UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

November 12, 2015

Sunrun Inc.

(Exact name of registrant as specified in its charter)

<u>Delaware</u>

(State or other jurisdiction of incorporation)

001-37511 (Commission

(Commission File Number) 26-2841711 (IRS Employer Identification No.)

595 Market Street, 29th Floor San Francisco, California 94105 (Address of principal executive offices, including zip code)

(415) 580-6900

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On November 12, 2015, Sunrun Inc. (the "**Company**") issued a press release announcing its financial results for the fiscal quarter ended September 30, 2015. In the press release, the Company also announced that it would be holding a conference call on November 12, 2015 to discuss its financial results for the fiscal quarter ended September 30, 2015. The full text of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information set forth in this Item 2.02, including Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.
- Exhibit No. Description
- 99.1 Press release issued by Sunrun Inc. dated November 12, 2015.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUNRUN INC.

By: /s/ Mina Kim

Mina Kim General Counsel

Date: November 12, 2015

Exhibit No.Description99.1Press release issued by Sunrun Inc. dated November 12, 2015.



Sunrun Reports Third Quarter 2015 Financial Results

MW Booked Growth of 115% Year-Over-Year

Quarterly NPV Creation of \$49.5 million, a 112% Increase from Q1 2015

Creation Costs per Watt Decreased \$0.61 or 14% from Q1 2015

528 MW Cumulatively Deployed

SAN FRANCISCO, November 12, 2015, Sunrun (Nasdaq:RUN), the largest dedicated residential solar company in the United States, today announced financial results for the third quarter ended September 30, 2015.

Third Quarter 2015 Operating Highlights

- 94.5 MW booked, an increase of 54% quarter-over-quarter and 115% year-over-year.
- 55.7 MW deployed, representing 85% organic growth year-over-year.
- · Cumulative MW deployed of 528.2 MW.
- Quarterly NPV creation was \$49.5 million, an increase of 33% quarter-over-quarter.
- Pre-tax Project Value per watt was \$4.70, compared to \$5.00 in the prior guarter.
- Creation Cost per watt of \$3.75 decreased \$0.33, or 8% guarter-over-guarter.

"Our NPV growth in the third quarter demonstrates our ongoing focus on value creation," said Lynn Jurich, Sunrun's CEO. "Successful execution on MW deployed and bookings growth means we are poised to continue our strong growth in 2016. We recently added our 100,000th solar customer, a new milestone as we rapidly add to the nation's second largest residential solar fleet."

Key Operating Metrics

In the third quarter of 2015, MW booked increased to 94.5 MW from 44.0 MW in the third quarter of 2014 and MW deployed increased to 55.7 MW from 30.1 MW in the third quarter of 2014, excluding the impact of an opportunistic asset portfolio purchase in 2014. This resulted in 115% year-over-year growth in MW booked and 85% year-over-year organic growth in MW deployed.

NPV created in the third quarter of 2015 was \$49.5 million, compared to \$37.2 million in the second quarter of 2015. Pre-tax project value per watt was \$4.70, compared to \$5.00 in the second quarter of 2015. Creation cost per watt was \$3.75 in the third quarter of 2015 compared to \$4.08 in the second quarter of 2015.

Estimated nominal contracted payments remaining as of September 30, 2015 totaled \$2,219 million, compared to \$1,423 million as of September 30, 2014, an increase of 56%. Estimated retained value as of September 30, 2015 was \$1,368 million compared to \$897 million as of September 30, 2014, an increase of 53%.

Financing Activities

As of November 12, 2015, we have closed on tax equity commitments to fund \$4,018 million in cumulative value of solar systems, an increase of \$916 million from the \$3,102 million in system value funded by tax equity commitments as of the end of the second quarter.



Third Quarter 2015 GAAP Results

Total revenue grew to \$82.6 million in the third quarter of 2015 from \$56.1 million in the third quarter of 2014. Operating leases and incentives revenue grew 46% year-over-year to \$31.7 million. Solar energy systems and product sales were \$51.0 million in the third quarter of 2015, an increase of 48% year-over-year.

