

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>Vassallo Steven</u><br>_____<br>(Last) (First) (Middle)<br>550 HIGH STREET, 3RD FLOOR<br>_____<br>(Street)<br>PALO ALTO CA 94301<br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Sunrun Inc. [ RUN ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/05/2018            |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |  |

**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  |   |  |  |
| Common Stock                    | 07/05/2018                           |  | J <sup>(1)</sup>               |   | 1,120,000   | D          | \$0.00 | 4,621,468   | I  | By Foundation Capital VI, L.P. <sup>(2)</sup>                  |
| Common Stock                    | 07/05/2018                           |  | J <sup>(3)</sup>               |   | 288,400   | A          | \$0.00 | 288,400   | I  | By Foundation Capital Management Co. VI, L.L.C. <sup>(2)</sup> |
| Common Stock                    | 07/05/2018                           |  | J <sup>(4)</sup>               |   | 288,400   | D          | \$0.00 | 0   | I  | By Foundation Capital Management Co. VI, L.L.C. <sup>(2)</sup> |
| Common Stock                    | 07/05/2018                           |  | J <sup>(4)</sup>               |   | 24,601  | A          | \$0.00 | 150,519   | I  | Vassallo Family Revocable Trust dated 7/15/02 <sup>(5)</sup>   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 30,703  | D  |  |

**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 |  | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

1. Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Foundation Capital VI, L.P. ("FC VI") effected following the close of the trading market on July 5, 2018 without consideration to its limited partners and its general partner, Foundation Capital Management Co. VI, L.L.C. ("FCM VI"). Transaction pursuant to a 10b5-1 Plan adopted on May 31, 2018.

2. FCM VI is the sole general partner of FC VI, and has sole voting and investment power with respect to the shares held by FC VI. The Reporting Person is a managing member of FCM VI, and may be deemed to share voting and investment power over the shares owned by FC VI. The Reporting Person disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his pecuniary interest therein.

3. Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by FC VI described in footnote 1 above.

4. Represents a pro-rata in-kind distribution of Common Stock of the Issuer by FCM VI effected following the close of the trading market on July 5, 2018 without consideration to its members. Transaction pursuant to a 10b5-1 Plan adopted on May 31, 2018.

5. The shares are held by the Vassallo Family Revocable Trust dated 7/15/02 (the "Vassallo Family Trust"). Steve P. Vassallo is a trustee of the Vassallo Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Vassallo Family Trust except to the extent of his proportionate pecuniary interest therein.

**Remarks:**

/s/ David Singer as Attorney-  
In-Fact for Steve Vassallo

07/06/2018

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**