
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 - Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
 - Definitive Proxy Statement
 - Definitive Additional Materials
 - Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2
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SUNRUN INC.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

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Sunrun Shareholder Engagement Supplemental Proxy Disclosure

Sunrun has a history of actively engaging with our shareholders, and we approach shareholder engagement as an integrated, year-round process. In addition to our Annual Meeting each year, we regularly provide shareholders with opportunities to deliver feedback on our corporate governance, compensation and ESG practices.

Our Investor Relations team regularly meets with investors, prospective investors, and investment analysts. Meetings can include participation by our Executive Chairman, Chief Executive Officer, Chief Financial Officer, General Counsel or other business leaders, and are often focused on company performance and company strategy. Members of our Legal, Talent and Investor Relations teams also engage with shareholders throughout the year regarding our corporate governance, compensation and ESG practices. We routinely communicate topics discussed and shareholder feedback to senior management and the Board for consideration in their decision-making.

In 2020 and early 2021, through this program, we engaged in dialogue with 72% of our top 50 investors, which represent approximately 67% of our total shares outstanding. We solicited feedback from and engaged with investors on various topics, including:

- company performance;
- executive and director compensation, including the results of the annual advisory “say-on-pay” vote;
- human capital management, including employee engagement, diversity and inclusion and pay equity;
- ESG and sustainability matters;
- the voting results for director elections, including results where any director received less than a substantial majority of the votes cast;
- shareholder proposals; and
- our response to the COVID-19 pandemic.

In light of one of our directors receiving less than a substantial majority of the votes cast due to attending less than 75% of Board meetings in 2019, we have pursued an even more robust shareholder engagement program and directly sought to engage with stockholders on a wide range of issues, including board attendance. In addition, during 2020, each of our directors attended 100% of the meetings of the Board and committees on which he or she served as a member.

The Board values our shareholders’ perspectives, and feedback from our shareholders has been important considerations for discussions with the Board and its committees throughout the year. In response to investor feedback during the past few years, we have made a number of enhancements to our governance and compensation practices and disclosures, including the introduction of performance equity, adoption of a clawback policy, and enhancing our ESG disclosures.