Total cost of revenue was \$75.2 million, an increase of 52% year-over-year. Total operating expenses were \$145.4 million in the third quarter of 2015, up 56% year-over-year.

Net loss attributable to common stockholders was \$2.8 million in the third quarter of 2015, compared to a net income of \$7.5 million in the second quarter of 2015 and a net loss of \$15.2 million in the third quarter of 2014.

Non-GAAP net loss per share available to common shareholders, excluding a non-recurring, non-cash deemed dividend to preferred shareholders in connection with our IPO, was (\$0.04) per share. GAAP net loss per share available to common shareholders was (\$0.41) per share.

Guidance for Full Year 2015

The following statements are based on current expectations. These statements are forward-looking and actual results may differ materially.

For the full year 2015, we expect MW deployed of approximately 205, which represents 79% organic growth year-over-year.

Conference Call Information

Sunrun is hosting a conference call for analysts and investors to discuss its third quarter 2015 results and outlook for its full year of 2015 at 2:00 p.m. Pacific Time today, November 12, 2015. A live audio webcast of the conference call along with supplemental financial information will also be accessible from the "Investors" section of the Company's website at http://investors.sunrun.com. The conference call can be accessed live via the Sunrun Investor Relations website at http://investors.sunrun.com or over the phone by dialing (866) 430-5027 (domestic) or (704) 908-0432 (international) using ID# 53341828. A replay will be available following the call via the Sunrun Investor Relations website or for one week at the following numbers (855) 859-2056 (domestic) or (404) 537-3406 (international) using ID# 53341828.

About Sunrun

Sunrun (NASDAQ:RUN) is the largest dedicated residential solar company in the United States with a mission to create a planet run by the sun. Since establishing the solar as a service model in 2007, Sunrun continues to lead the industry in providing clean energy to homeowners with little to no upfront cost and at a savings to traditional electricity. The company designs, installs, finances, insures, monitors and maintains the solar panels on a homeowner's roof, while families receive predictable pricing for 20 years or more. For more information please visit: www.sunrun.com.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995, including statements regarding our future financial and operating guidance, operational and financial results such as growth, value creation, MW bookings and deployments, estimates of nominal contracted payments remaining, estimated retained value, project value, estimated creation costs and NPV, and the assumptions related to the calculation of the foregoing metrics.



The risks and uncertainties that could cause our results to differ materially from those expressed or implied by such forward-looking statements include: the availability of additional financing on acceptable terms; changes in the retail prices of traditional utility generated electricity; changes in policies and regulations including net metering and interconnection limits or caps; the availability of rebates, tax credits and other incentives; the availability of solar panels and other raw materials; our limited operating history, particularly as a new public company; our ability to attract and retain our relationships with third parties, including our solar partners; our ability to meet the covenants in our investment funds and debt facilities; and such other risks identified in the registration statements and reports that we have file with the U.S. Securities and Exchange Commission, or SEC, from time to time. All forward-looking statements in this press release are based on information available to us as of the date hereof, and we assume no obligation to update these forward-looking statements.



