

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Dickson Paul S.</u> (Last) (First) (Middle) <u>225 BUSH STREET, SUITE 1400</u> (Street) <u>SAN FRANCISCO CA 94104</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sunrun Inc. [RUN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2023</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Chief Revenue Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	03/01/2023		A ⁽¹⁾		3,290	A	\$0	157,648	D	
Common Stock	03/01/2023		S ⁽²⁾		906	D	\$25.5105 ⁽³⁾	156,742	D	
Common Stock	03/01/2023		A ⁽⁴⁾		36,029	A	\$0	192,771 ⁽⁵⁾	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. On December 6, 2021, the Reporting Person was granted performance-based restricted stock units ("PRSUs"). Each PRSU represents a contingent right to receive a share of the Issuer's Common Stock upon settlement. The PRSUs vest on the date that the Compensation Committee of the Issuer's Board of Directors certifies attainment, based on the Issuer's satisfaction of certain performance criteria during each of the years from 2022 to 2025. The performance criteria for the first measurement period ending December 31, 2022 were met and certified on March 1, 2023, resulting in the issuance of 3,290 shares of the Issuer's Common Stock.
2. Shares sold to cover tax obligation from settlement of vested PRSUs.
3. Price represents the weighted average sale price of the shares sold. The sale price ranged from \$25.51 to \$25.53 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. On May 6, 2022, the Reporting Person was granted performance-based restricted stock units ("PRSUs"). Each PRSU represents a contingent right to receive a share of the Issuer's Common Stock upon settlement. The Compensation Committee of the Issuer's Board of Directors certifies attainment based on the Issuer's satisfaction of certain performance criteria. The performance criteria were met and 36,029 PRSUs were certified as attained on March 1, 2023. 50% of the PRSUs shall vest and become shares of the Issuer's Common Stock on March 6, 2023 and the remaining 50% of the PRSUs shall vest and become shares of the Issuer's Common Stock on March 6, 2024, subject to the Reporting Person's continued service through each vesting date.
5. Shares held following the reported transactions include 121,509 restricted stock units, which are subject to forfeiture until they vest.

Remarks:

/s/ Jay Maloney, Attorney-in-Fact 03/02/2023
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.