

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

OMB APPROVAL

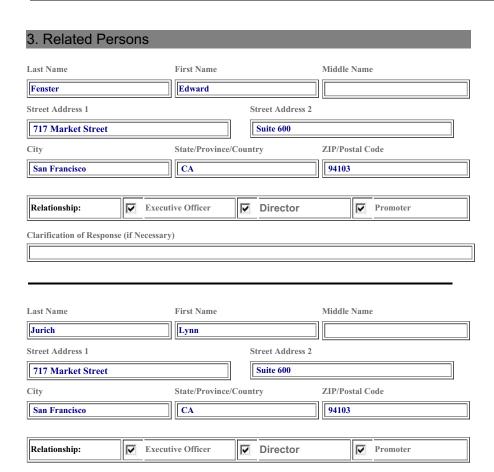
OMB Number: 3235-0076

Expires: August 31, 2015

Estimated Average burden hours per response: 4.0

1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s)	<b>▼</b> None	Entity Type
0001469367			© Corporation
Name of Issuer			C Limited Partnership
SunRun Inc.			C Limited Liability Company
Jurisdiction of Incorporation/Organization			C General Partnership
DELAWARE			C Business Trust
Year of Incorporation/Organizat	ion		C Other
C Over Five Years Ago			
Within Last Five Years (Specify Year)	2008		
O Yet to Be Formed			





ast Nama	First N	amo		Midd	le Name
Last Name First Name				ie ivanie	
Street Address 1					
70 Willow Road			Street Address 2  Suite 200		
	Ci i ID			710/	
		ate/Province/Country		ZIP/Postal Code	
Menio Park	CA			940.	25
Relationship:	Executive Offic	O.W.	<b>▽</b> Director		Promoter
Relationship:	Executive Offic	ei	Director		Fromoter
Clarification of Response (	if Necessary)				
Last Name	First Na	ame		Midd	le Name
Moldow	Charle	es			
Street Address 1			Street Address 2		
70 Willow Road			Suite 200		
City	State/P	rovince	e/Country	ZIP/F	Postal Code
Menlo Park	CA			940	25
Relationship:	Executive Office	er	□ Director		Promoter
larification of Response (	if Necessary)				
Clarification of Response (	if Necessary)				
	J <b>p</b>	Iealth (		c	Retailing
4. Industry Grou	JD H	) Bio	otechnology		_
4. Industry Grou	JP F Gervices	Bio	otechnology alth Insurance	0	Restaurants
4. Industry Grou Agriculture Banking & Financial S	JP  Fervices	Bio He Ho	otechnology	0	Restaurants Technology
4. Industry Ground Agriculture  Banking & Financial Society Commercial Banking	JP  Bervices	Bio He Ho	otechnology alth Insurance spitals & Physicians	0	Restaurants Technology Computers
4. Industry Grounds  Agriculture Banking & Financial S  Commercial Banking Insurance Investing Investment Banking	JP  Bervices  ing	Bio He Ho	otechnology alth Insurance spitals & Physicians armaceuticals	0	Restaurants  Technology  Computers  Telecommunications
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4. Industry Grounds  Agriculture  Banking & Financial Society  Commercial Banking  Insurance  Investing  Investment Banking  Pooled Investment  Other Banking & Socretices  Business Services  Energy  Coal Mining  Electric Utilities  Energy Conservation  Environmental Servicemental Servicemental	JP  Gervices  ing  Fund  Financial  C M	Bic Bic He Ho Ho Ph Oth Oth Co Co RE	otechnology alth Insurance spitals & Physicians armaceuticals her Health Care  cturing tate mmercial nstruction ZTS & Finance	o	Restaurants  Technology  Computers  Telecommunications Other Technology  Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel
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2000	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	
C	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	
C	\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000	
C	Over \$100,000,000	Over \$100,000,000	
•	Decline to Disclose	O Decline to Disclose	
С	Not Applicable	C Not Applicable	
	Federal Exemption(soly)	s) and Exclusion(s) Claimed (select all that	
П	Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505	
П	Rule 504 (b)(1)(i)	Rule 506(b)	
П	Rule 504 (b)(1)(ii)	Rule 506(c)	
П	Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)	
		Investment Company Act Section 3(c)	
7.	Type of Filing		
V	New Notice Date of First Sa	le 2008-06-20 First Sale Yet to Occur	
П	Amendment		
8	Duration of Offering		
JO. 1	Baration of Officing		
		0 6	
Does	the Issuer intend this offering to l	ast more than one year? C Yes C No	
Does	the Issuer intend this offering to l	ast more than one year? C Yes No	
		s Offered (select all that apply)	
9.	Type(s) of Securities		
9.	Type(s) of Securities	offered (select all that apply)	
9. <sup>-</sup>	Type(s) of Securities Pooled Investment Fund Interests	o Offered (select all that apply)  ✓ Equity	
9. <sup>—</sup>	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities	Equity  Debt Option, Warrant or Other Right to Acquire Another Security	
9. <sup>-</sup>	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon	S Offered (select all that apply)  Fequity  Debt  Option, Warrant or Other Right to	
9. <sup>-</sup>	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire	Equity  Debt Option, Warrant or Other Right to Acquire Another Security	
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9.	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)	
9.	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  tion Transaction  with a business combination  Yes C No.	
9. The state of th	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire  Security  Business Combina  s offering being made in connection	S Offered (select all that apply)  Equity Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  tion Transaction on or exchange offer?  Yes No	
9. The state of th	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire  Security  Business Combina  s offering being made in connectic action, such as a merger, acquisiti fication of Response (if Necessary onnection with the offering, Iss	S Offered (select all that apply)  Equity  Debt  Option, Warrant or Other Right to Acquire Another Security  Other (describe)  tion Transaction  In with a business combination on or exchange offer?  Wer converted from an LLC	
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9. Is this trans Claric Income In Mini inves	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire  Security  Business Combina  s offering being made in connection action, such as a merger, acquisitification of Response (if Necessary connection with the offering, Iss a corporation, and the then ex verted into shares of stock of the  Minimum Investmen mum investment accepted from an	Equity Debt Option, Warrant or Other Right to Acquire Another Security Other (describe)  tion Transaction In with a business combination on or exchange offer?  The string LLC interests were the corporation.  Interpretation of the string LLC interests were the corporation.  Interpretation of the string LLC interests were the corporation.	
9. Is this trans Claric Income	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire  Security  Business Combina  s offering being made in connectic action, such as a merger, acquisitification of Response (if Necessary)  onnection with the offering, Iss a corporation, and the then ex verted into shares of stock of the  Minimum Investmen  mum investment accepted from ar tor	Equity Debt Option, Warrant or Other Right to Acquire Another Security Other (describe)  tion Transaction In with a business combination on or exchange offer?  The string LLC interests were the corporation.  Interpretation of the string LLC interests were the corporation.  Interpretation of the string LLC interests were the corporation.	

