

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

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>SUNEDISON, INC.</u>  (Last) (First) (Middle) 13736 RIVERPORT DRIVE, SUITE 180  (Street) MARYLAND MO 63043  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TerraForm Power, Inc. [ TERP ]</u>  3. Date of Earliest Transaction (Month/Day/Year) 07/23/2014  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
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 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			
Class A Common Stock	07/23/2014		D		250,000	D <sup>(1)</sup>	(1)	0	I	See footnote <sup>(6)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Units of TerraForm Power, LLC	(2)(4)	07/23/2014		J <sup>(2)</sup>		65,709,404 <sup>(2)(4)</sup>		(2)(4)	(2)(4)	Class A Common Stock	65,709,404	(2)(4)	65,709,404	I	See footnote <sup>(6)</sup>
Class B Units of TerraForm Power, LLC	(3)(4)	07/23/2014		J <sup>(3)</sup>		5,840,000		(3)(4)	(3)(4)	Class A Common Stock	5,840,000	(3)	71,549,404	I	See footnote <sup>(6)</sup>
Class B Units of TerraForm Power, LLC	(5)	07/23/2014		S			7,022,750	(5)	(5)	Class A Common Stock	7,022,750	\$23.26	64,526,654	I	See footnote <sup>(6)</sup>

1. Name and Address of Reporting Person* <u>SUNEDISON, INC.</u>  (Last) (First) (Middle) 13736 RIVERPORT DRIVE, SUITE 180  (Street) MARYLAND MO 63043  (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>SunEdison Holdings Corp</u>  (Last) (First) (Middle) 13736 RIVERPORT DRIVE, SUITE 180  (Street) MARYLAND MO 63043  (City) (State) (Zip)
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**Explanation of Responses:**

- Immediately prior to the completion of the initial public offering of TerraForm Power, Inc. (the "Company"), SunEdison Holdings Corporation ("SunEdison Holdings") contributed to the Company for no consideration all of the shares of Class A common stock held by SunEdison Holdings.
- Immediately prior to the completion of the Company's initial public offering, the Company effected a 262.8376-for-1 stock split of its outstanding Class B common and, pursuant to the Amended and Restated Limited Liability Company Agreement of TerraForm Power, LLC ("Terra LLC") dated as of July 23, 2014 and a related exchange agreement dated as of July 23, 2013 (the "Exchange Agreement"), SunEdison Holdings' existing ownership interest in Terra LLC was reclassified into a number of Class B units of equal to the number of shares of Class B common stock held by SunEdison Holdings following such stock split.
- Represents shares of Class B common stock of the Company and Class B units of Terra LLC received by SunEdison Holdings pursuant to a pro rata distribution of securities by Silver Ridge Power LLC ("Silver Ridge") on account

of SunEdison Holdings' existing ownership interest in Silver Ridge. Such securities were acquired by Silver Ridge pursuant to the Master Transaction Agreement dated June 16, 2014 in exchange for a certain solar energy project owned by Silver Ridge at a price per share of \$25.00.

4. The Class B units of Terra LLC (together with a corresponding number of shares of Class B common stock of the Company) are exchangeable at any time for shares of Class A common stock of the Company on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As SunEdison Holdings exchanges the Class B units for shares of Class A common stock pursuant to the Exchange Agreement, an equivalent number of shares of Class B common stock issued to SunEdison Holdings will automatically be cancelled.

5. Represents Class B units of Terra LLC (and a corresponding number of shares of Class B common stock) acquired by the Company from SunEdison Holdings.

6. The shares of Class B common stock and Class B units reported herein are directly owned by SunEdison Holdings and indirectly owned by SunEdison, Inc., which as the direct parent of SunEdison Holdings has shared voting and dispositive power over such shares and units.

**Remarks:**

/s/ Sebastian Deschler, by power of attorney 07/23/2014

\*\* 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 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).

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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