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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K/A**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 5, 2014**

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**TERRAFORM POWER, INC.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36542**  
(Commission  
File Number)

**46-4780940**  
(IRS Employer  
Identification No.)

**12500 Baltimore Avenue, Beltsville, Maryland**  
(Address of principal executive offices, including zip code)

**(443) 909-7200**  
(Registrant's telephone number, including area code)

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

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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:

- 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))
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**Item 8.01 Other Events**

On November 6, 2014, TerraForm Power, Inc. (the “Company”) filed a Form 8-K reporting the announcement of a quarterly dividend on the Company’s Class A common stock. The Form 8-K and press release attached thereto incorrectly stated the record date for the dividend. On November 12, 2014, the Company issued a press release confirming that the record date for the third quarter dividend on its Class A common stock is December 1, 2014, as reported in its Form 10-Q filing dated November 6, 2014. A copy of the press release is attached to this Form 8-K as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The Exhibit Index attached to this Form 8-K is incorporated herein by reference.

**SIGNATURES**

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

**TerraForm Power, Inc.**

By: /s/ Sebastian Deschler

Name: Sebastian Deschler

Title: Senior Vice President, General Counsel and Secretary

November 12, 2014

**EXHIBIT INDEX**

**Exhibit No.**

**Document**

99.1 Press release of TerraForm Power, Inc., dated as of November 12, 2014.



**TERRAFORM POWER CONFIRMS THIRD QUARTER DIVIDEND RECORD DATE OF  
DECEMBER 1, 2014**

BELTSVILLE, Md., November 12, 2014 – TerraForm Power, Inc. (Nasdaq:TERP) confirms that the record date for the third quarter dividend on its Class A common stock is December 1, 2014, as reported in its 10-Q filing dated November 6, 2014. The record date in the Company’s November 5, 2014 press release has been revised to December 1, 2014.

As previously reported, the dividend of \$0.1717 per share is payable on December 15, 2014. This amount represents a quarterly dividend of \$0.2257 per share, prorated to \$0.1717 per share to adjust for the partial quarter as the Company made its Initial Public Offering of shares on July 18, or \$0.9028 per share on an annualized basis.

**About TerraForm Power**

TerraForm Power (Nasdaq: TERP) is a renewable energy leader that is changing how energy is generated, distributed and owned. TerraForm Power creates value for its investors by owning and operating renewable energy power plants. For more information about TerraForm Power, please visit: <http://www.terraform.com>.

**Contact Information**

Media:

Bruce Dunbar  
Finsbury  
bruce.dunbar@finsbury.com  
+1 (646) 805-2070

Investors/Analysts:

Brett Prior  
TerraForm Power  
bprior@terraform.com  
+1 (650) 889-8628

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