaq’s continued listing requirements on or before June 30, 2017 or that the Company will be granted any additional extensions to regain compliance with Nasdaq’s continued listing requirements.

Item 7.01 Regulation FD Disclosure.

On May 16, 2017, the Company issued a press release announcing the receipt of the Notification Letter. A copy of the press release is furnished herewith as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the press release is deemed to be “furnished” and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Cautionary Note Regarding Forward-Looking Statements. Except for historical information contained in this Form 8-K and the press release attached as an exhibit hereto, this Form 8-K and the press release contain forward-looking statements which involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary note in the press release regarding these forward-looking statements.

Item 9.01 Financial Statement and Exhibits.

(d) *Exhibits*

<u>Exhibit</u>	
<u>No.</u>	<u>Description</u>
99.1	Press release, dated May 16, 2017, titled “TerraForm Power Announces Receipt of Nasdaq Letter”

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TERRAFORM POWER, INC.

Date: May 16, 2017

By: /s/ Sebastian Deschler

Name: Sebastian Deschler

Title: Senior Vice President, General Counsel and Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated May 16, 2017, titled "TerraForm Power Announces Receipt of Nasdaq Letter"



TerraForm Power Announces Receipt of Nasdaq Letter

BETHESDA, MD, May 16, 2017 (GLOBENEWSWIRE) -- TerraForm Power, Inc. (Nasdaq: TERP) ("TerraForm Power" or the "Company"), an owner and operator of clean energy power plants, today announced that on May 12, 2017 it received a notification letter from a Senior Director of Nasdaq Listing Qualifications (the "Notification Letter"). The Notification Letter stated that because the Company has not yet filed its Form 10-Q for the quarter ended March 31, 2017 (the "1Q 2017 10-Q"), this serves as an additional basis for delisting the Company's securities from the Nasdaq Stock Market under Nasdaq Listing Rule 5250(c)(1), which requires timely filing of periodic reports with the Securities and Exchange Commission.

On March 21, 2017, the Company announced that the Nasdaq Hearings Panel granted the Company an extension until June 30, 2017 to regain compliance with Nasdaq's continued listing requirements with respect to its Form 10-K for the year ended December 31, 2016, the 1Q 2017 10-Q and its delinquency in holding its annual meeting during the year ended December 31, 2016. The Notification Letter has no immediate effect on the listing of the Company's common stock on the Nasdaq Global Select Market. The Company continues to work to regain compliance with Nasdaq's continued listing requirements as soon as practicable. However, there can be no assurance that the Company will regain compliance with Nasdaq's continued listing requirements on or before June 30, 2017 or that the Company will be granted any additional extensions to regain compliance with Nasdaq's continued listing requirements.

About TerraForm Power

TerraForm Power is a renewable energy company that is changing how energy is generated, distributed and owned. TerraForm Power creates value for its investors by owning and operating clean energy power plants. For more information about TerraForm Power, please visit: www.terraformpower.com.

Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. These statements involve estimates, expectations, projections, goals, assumptions, known and unknown risks, and uncertainties and typically include words or variations of words such as "expect," "anticipate," "believe," "intend," "plan," "seek," "estimate," "predict," "project," "goal," "guidance," "outlook," "objective," "forecast," "target," "potential," "continue," "would," "will," "should," "could," or "may" or other comparable terms and phrases.

Such statements include, without limitation, statements regarding the additional time that may be granted for the Company to regain compliance with the Nasdaq rules; the Company's ability and time required to regain compliance with Nasdaq's rules; and the progress, outcome and timing of completing its Form 10-K for the year ended December 31, 2016 and the 1Q 2017 10-Q and holding its annual meeting of stockholders. These forward-looking statements are based on current expectations as of the date of this press release and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including but not limited to: the extent and impact of delays in the Company's completion of its Form 10-K for the year ended December 31, 2016 and the 1Q 2017 10-Q and in holding the Company's annual meeting of stockholders; whether the Company will be granted additional time to regain compliance with Nasdaq's continued listing requirements; the Company's ability to regain compliance with Nasdaq's continued listing requirements; as well as additional factors we have described in other filings with the Securities and Exchange Commission.

The risks included above are not exhaustive. Other factors that could adversely affect our business and prospects are described in the filings made by us with the Securities and Exchange Commission. The Company undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

Contacts

Investors:

Brett Prior
TerraForm Power
investors@terraform.com

Media:

Meaghan Repko / Joseph Sala
Joele Frank, Wilkinson Brimmer Katcher
media@terraform.com
(212) 355-4449