
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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)

June 15, 2018

**Sunrun Inc.
(Exact name of registrant as specified in its charter)**

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

**001-37511
(Commission
File Number)**

**26-2841711
(IRS Employer
Identification No.)**

**595 Market Street, 29th Floor
San Francisco, California 94105
(Address of principal executive offices, including zip code)**

**(415) 580-6900
(Registrant's telephone number, including area code)**

**Not Applicable
(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))
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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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 15, 2018, Sunrun Inc. (the “Company”) entered an amendment (the “Amendment”) to the separation and consulting agreement dated April 4, 2018 with Mina Kim, the Company’s former General Counsel, to amend the number of shares of the Company’s common stock subject to the extension of the post-termination exercise period with respect to her outstanding stock option awards.

The foregoing description of the Amendment is a summary only and is qualified in its entirety by the full text of the Amendment which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit | No. | Description |
|----------------------|-----|---|
| 10.1 | | Amendment to Separation and Consulting Agreement between Mina Kim and Sunrun Inc., dated as of June 15, 2018. |

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.

SUNRUN INC.

By: /s/ Jeanna Steele

Jeanna Steele
General Counsel

Date: June 19, 2018



AMENDMENT TO SEPARATION AND CONSULTING AGREEMENT

This amendment, dated as of June 15, 2018 (this "Amendment"), is made by and between Mina Kim and Sunrun Inc. (the "Company") (collectively referred to as the "Parties" or individually referred to as a "Party").

Whereas, the Parties entered into a Separation and Consulting agreement (the "Agreement") on April 4, 2018;

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties desire to amend and restate Section 7 of the Agreement in its entirety as follows:

Equity. During your employment with the Company, you were granted restricted stock units and options to purchase shares of the Company's common stock. During the Consulting Period, the vesting on these restricted stock unit awards and options will remain unchanged, and will continue to vest as set forth in the governing equity agreements. Subject to approval by the Company's Board of Directors, as an additional benefit to you under this Agreement, the Company agrees that you will have until the 15 month anniversary of the Separation Date to exercise your shares subject to the options that have vested up until the end of the Consulting Period (the "**Extended Exercise Period**"). You acknowledge that this extension is a modification of any option that qualifies as an incentive stock option within the meaning of 424 of the IRS Code, which could result in any such option immediately becoming a nonstatutory stock option, and if such conversion does not happen immediately upon amendment, any incentive stock options will convert to nonstatutory stock options three months and one day after the Separation Date. Except for this Extended Exercise Period, the restricted stock unit awards and options shall continue to be governed in all respects by the governing plan documents and agreements. You are encouraged to obtain independent tax advice concerning your options and how the terms of this Agreement may affect the tax treatment of the options.

Except as amended by this Amendment, the Agreement remains in full force and effect. In the event of any conflict between the terms of this Amendment and the terms of the Agreement, the terms of this Amendment shall prevail.

SUNRUN INC.

By: /s/ Chad Herring
Chad Herring
Vice President, Talent

I HAVE READ, UNDERSTAND AND AGREE FULLY TO THE FOREGOING AMENDMENT:

/s/ Mina Kim June 15, 2018
Mina Kim **Date**