(Associated) Broker or Dealer
Street Address 1 Street Address 2
City State/Province/Country ZIP/Postal Code
State(s) of Solicitation   All States
10.0%
13. Offering and Sales Amounts
Total Offering Amount \$ 13555683 USD ☐ Indefinite
Total Amount Sold \$ 13555683 USD
Total Remaining to be \$ 0 USD   Indefinite
Sold
Clarification of Response (if Necessary)
Issuer issued 11,157,369 shares of Common Stock at \$0.15/share, 587,230 shares of Junior Preferred Stock at \$0.25/share, and
1,349,151 shares, 2,406,250 shares and 8,650,000 shares of Series A Preferred Stock at \$0.86, \$0.8 and \$1 per share, respectively.
prince red stock at \$5000, \$500 and \$1 per smire, respectively.
14. Investors
Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,  Number of such non-accredited investors who already have invested in the offering
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:
15. Sales Commissions & Finders' Fees Expenses
·
Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.
Sales Commissions \$ 0 USD Estimate
Finders' Fees \$ 0 USD Estimate
Clarification of Response (if Necessary)
California (a necessary)
16. Use of Proceeds
Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.
\$ 0 USD Estimate
Clarification of Response (if Necessary)
Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities
  described and undertaking to furnish them, upon written request, the information furnished to
  offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
SunRun Inc.	Edward Fenster	Edward Fenster	Chief Executive Officer	2009-08-07