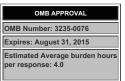
### FORM D

Notice of Exempt Offering of Securities

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



1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s)	☐ None	Entity Type
0001469367	SunRun Inc.		Corporation
Name of Issuer	_		C Limited Partnership
Sunrun Inc.			C Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
DELAWARE			C Business Trust
Year of Incorporation/Organizat	tion		C Other
<ul> <li>Over Five Years Ago</li> </ul>			-
• Within Last Five Years (Specify Year)			

○ Yet to Be Formed

SAN FRANCISCO

 2. Principal Place of Business and Contact Information

 Name of Issuer

 Sunrun Inc.

 Street Address 1

 Street Address 2

 [595 MARKET STREET, 29TH FLOOR

 City
 State/Province/Country

 ZIP/Postal Code
 Phone No. of Issuer

94105

415-580-6900

CALIFORNIA

## 3. Related Persons

Last Name		First Name			Middle	Name	
Jurich		Lynn					
Street Address 1				Street Address 2			
c/o Sunrun Inc.				595 Market Stre	et, 29th I	Floor	
City		State/Province/O	Cour	try	ZIP/Pos	stal Code	
San Francisco		CALIFORNIA			94105	94105	
					·		
Relationship:	Execut	ive Officer	~	Director		Promote	er
Last Name		First Name			Middle	Name	
Fenster		Edward					
Street Address 1				Street Address 2			
c/o Sunrun Inc.				595 Market Stre	et, 29th I	Floor	
City		State/Province/O	Cour	try	ZIP/Pos	stal Code	
San Francisco		CALIFORNIA			94105		
Relationship:	Execut	ive Officer	2	Director		Promote	er

