

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 Bywater David		2. Issuer Name and Ticker or Trading Symbol Sunrun Inc. [RUN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/08/2020		CEO of Vivint Solar, Inc.
C/O SUNRUN INC., 225 BUSH STREET, SUITE 1400			4. If Amendment, Date Original Filed(Month/Day/Year)		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
(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	10/08/2020		A		632,731	A	\$ 0 (1)	632,731 (2) (3) (4)	D	
Common Stock	10/08/2020		F(5)		75,558	D	\$ 78.05	557,173 (6)	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 5.19	10/08/2020		A		185,370		(7)	12/14/2026	Common Stock	185,370.00	\$ 0 (8)	185,370	D	
Stock Option (right to buy)	\$ 5.73	10/08/2020		A		266,989		(9)	03/15/2028	Common Stock	266,989.00	\$ 0 (10)	266,989	D	
Stock Option (right to buy)	\$ 7.59	10/08/2020		A		511,152		(11)	01/17/2029	Common Stock	511,152.00	\$ 0 (12)	511,152	D	
Stock Option (right to buy)	\$ 14.10	10/08/2020		A		152,438		(13)	12/12/2029	Common Stock	152,438.00	\$ 0 (14)	152,438	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bywater David C/O SUNRUN INC. 225 BUSH STREET, SUITE 1400 SAN FRANCISCO, CA 94104	X		CEO of Vivint Solar, Inc.	

Signatures

/s/ Jay Maloney, Attorney-in-Fact

10/13/2020

**Signature of Reporting Person

Date

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) Received in exchange for 1,150,426 shares of Vivint Solar, Inc. ("Vivint") capital stock in connection with the merger by and between Vivint and Sunrun Inc. ("Sunrun") (the "Merger"). Shares held following the reported transactions include (i) 12,362 Restricted Stock Units ("RSUs") that vested as to 25% of the original RSU grant on December 6, 2017; and an additional 6.25% of the original RSU grant vest at the end of each three month period thereafter until the RSU grant is fully vested, subject to the Reporting Person's continued service to Sunrun through
- (2) each such date, of which the original grant was for 197,806 shares, of which 185,444 shares have been released, (ii) 54,562 RSUs that vested as to 25% of the original RSU grant on January 1, 2019, and on each of the next twelve RSU quarterly vesting dates, 1/16 of the shares subject to the original RSU grant vest, subject to the Reporting Person's continued service to Sunrun through each such date, of which the original grant was for 174,603 shares, of which 120,041 shares have been released, (continued to footnote 3)
- (3) (iii) 185,476 RSUs that vested as to 25% of the original RSU grant on January 1, 2020, and on each of the next twelve RSU quarterly vesting dates, 1/16 of the shares subject to the original RSU grant vest, subject to the Reporting Person's continued service to Sunrun through each such date, of which the original grant was for 329,736 shares, of which 144,260 shares have been released, and (iv) 88,709 RSUs that vest as to 25% of the shares on December 6, 2020, and on each of the next twelve RSU quarterly vesting dates, 1/16 of the shares subject to this RSU vest, subject to the Reporting Person's continued service to Sunrun through each such date.
- (4) In connection with the Merger, the shares pursuant to the RSUs in (i) through (iv) above accelerated and became fully vested and exercisable (a) 50% on the Reporting Person's start date with Sunrun, and (b) the remaining 50% on the date that is six months following such start date, subject to the Reporting Person's continued service to Sunrun through each such date.
- (5) Shares withheld to cover tax obligation from settlement of vested RSUs.
- (6) Shares held following the reported transactions include 170,555 RSUs, which are subject to forfeiture until they vest.
25% of the shares subject to the original option grant vested on December 6, 2017, and an additional 6.25% of the original option grant vest at the end of each three month period thereafter
- (7) until this option is fully vested, subject to the Reporting Person's continued service to Sunrun through each such date. Original option was for 281,875 shares, of which 96,505 had previously been exercised.
- (8) Received in the Merger in exchange for a stock option to acquire 337,037 shares of Vivint common stock for \$2.85 per share.
- (9) 25% of the shares subject to the original option grant vest on the first quarterly vesting date that is on or after January 1, 2019, and on each of the next 12 quarterly vesting dates, 1/16 of the shares subject to the original option grant vest, subject to the Reporting Person's continued service to Sunrun through each such date.
- (10) Received in the Merger in exchange for a stock option to acquire 485,436 shares of Vivint common stock for \$3.15 per share.
- (11) 25% of the shares subject to the original option grant vest on the first quarterly vesting date that is on or after January 1, 2020, and on each of the next 12 quarterly vesting dates, 1/16 of the shares subject to the original option grant vest, subject to the Reporting Person's continued service to Sunrun through each such date.
- (12) Received in the Merger in exchange for a stock option to acquire 929,368 shares of Vivint common stock for \$4.17 per share.
- (13) 25% of the shares subject to the original option grant vest on the first quarterly vesting date that is on or after December 6, 2020, and on each of the next 12 quarterly vesting dates, 1/16 of the shares subject to the original option grant vest, subject to the Reporting Person's continued service to Sunrun through each such date.
- (14) Received in the Merger in exchange for a stock option to acquire 277,161 shares of Vivint common stock for \$7.75 per share.

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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