

# FORM 4

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

OMB APPROVAL

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### 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*<br>Foundation Capital Management Co. VI, LLC |  | 2. Issuer Name and Ticker or Trading Symbol<br>Sunrun Inc. [RUN]                        |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/><br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____<br>Mmbr 13D group owning > 10% |  |
| (Last) (First) (Middle)<br>C/O FOUNDATION CAPITAL, 250<br>MIDDLEFIELD ROAD            |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/30/2015                          |  |  |  |
| (Street)<br>MENLO PARK, CA 94025  |  | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>Form filed by One Reporting Person <input type="checkbox"/><br>Form filed by More than One Reporting Person <input checked="" type="checkbox"/>   |  |
| (City) (State) (Zip)  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |  |

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|---|---|-----------------------------------|---|--|------------|-------|--|---|--|
|                                    |   |   | Code                              | V | Amount   | (A) or (D) | Price |  |   |  |

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

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

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|-----|---|-----------------|--|----------------------------|---|---|---|---|
|   |  |   |   | Code                              | V | (A)  | (D) | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |   |   |   |   |
| Warrants (right to buy) (1)                   | \$ 22.5  | 09/30/2015                              |   | A                                 |   | 26,373   |     | 09/30/2015  | 09/30/2018      | Common Stock   | 26,373                     | \$ 0  | 26,373  | I   | Foundation Capital VI, L.P. (2)                           |
| Warrants (right to buy) (1)                   | \$ 22.5  | 09/30/2015                              |   | A                                 |   | 295  |     | 09/30/2015  | 09/30/2018      | Common Stock   | 295                        | \$ 0  | 295   | I   | Foundation Capital VI Principals Fund, LLC (2)            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                             |
|---|---------------|-----------|---------|-----------------------------|
|   | Director      | 10% Owner | Officer | Other                       |
| Foundation Capital Management Co. VI, LLC<br>C/O FOUNDATION CAPITAL<br>250 MIDDLEFIELD ROAD<br>MENLO PARK, CA 94025 |               | X         |         | Mmbr 13D group owning > 10% |
| Foundation Capital VI Principals Fund, LLC<br>250 MIDDLEFIELD ROAD<br>MENLO PARK, CA 94025                          |               | X         |         | Mmbr 13D group owning > 10% |
| FOUNDATION CAPITAL VI LP<br>250 MIDDLEFIELD ROAD<br>MENLO PARK, CA 94025  |               | X         |         | Mmbr 13D group owning > 10% |

## Signatures

Gail M. Haney, as Attorney-In-Fact 10/01/2015

## 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 warrant was issued 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.

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,

(2) 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.

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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