Last Name		First Name		Middle Name	
August-deWilde		Katherine			
Street Address 1			Street Address 2	 2	
c/o Sunrun Inc.		]		reet, 29th Floor	
City		State/Province/	/Country	ZIP/Postal Code	
San Francisco		CALIFORNI		94105	
Relationship:	Exe	ecutive Officer	Director	Promoter	
Clarification of Respons	e (if Necess	ary)			
Last Name		First Name		Middle Name	
Dach		Leslie			
Street Address 1			Street Address 2		
c/o Sunrun Inc.			595 Market St	reet, 29th Floor	
City		State/Province/	-	ZIP/Postal Code	1
San Francisco		CALIFORNI	[A	94105	
Relationship:	Exe	ecutive Officer	Director	Promoter	
Clarification of Respons	e (if Necess	ary)			
<u> </u>					
<u> </u>					
Last Name		First Name		Middle Name	
Last Name		First Name		Middle Name	
			Street Address 2		
Risk			I I		
Risk Street Address 1			595 Market St		
Risk         Street Address 1         c/o Sunrun Inc.		Gerald	Country	reet, 29th Floor	
Risk       Street Address 1       c/o Sunrun Inc.       City		Gerald State/Province	Country	reet, 29th Floor ZIP/Postal Code	
Risk       Street Address 1       c/o Sunrun Inc.       City		Gerald State/Province	Country	reet, 29th Floor ZIP/Postal Code	
Risk         Street Address 1         c/o Sunrun Inc.         City         San Francisco	1.000	Gerald  State/Province  CALIFORNI  centive Officer	Country	reet, 29th Floor ZIP/Postal Code 94105	
Risk         Street Address 1         c/o Sunrun Inc.         City         San Francisco         Relationship:	1.000	Gerald  State/Province  CALIFORNI  centive Officer	Country	reet, 29th Floor ZIP/Postal Code 94105	
Risk         Street Address 1         c/o Sunrun Inc.         City         San Francisco         Relationship:	1.000	Gerald  State/Province  CALIFORNI  centive Officer	Country	reet, 29th Floor ZIP/Postal Code 94105	
Risk         Street Address 1         c/o Sunrun Inc.         City         San Francisco         Relationship:	1.000	Gerald  State/Province  CALIFORNI  centive Officer	Country	reet, 29th Floor ZIP/Postal Code 94105	
Risk         Street Address 1         c/o Sunrun Inc.         City         San Francisco         Relationship:	1.000	Gerald  State/Province  CALIFORNI  centive Officer	Country	reet, 29th Floor ZIP/Postal Code 94105	
Risk         Street Address 1         c/o Sunrun Inc.         City         San Francisco         Relationship:         Clarification of Respons	1.000	Gerald State/Province CALIFORNI cutive Officer ary)	Country	reet, 29th Floor ZIP/Postal Code J 94105 Promoter	
Risk         Street Address 1         c/o Sunrun Inc.         City         San Francisco         Relationship:         Clarification of Respons	1.000	Gerald Gerald State/Province CALIFORNI cutive Officer ary) First Name	Country	reet, 29th Floor ZIP/Postal Code 94105 Promoter Middle Name	
Risk         Street Address 1         c/o Sunrun Inc.         City         San Francisco         Relationship:         Clarification of Respons         Last Name         Vassallo	1.000	Gerald Gerald State/Province CALIFORNI cutive Officer ary) First Name	Street Address 2	reet, 29th Floor ZIP/Postal Code 94105 Promoter Middle Name	
Risk         Street Address 1         c/o Sunrun Inc.         City         San Francisco         Relationship:         Clarification of Respons	1.000	Gerald Gerald State/Province CALIFORNI cutive Officer ary) First Name	Street Address 2	Image: second state in the second s	
Risk         Street Address 1         c/o Sunrun Inc.         City         San Francisco         Relationship:         Clarification of Respons	1.000	Gerald Gerald State/Province CALIFORNI cutive Officer ary) First Name Steven	Street Address 2	reet, 29th Floor ZIP/Postal Code 94105 Promoter Middle Name Middle Name reet, 29th Floor	
Risk         Street Address 1         C/o Sunrun Inc.         City         San Francisco         Relationship:         Clarification of Respons	1.000	Gerald Gerald CALIFORNI CALIFORNI CALIFORNI CALIFORNI Carry) First Name Steven State/Province	Street Address 2	Image: second state sta	
Risk         Street Address 1         C/o Sunrun Inc.         City         San Francisco         Relationship:         Clarification of Respons	e (if Necess	Gerald Gerald CALIFORNI CALIFORNI CALIFORNI CALIFORNI Carry) First Name Steven State/Province	Street Address 2	Image: second state sta	

Last Name	First Name		Middle Name
Wong	Rich		
Street Address 1		Street Address 2	2
c/o Sunrun Inc.		595 Market Stre	eet, 29th Floor
City	State/Province/Cou	intry	ZIP/Postal Code
San Francisco	CALIFORNIA		94105
L			
Relationship:	itive Officer	Director	Promoter
Clarification of Response (if Necessar	(y)		
Last Name	First Name		Middle Name
Komin	Robert		
Street Address 1		Street Address 2	
c/o Sunrun Inc.		595 Market Stre	eet, 29th Floor
City	State/Province/Cou	intry	ZIP/Postal Code
San Francisco	CALIFORNIA		94105
Relationship: Execu	itive Officer	Director	Promoter
Clarification of Response (if Necessar	·y)		
Last Name	First Name		Middle Name
Winnowski	Paul		
Street Address 1		Street Address 2	
c/o Sunrun Inc.		595 Market Stre	eet, 29th Floor
City	State/Province/Cou	intry	ZIP/Postal Code
San Francisco	CALIFORNIA		94105
Relationship: Execu	itive Officer	Director	Promoter
Clarification of Response (if Necessar	·y)		]
Last Name	First Name		Middle Name
Kim	Mina		]
Street Address 1		Street Address 2	
c/o Sunrun Inc.		595 Market Stre	pet 29th Floor
<u></u>	State/Ducuin co/Con	<u></u>	
City	State/Province/Cou	Intry	ZIP/Postal Code
San Francisco			04105
San Francisco	CALIFORNIA		94105
	CALIFORNIA	Director	Promoter
	tive Officer	Director	
Relationship: Exect	tive Officer	Director	

