
**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)

May 9, 2017

Sunrun Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37511
(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))
-

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement

On May 9, 2017, a jointly-owned subsidiary of Sunrun Inc. ("Sunrun") and National Grid entered into an aggregate \$202 million of senior secured credit facilities. The facilities are syndicated with various lenders and consist of the following:

- (i) \$195 million delayed draw term loan facility with an initial interest rate of LIBOR + 275 basis points until April 30, 2021, stepping up to LIBOR + 300 basis points thereafter; and

- (ii) \$7 million debt service reserve letter of credit facility.

The facilities are non-recourse to Sunrun and are secured by net cash flows from power purchase agreements and leases as well as the sale of renewable energy certificates generated by residential solar projects, less certain operating, maintenance and other expenses which are available to the borrowers after distributions to tax equity investors. The delayed draw term loan facility has an advance rate of 65%. Sunrun paid aggregate banking fees of 2.13% of the aggregate facility amounts, and the loans were issued without any original issue discount. The facilities contain customary covenants including the requirement to maintain certain financial measurements and provide lender reporting. The credit facilities also contain certain provisions in the event of default which entitle lenders to take certain actions including acceleration of amounts due under the facilities.

All facilities mature on April 30, 2024.

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: May 9, 2017