

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

## STATEMENT OF CHANGES IN 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Wong Rich</b>		2. Issuer Name and Ticker or Trading Symbol <b>Sunrun Inc. [RUN]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) <b>C/O ACCEL PARTNERS, 428 UNIVERSITY AVENUE</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>08/10/2015</b>			
(Street) <b>PALO ALTO, CA 94301</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	08/10/2015		C		9,432,247	A	\$ 0 <sup>(1)</sup> <sub>(2) (3)</sub> <sub>(4) (5)</sub>	9,745,451	I	Held by Accel X L.P. <sup>(6)</sup>
Common Stock	08/10/2015		A		20,397 <sup>(7)</sup>	A	\$ 0 <sup>(7)</sup>	9,765,848	I	Held by Accel X L.P. <sup>(6)</sup>
Common Stock	08/10/2015		C		707,917	A	\$ 0 <sup>(1)</sup> <sub>(2) (3)</sub> <sub>(4) (5)</sub>	731,424	I	Held by Accel X Strategic Partners L.P. <sup>(6)</sup>
Common Stock	08/10/2015		A		1,530 <sup>(7)</sup>	A	\$ 0 <sup>(7)</sup>	732,954	I	Held by Accel X Strategic Partners L.P. <sup>(6)</sup>
Common Stock	08/10/2015		C		378,677	A	\$ 0 <sup>(1)</sup> <sub>(2) (3)</sub> <sub>(4) (5)</sub>	391,251	I	Held by Accel Investors 2009 L.L.C. <sup>(8)</sup>
Common Stock	08/10/2015		A		819 <sup>(7)</sup>	A	\$ 0 <sup>(7)</sup>	392,070	I	Held by Accel Investors 2009 L.L.C. <sup>(8)</sup>

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

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 control number. SEC 1474 (9-02)

**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 Underlying Securities (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 of Derivative Security: 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				

Series A Preferred Stock <a href="#">(1)</a>	<a href="#">(1)</a>	08/10/2015		C		43,872	<a href="#">(1)</a>	<a href="#">(1)</a>	Common Stock	43,872	\$ 0	0	I	Held by Accel X L.P. <a href="#">(6)</a>
Series A Preferred Stock <a href="#">(1)</a>	<a href="#">(1)</a>	08/10/2015		C		3,292	<a href="#">(1)</a>	<a href="#">(1)</a>	Common Stock	3,292	\$ 0	0	I	Held by Accel X Strategic Partners L.P. <a href="#">(6)</a>
Series A Preferred Stock <a href="#">(1)</a>	<a href="#">(1)</a>	08/10/2015		C		1,761	<a href="#">(1)</a>	<a href="#">(1)</a>	Common Stock	1,761	\$ 0	0	I	Held by Accel Investors 2009 L.L.C. <a href="#">(8)</a>
Series B Preferred Stock <a href="#">(2)</a>	<a href="#">(2)</a>	08/10/2015		C		6,613,216	<a href="#">(2)</a>	<a href="#">(2)</a>	Common Stock	6,613,216	\$ 0	0	I	Held by Accel X L.P. <a href="#">(6)</a>
Series B Preferred Stock <a href="#">(2)</a>	<a href="#">(2)</a>	08/10/2015		C		496,342	<a href="#">(2)</a>	<a href="#">(2)</a>	Common Stock	496,342	\$ 0	0	I	Held by Accel X Strategic Partners L.P. <a href="#">(6)</a>
Series B Preferred Stock <a href="#">(2)</a>	<a href="#">(2)</a>	08/10/2015		C		265,502	<a href="#">(2)</a>	<a href="#">(2)</a>	Common Stock	265,502	\$ 0	0	I	Held by Accel Investors 2009 L.L.C. <a href="#">(8)</a>
Series C Preferred Stock <a href="#">(3)</a>	<a href="#">(3)</a>	08/10/2015		C		2,354,097	<a href="#">(3)</a>	<a href="#">(3)</a>	Common Stock	2,354,097	\$ 0	0	I	Held by Accel X L.P. <a href="#">(6)</a>
Series C Preferred Stock <a href="#">(3)</a>	<a href="#">(3)</a>	08/10/2015		C		176,681	<a href="#">(3)</a>	<a href="#">(3)</a>	Common Stock	176,681	\$ 0	0	I	Held by Accel X Strategic Partners L.P. <a href="#">(6)</a>
Series C Preferred Stock <a href="#">(3)</a>	<a href="#">(3)</a>	08/10/2015		C		94,510	<a href="#">(3)</a>	<a href="#">(3)</a>	Common Stock	94,510	\$ 0	0	I	Held by Accel Investors 2009 L.L.C. <a href="#">(8)</a>
Series D Preferred Stock <a href="#">(4)</a>	<a href="#">(4)</a>	08/10/2015		C		323,835	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock	323,835	\$ 0	0	I	Held by Accel X L.P. <a href="#">(6)</a>
Series D Preferred Stock <a href="#">(4)</a>	<a href="#">(4)</a>	08/10/2015		C		24,305	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock	24,305	\$ 0	0	I	Held by Accel X Strategic Partners L.P. <a href="#">(6)</a>
Series D Preferred Stock <a href="#">(4)</a>	<a href="#">(4)</a>	08/10/2015		C		13,001	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock	13,001	\$ 0	0	I	Held by Accel Investors 2009 L.L.C. <a href="#">(8)</a>
Series E Preferred Stock <a href="#">(5)</a>	<a href="#">(5)</a>	08/10/2015		C		97,227	<a href="#">(5)</a>	<a href="#">(5)</a>	Common Stock	97,227	\$ 0	0	I	Held by Accel X L.P. <a href="#">(6)</a>
Series E Preferred Stock <a href="#">(5)</a>	<a href="#">(5)</a>	08/10/2015		C		7,297	<a href="#">(5)</a>	<a href="#">(5)</a>	Common Stock	7,297	\$ 0	0	I	Held by Accel X Strategic Partners L.P. <a href="#">(6)</a>

Series E Preferred Stock (5)	(5)	08/10/2015							3,903	(5)	(5)	Common Stock	3,903	\$ 0	0	I	Held by Accel Investors 2009 L.L.C. (8)
------------------------------	-----	------------	--	--	--	--	--	--	-------	-----	-----	--------------	-------	------	---	---	---

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wong Rich C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X	X		

## Signatures

/s/ Jay Maloney, Attorney-in-Fact	08/10/2015
**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).

- (1) The Series A Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) The Series B Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (3) The Series C Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (4) The Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (5) The Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.  
Accel X Associates L.L.C. ("A10A") is the General Partner of Accel X L.P. and Accel X Strategic Partners L.P. and has sole voting and investment power. Andrew G. Braccia, James W. Breyer, Kevin J. Efrusy, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, and Richard P. Wong, a director of the Issuer, are the Managing Members of A10A and share such powers. Each Managing Member disclaims beneficial ownership except to the extent of his or her pecuniary interest therein.
- (7) The shares were acquired pursuant to a Stock Issuance Agreement, the form of which is filed as Exhibit 4.4 to Amendment No. 1 to the Issuer's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on July 22, 2015.  
Andrew G. Braccia, James W. Breyer, Kevin J. Efrusy, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, and Richard P. Wong, a director of the Issuer, are the Managing Members of Accel
- (8) Investors 2009 L.L.C. and therefore share the voting and investment powers. Each Managing Member disclaims beneficial ownership except to the extent of his or her pecuniary interest therein.

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.