September 30, 2015 December 31, 2014 (Unaudited) Assets Current assets: Cash and cash equivalents \$ 263.006 \$ 152.154 Restricted cash 8,076 2,534 Accounts receivable (net of allowances for doubtful accounts of \$1,200 and \$703 as of September 30, 2015 and December 31, 2014, respectively) 53,717 43,189 Grants receivable 9,198 5,183 Inventories 51,907 23.914 Prepaid expenses and other current assets 8,375 9,560 3,048 Deferred tax assets, current 4,632 Total current assets 398,911 239,582 6,012 Restricted cash 7,813 Solar energy systems, net 1,837,047 1,480,223 Property and equipment, net 34,743 22,195 Intangible assets, net 23,756 13,111 Goodwill 87,555 51,786 Prepaid tax asset 170.000 109.381 Other assets 23,201 13,342 **Total assets** \$ 2,583,026 \$ 1,935,632 Liabilities and total equity Current liabilities: Accounts payable \$ 97,908 \$ 51.166 Distributions payable to noncontrolling interests and redeemable noncontrolling 7.224 6,764 interests Accrued expenses and other liabilities 45,636 25,445 52,590 44,398 Deferred revenue, current portion Deferred grants, current portion 13,980 13,754 Capital lease obligation, current portion 6,441 1,593 2,602 Long-term debt, current portion 1,803 Solar asset-backed notes, current portion 2.967 Lease pass-through financing obligation, current portion 2,837 5,161 150,883 **Total current liabilities** 231,386 Deferred revenue, net of current portion 524,950 467,726 Deferred grants, net of current portion 224,689 226,801 Capital lease obligation, net of current portion 11,406 5,761 Line of credit 133,294 48,597 Long-term debt, net of current portion 224,021 188,052 Solar asset-backed notes, net of current portion 106,731 Lease pass-through financing obligation, net of current portion 180.224 124.160 Other liabilities 4,810 2,424 Deferred tax liabilities 112,597 174,631 Total liabilities 1,760,078 1,383,065 Redeemable noncontrolling interests 176,705 135,948 561,606 Stockholders' equity 324,864 Noncontrolling interests 84,637 91,755 Total equity 416,619 646,243 Total liabilities, redeemable noncontrolling interests and total equity \$ 2,583,026 \$ 1,935,632



CONSOLIDATED STATEMENTS OF OPERATIONS (In thousands, except per share values) (Unaudited)

	Three Months Ended September 30,			Nine Months Ended September 30,				
		2015		2014		2015		2014
Revenue:								
Operating leases and incentives	\$	31,650	\$	21.612	\$	88.416	\$	63,040
Solar energy systems and product sales	Ŧ	50,950	Ŧ	34,464	Ŧ	116,551	Ŧ	75,378
Total revenue		82,600		56,076		204,967		138,418
Operating expenses:		,		,		,		,
Cost of operating leases and incentives		28.723		19,112		77.167		51,367
Cost of solar energy systems and product		- 1		- ,		, -		- ,
sales		46,468		30,235		106,422		66,043
Sales and marketing		45,382		23,445		104,284		53,207
Research and development		2,240		2,036		7,019		5,962
General and administrative		21,486		17,700		61,469		50,387
Amortization of intangible assets		1,051		575		2,644		1,693
Total operating expenses		145,350		93,103		359,005		228,659
Loss from operations		(62,750)		(37,027)		(154,038)		(90,241)
Interest expense, net		8,475		7,433		24,038		19,757
Loss on early extinguishment of debt		_		_		431		_
Other expenses		87		657		1,405		2,503
Loss before income taxes		(71,312)		(45,117)		(179,912)		(112,501)
Income tax expense (benefit)		903		·		(5,312)		(10,043)
Net loss		(72,215)		(45,117)		(174,600)		(102,458)
Net loss attributable to noncontrolling interests and redeemable noncontrolling interests		(69,447)		(29,903)		(161,377)		(58,292)
Net loss attributable to common stockholders	\$	(2,768)	\$	(15,214)	\$	(13,223)	\$	(44,166)
Deemed dividend to convertible preferred	φ	(2,700)	φ	(13,214)	φ	(13,223)	φ	(44,100)
stockholders		(24,890)				(24,890)		_
Net loss available to common stockholders	\$	(27,658)	\$	(15,214)	\$	(38,113)	\$	(44,166)
Net loss per share available to common shareholders—basic and diluted	\$	<u>(0.41</u>)	\$	(0.64)	\$	(0.96)	\$	(1.98)
Weighted average shares used to compute net loss per share available to common stockholders—basic and diluted		67,732		23,943		39,612		22,282



