

# 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

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b> Fenster Edward Harris</b> <small>(Last) (First) (Middle)</small> <b>595 MARKET STREET, 29TH FLOOR</b> <small>(Street)</small> <b>SAN FRANCISCO, CA 94105</b> <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>Sunrun Inc. [RUN]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2019</b>  4. If Amendment, Date Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p align="center"><b>Chairman</b></p>
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		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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	03/01/2019		M		14,603	A	\$ 1.95	2,339,795	D	
Common Stock	03/01/2019		S <sup>(1)</sup>		14,603	D	\$ 16.04 <sup>(2)</sup>	2,325,192	D	
Common Stock	03/04/2019		M		135,489	A	\$ 1.95	2,460,681	D	
Common Stock	03/04/2019		S <sup>(1)</sup>		135,489	D	\$ 16.42 <sup>(3)</sup>	2,325,192	D	
Common Stock	03/05/2019		M		35,511	A	\$ 1.95	2,360,703 <sup>(4)</sup>	D	
Common Stock	03/05/2019		G <sup>(5)</sup>		3,000	D	\$ 0	2,357,703	D	

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 (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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$ 1.95	03/01/2019		M		14,603	<sup>(6)</sup> 06/15/2021	Common Stock	14,603.00	\$ 0	171,000	D		
Employee Stock Option (right to buy)	\$ 1.95	03/04/2019		M		135,489	<sup>(6)</sup> 06/15/2021	Common Stock	135,489.00	\$ 0	35,511	D		
Employee Stock Option (right to buy)	\$ 1.95	03/05/2019		M		35,511	<sup>(6)</sup> 06/15/2021	Common Stock	35,511.00	\$ 0	0	D		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Fenster Edward Harris 595 MARKET STREET, 29TH FLOOR SAN FRANCISCO, CA 94105	X		Chairman	
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## Signatures

/s/ Jay Maloney, Attorney-in-Fact		03/05/2019
<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 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 sales reported by the Reporting Person were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Price represents the weighted average sale price of the shares sold. The sale price ranged from \$16.00 to \$16.19 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (3) Price represents the weighted average sale price of the shares sold. The sale price ranged from \$15.99 to \$17.03 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (4) The Reporting Person is exercising an outstanding incentive stock option to purchase 35,511 shares (the "Shares") and currently intends to hold the Shares until sold pursuant to a Rule 10b5-1 trading plan or in a future open trading window approved by the Issuer.
- (5) Shares gifted to a 501(c)(3) charity pursuant to a Rule 10b5-1 trading plan.
- (6) The shares subject to the option are fully vested and exercisable.

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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