

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>ELMORE WILLIAM B</b>  (Last) (First) (Middle) <b>C/O FOUNDATION CAPITAL, 250 MIDDLEFIELD ROAD</b>  (Street) <b>MENLO PARK, CA 94025</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>08/04/2015</b>	3. Issuer Name and Ticker or Trading Symbol <b>Sunrun Inc. [RUN]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
		5. If Amendment, Date Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	556,355	I	Foundation Capital VI, L.P. (1)
Common Stock	6,216	I	Foundation Capital VI Principals Fund, LLC (1)

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock (Convertible)	(2)	(2)	Common Stock	8,256,563	\$ (2)	I	Foundation Capital VI, L.P. (1)
Series A Preferred Stock (Convertible)	(2)	(2)	Common Stock	92,255	\$ (2)	I	Foundation Capital VI Principals Fund, LLC (1)
Series B Preferred Stock (Convertible)	(3)	(3)	Common Stock	2,756,383	\$ (3)	I	Foundation Capital VI, L.P. (1)
Series B Preferred Stock (Convertible)	(3)	(3)	Common Stock	30,798	\$ (3)	I	Foundation Capital VI Principals Fund, LLC (1)
Series C Preferred Stock (Convertible)	(4)	(4)	Common Stock	3,916,208	\$ (4)	I	Foundation Capital VI, L.P. (1)
Series C Preferred Stock (Convertible)	(4)	(4)	Common Stock	43,757	\$ (4)	I	Foundation Capital VI Principals Fund, LLC (1)
Series D Preferred Stock (Convertible)	(5)	(5)	Common Stock	357,150	\$ (5)	I	Foundation Capital VI, L.P. (1)
Series D Preferred Stock (Convertible)	(5)	(5)	Common Stock	3,991	\$ (5)	I	Foundation Capital VI Principals Fund, LLC (1)
Series E Preferred Stock (Convertible)	(6)	(6)	Common Stock	198,809	\$ (6)	I	Foundation Capital VI, L.P. (1)
Series E Preferred Stock (Convertible)	(6)	(6)	Common Stock	2,221	\$ (6)	I	Foundation Capital VI Principals Fund, LLC (1)

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELMORE WILLIAM B C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
HOLLAND PAUL R C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
KOONTZ PAUL G C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
Moldow Charles C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
Redelfs Richard C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
SCHUH MICHAEL N C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
Weiss Warren M C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		

## Signatures

Gail M. Haney, as Attorney-in-Fact		08/04/2015
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Foundation Capital Management Co. VI, LLC is the sole manager of Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC and has sole voting and investment power with respect to the shares held by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. William B. Elmore, Paul G. Koontz, Michael N. Schuh, Paul R. Holland, Richard A. Redelfs, Steve P. Vassallo, Charles P. Moldow and Warren M. Weiss are managing members of Foundation Capital Management Co. VI, LLC, and may be deemed to share voting and investment power over the shares owned by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. Each of the managing members of Foundation Capital Management Co. VI, LLC disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his or her pecuniary interest therein.

(1) Management Co. VI, LLC, and may be deemed to share voting and investment power over the shares owned by Foundation Capital VI, L.P. and Foundation Capital VI Principals Fund, LLC. Each of the managing members of Foundation Capital Management Co. VI, LLC disclaims beneficial ownership in the shares held by the aforementioned entities except to the extent of his or her pecuniary interest therein.

(2) The Series A Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock.

(3) The Series B Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series B Preferred Stock will be converted into shares of Common Stock.

(4) The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock.

(5) The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock.

(6) The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock.

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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