	Nine months En	Nine months Ended September 30,		
	2015		2014	
Operating activities:				
Net loss	\$ (174,600) \$	(102,458	
Adjustments to reconcile net loss to net cash provided by (used in) operating				
activities:				
Noncash losses and impairments	2,545		_	
Depreciation and amortization, net of amortization of deferred grants	51,059		35,443	
Bad debt expense	1,158		356	
Interest on lease pass-through financing	9,425		7,042	
Noncash tax benefit	(5,312)	(10,043	
Noncash interest expense	5,349		1,784	
Stock—based compensation expense	10,427		6,037	
Reduction in lease pass—through financing obligations	(16,059)	(8,337	
Changes in operating assets and liabilities:				
Accounts receivable	(5,999)	(6,008	
Inventories	(27,993	,	(4,928	
Prepaid and other assets	3,039		4,317	
Accounts payable	37,605		10,173	
Accrued expenses and other liabilities	5.568		7.545	
Deferred revenue	31,856		63,040	
Net cash provided by (used in) operating activities	(71,932	、	3,963	
Net cash provided by (used iii) operating activities	(71,952	/	5,905	
Investing activities:				
Payments for the costs of solar energy systems, leased and to be leased	(408,861	\	(296.810	
Purchases of property and equipment	(408,801) (8,416)	,	(6,185	
Acquisitions of businesses, net of cash acquired	(14,575	,	• •	
	(14,575	/	(36,384	
Net cash used in investing activities	(431,852)	(339,379	
	(,	'	(,	
Financing activities:				
Proceeds from grants and state tax credits	4,975		72	
Proceeds from issuance of debt	318,000		13,546	
Repayment of debt	(199,860)	(3,683	
Payment of debt fees	(14,751	,	(285	
Proceeds from solar asset-backed notes	111,000	,	(200	
Repayment of solar asset-backed notes	(1,302)	_	
Proceeds from issuance of convertible preferred stock, net of issuance costs	(1,302	,	143,393	
Proceeds from lease pass-through financing obligations	73.300		143,393	
Repayment of lease pass-through financing obligations	(88,918		119,090	
Contributions received from noncontrolling interests and	(00,910	,	_	
redeemable noncontrolling interests	215,724		144,480	
Distributions paid to noncontrolling interests and redeemable				
noncontrolling interests	(20,248)	(26,294	
Proceeds from exercises of stock options	3,188		2.404	
	223,541		2,404	
Proceeds from initial public offering, net of offering costs		`	(0.42)	
Payment of capital lease obligation	(2,670	,	(843	
Change in restricted cash	(7,343)	(1,016	
Net cash provided by financing activities	614,636		391,370	
Net increase in cash and cash equivalents	110,852		55,954	
Cash and cash equivalents, beginning of period	152,154		99,699	
Cash and cash equivalents, end of period	\$ 263,006	\$	155,653	



Reconciliation of Non-GAAP EPS to GAAP EPS in Q3 2015		Non-GAAP EPS	GAAP EPS	
Net loss available to common shareholders	\$	(27,658)	\$	(27,658)
Plus: Deemed dividend to convertible preferred stockholders	\$	24,890		
Non-GAAP net loss available to common shareholders excluding deemed dividend	\$	(2,768)		
Weighted average shares used to compute net loss per share available to common shareholdersbasic and				
diluted		67,732		67,732
Net loss per share available to common shareholdersbasic and diluted	\$	(0.04)	\$	(0.41)

Non-GAAP EPS represents the net loss per share available to common shareholders excluding a non-recurring, non-cash deemed dividend to preferred shareholders in connection with our IPO. The presentation of financial measures is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. We use these non-GAAP financial measures for financial and operational decision-making purposes and as a means to evaluate period-to period comparisons. We believe that these non-GAAP financial measures provide useful information about our operating results, enhance the overall understanding of past financial performance and allow for greater transparency with respect to key metrics used by management in its financial and operational decision making.