## 4. Industry Group

## C Agriculture

### Banking & Financial Services

- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund
- Other Banking & Financial C Services

C Business Services

#### Energy

- C Coal Mining C Electric Utilities
- C Energy Conservation
- C Environmental Services
- C Oil & Gas
- Other Energy

## 5. Issuer Size

#### **Revenue Range**

- C No Revenues
- C \$1 - \$1,000,000
- C \$1,000,001 - \$5,000,000
- C \$5,000,001 - \$25,000,000
- C \$25,000,001 - \$100,000,000
- C Over \$100,000,000
- . **Decline to Disclose**
- C Not Applicable

- C Retailing
  - C Restaurants
- Hospitals & Physicians
- Pharmaceuticals 0 Other Health Care

Health Care

0

0

C Manufacturing

Real Estate

C

C

C Commercial

C Construction

Residential

**O** Other Real Estate

**REITS & Finance** 

0

C

C

C Biotechnology

C Health Insurance

- C Lodging & Conventions
- C Tourism & Travel Services
- Other Travel
- Aggregate Net Asset Value Range
  - No Aggregate Net Asset Value
- \$1 \$5,000,000 C
  - \$5,000,001 \$25,000,000
- 0 \$25,000,001 - \$50,000,000
  - \$50,000,001 \$100,000,000
- 0 Over \$100,000,000
- C Decline to Disclose
- 0 Not Applicable

# 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Rule 504(b)(1) (not (i), (ii) or (iii))	□ Rule 505			
Π	Rule 504 (b)(1)(i)	Rule 506(b)			
	Rule 504 (b)(1)(ii)	Rule 506(c)			
	Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)			
		Investment Company Act Section 3(c)			

## 7. Type of Filing

New Notice Date of First Sale

2017-08-23

First Sale Yet to Occur

☐ Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

O Yes O No

# 9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Equity Г Interests
- Tenant-in-Common Securities 🔲 Debt

### Technology

- C Computers
- **C** Telecommunications
  - C Other Technology

#### Travel

- C Airlines & Airports

C Other

Γ	Mineral Property Securities	•	Option, Warrant or Other Right to Acquire Another Security
2	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Γ	Other (describe)

10. Business Combination Transaction						
Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?						
Clarification of Response (if Necessary)						
11. Minimum Investment						
Minimum investment accepted from any outside \$ 0 USD						
12. Sales Compensation						
Recipient Recipient CRD Number None						
(Associated) Broker or Dealer I None (Associated) Broker or Dealer CRD None Number						
Street Address 1 Street Address 2						
City State/Province/Country ZIP/Postal Code						
State(s) of Solicitation   All States						

# 13. Offering and Sales Amounts

Total Offering Amoun	nt \$ 117934 USD 🗖 Indefinite
Total Amount Sold	\$ 117934 USD
Total Remaining to be Sold	e \$ 0 USD 🗆 Indefinite
Clarification of Respo	nse (if Necessary)
14. Investors	3
do not quali	urities in the offering have been or may be sold to persons who ify as accredited investors, such non-accredited investors who already have invested in the
to persons v	of whether securities in the offering have been or may be sold who do not qualify as accredited investors, enter the total nvestors who already have invested in the offering:
15. Sales Co	ommissions & 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 \$

Estimate

USD

Finders' Fees \$ 0 USD Estimate
Clarification of Response (if 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.
\$ USD Estimate
Clarification of Response (if Necessary)

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:

Signature and Submission

- 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 the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place business or any State in which the issuer maintains its principal place business or any State in which the issuer maintains its pri
- 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.	Mina Kim	Mina Kim	General Counsel	2017-08-29