

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* Jurich Lynn Michelle | | | 2. Issuer Name and Ticker or Trading Symbol Sunrun Inc. [RUN] | | | 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) Chief Executive Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/13/2019 | | | 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 | | |
| 225 BUSH STREET, SUITE 1400 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | |
| (Street) | | | | | | | | |
| SAN FRANCISCO, CA 94104 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | 12/13/2019 | | M | | 35,128 | A | \$ 1.95 | 2,788,686 | D | |
| Common Stock | 12/13/2019 | | M | | 60,082 | A | \$ 3.19 | 2,848,768 | D | |
| Common Stock | 12/13/2019 | | M | | 34,012 | A | \$ 5.88 | 2,882,780 | D | |
| Common Stock | 12/13/2019 | | M | | 19,685 | A | \$ 5.08 | 2,902,465 (1) | D | |

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.

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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 | 12/13/2019 | | M | | 35,128 | (2) | 06/15/2021 | Common Stock | 35,128.00 | \$ 0 | 0 | D | |
| Employee Stock Option (right to buy) | \$ 3.19 | 12/13/2019 | | M | | 60,082 | (2) | 04/11/2023 | Common Stock | 60,082.00 | \$ 0 | 243,418 | D | |
| Employee Stock Option (right to buy) | \$ 5.88 | 12/13/2019 | | M | | 34,012 | (2) | 04/10/2024 | Common Stock | 34,012.00 | \$ 0 | 365,988 | D | |
| Employee Stock Option (right to buy) | \$ 5.08 | 12/13/2019 | | M | | 19,685 | (3) | 02/10/2026 | Common Stock | 19,685.00 | \$ 0 | 599,784 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jurich Lynn Michelle 225 BUSH STREET, SUITE 1400 SAN FRANCISCO, CA 94104 | X | | Chief Executive Officer | |

Signatures

| | | |
|--|--|---------------------|
| /s/ Jay Maloney, Attorney-in-Fact | | 12/17/2019 |
| <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) Shares held following the reported transactions include 319,851 Restricted Stock Units, which are subject to forfeiture until they vest.
- (2) The shares subject to the option are fully vested and exercisable.
- (3) 25% of the shares subject to the option vested on February 11, 2017, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.

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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