Key Operating Metrics

		Three Months Ended (In thousands, except MW values and per Watt values)					
	S	eptember 30, 2015	June 30, 2015			September 30, 2014	
MW Booked		94.5		61.2		44.0	
MW Deployed		55.7		42.4		33.5 (1)	
Cumulative MW Deployed		528.2		472.5		356.2	
Estimated Nominal Contracted Payments Remaining (in millions)	\$	2,219	\$	1,917	\$	1,423	
Estimated Retained Value (in millions)	\$	1,368	\$	1,223	\$	897	
Estimated retained value under energy contract (in millions)	\$	921	\$	808	\$	567	
Estimated retained value of purchase (in millions)	\$	447	\$	415	\$	330	
Estimated retained value per watt	\$	2.30	\$	2.39	\$	2.40	

(1) Includes 3.4 MWs associated with purchase of asset portfolio in 2014.

		Three Months Ended				
	September 30, 2015			June 30, 2015		
Project Value (per watt)	\$	4.70	\$	5.00 (1)		
Creation Costs (2) (per watt)	\$	3.75	\$	4.08		
Unlevered NPV (per watt)	\$	0.95	\$	0.92		
NPV (in millions)	\$	49.5	\$	37.2		

(1) Excludes substantially all SREC value.

(2) Excludes IDC costs paid prior to deployments and excludes non-cash items such as amortization of intangible assets and stock-based compensation.

Definitions

MW Booked represents the aggregate megawatt production capacity of our solar energy systems sold to customers or subject to an executed customer agreement, net of cancellations.

MW Deployed represents the aggregate megawatt production capacity of our solar energy systems, whether sold directly to customers or subject to customer agreements, for which we have (i) confirmation that the systems are installed on the



roof, subject to final inspection or (ii) in the case of certain system installations by our partners, accrued at least 80% of the expected project cost.

Customers refers to residential customers with solar energy systems that are installed or under contract to install, net of cancellations.

Estimated Nominal Contracted Payments Remaining equals the sum of the remaining cash payments that customers are expected to pay over the initial terms of their agreements (not including the value of any renewal or system purchase at the end of the initial agreement term), including estimated uncollected prepayments, for systems contracted as of the measurement date.

Estimated Retained Value represents the cash flows (discounted at 6%) we expect to receive pursuant to customer agreements during the initial agreement term, excluding substantially all value from SRECs prior to July 1, 2015. It also includes a discounted estimate of the value of the purchase or renewal of the agreement at the end of the initial term. Estimated retained value excludes estimated distributions to investors in consolidated joint ventures and estimated operating, maintenance and administrative expenses for systems contracted as of the measurement date. We do not deduct amounts we are obligated to pass through to investors in lease pass-throughs. Estimated retained value under energy contract represents the net cash flows during the initial 20-year term of our customer agreements. Estimated retained value of purchase or renewal is the forecasted net present value we would receive upon or following the expiration of the initial contract term.

Project Value represents the value of upfront and future payments by customers, the benefits received from utility and state incentives, as well as the present value of net proceeds derived through investment funds. Project value is calculated as the sum of the following items (all measured on a per-watt basis with respect to megawatts deployed under customer agreements during the period): (i) estimated retained value, (ii) utility or upfront state incentives, (iii) upfront payments from customers for deposits and partial or full prepayments of amounts otherwise due under customer agreements and which are not already included in estimated retained value and (iv) finance proceeds from tax equity investors. Project value includes contracted SRECs. Project value does not include cash true-up payments or the value of asset contributions in lieu of cash true-up payments made to investment fund investors, the cumulative impact of which is expected to be immaterial in 2015.

Creation Costs includes (i) certain installation and general and administrative costs after subtracting the gross margin on solar energy systems and product sales divided by watts deployed and (ii) certain sales and marketing expenses under new customer agreements, net of cancellations during the period divided by the related watts booked.

Unlevered NPV equals the difference between project value and estimated creation costs on a per watt basis.

NPV equals unlevered NPV multiplied by leased megawatts booked in period.

Investor Relations Contact:

Nicole Noutsios Investors@sunrun.com (510) 315-1003