TerraForm Power, Inc. Form 4 July 27, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Dahya Hanif

2. Issuer Name and Ticker or Trading Symbol

TerraForm Power, Inc. [TERP]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 07/25/2016

7550 WISCONSIN AVENUE, 9TH **FLOOR**

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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burden hours per

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

BETHESDA, MD 20814

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

(Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of TransactionDerivative Code Securities

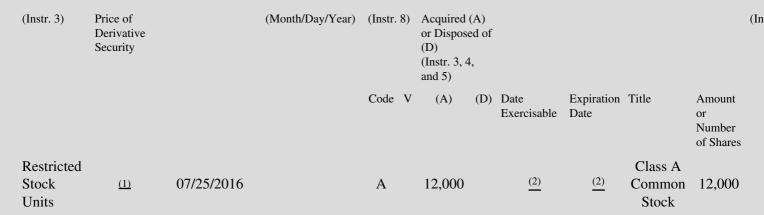
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 Underlying Securities (Instr. 3 and 4)

De

Se

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Dahya Hanif
7550 WISCONSIN AVENUE, 9TH FLOOR X

BETHESDA, MD 20814

Signatures

/s/ Sebastian Deschler as attorney-in-fact for Hanif Dahya

07/27/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- On July 25, 2016, 12,000 restricted stock units were awarded under the 2014 Second Amended and Restated Long-Term Incentive Plan in a transaction exempt under rule 16b-3. Each restricted stock unit represents a contingent right to receive one share of TerraForm Power, Inc. Class A Common Stock.
- The 12,000 restricted stock units vest on the earliest of (i) May 25, 2017, (ii) the date the Participant resigns with the consent of the Board (2) or (iii) the date the Participant is removed from the Board without cause. Vested shares will be delivered to the reporting person as outlined in the Restricted Stock Unit Award Agreement.
- (3) This number represents only the restricted stock units awarded on July 25, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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