

Hannon Armstrong Sustainable Infrastructure Capital, Inc.
 Form 4
 January 02, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MissionPoint HA Parallel Fund, LLC

2. Issuer Name and Ticker or Trading Symbol
 Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 20 MARSHALL STREET, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/02/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

NORWALK, CT 06854

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) | |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|---------|---|--|-----------------------------------|------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock <u>(1)</u> <u>(2)</u> | 01/02/2014 | | J ⁽¹⁾ | | | 381,893 | D | \$ 0 | 0 | D |
| Common Stock <u>(2)</u> <u>(3)</u> | 01/02/2014 | | J ⁽³⁾ | | | 537,798 | D | \$ 0 | 0 | D |
| Common Stock <u>(4)</u> | | | | | | | | | 3,643 | D |
| Common Stock <u>(5)</u> | | | | | | | | | 18,520 | D |

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

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 control number.

SEC 1474
(9-02)

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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Operating Partnership Units <u>(6)</u> <u>(7)</u> | <u>(6)</u> | 01/02/2014 | | J ⁽⁷⁾ | 326,437 | <u>(6)</u> | <u>(6)</u> | Common Stock | 326,437 |
| Operating Partnership Units <u>(6)</u> <u>(8)</u> | <u>(6)</u> | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | 55,548 |
| Operating Partnership Units <u>(6)</u> <u>(9)</u> | <u>(6)</u> | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | 1,852 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MissionPoint HA Parallel Fund, LLC 20 MARSHALL STREET, SUITE 300 NORWALK, CT 06854 | X | | | |
| MissionPoint HA Parallel Fund II, LLC 20 MARSHALL STREET, SUITE 300 NORWALK, CT 06854 | X | | | |
| MissionPoint HA Parallel Fund III, LLC 20 MARSHALL STREET, SUITE 300 NORWALK, CT 06854 | | X | | |
| MissionPoint Capital Partners LLC 20 MARSHALL STREET, SUITE 300 NORWALK, CT 06854 | X | | | |
| Fink Jesse 20 MARSHALL STREET, SUITE 300 NORWALK, CT 06854 | X | | | |

Cirilli Mark
 20 MARSHALL STREET, SUITE 300 X
 NORWALK, CT 06854

Signatures

| | |
|--|------------|
| MissionPoint HA Parallel Fund, LLC, By: MissionPoint Capital Partners LLC, its Manager, By: /s/ Mark Cirilli, as Executive Committee Member | 01/02/2014 |
| __Signature of Reporting Person | Date |
| MissionPoint HA Parallel Fund II, LLC, By: MissionPoint Capital Partners LLC, its Manager, By: /s/ Mark Cirilli, as Executive Committee Member | 01/02/2014 |
| __Signature of Reporting Person | Date |
| MissionPoint HA Parallel Fund III, LLC, By: MissionPoint Capital Partners LLC, its Manager, By: /s/ Mark Cirilli, as Executive Committee Member | 01/02/2014 |
| __Signature of Reporting Person | Date |
| MissionPoint Capital Partners LLC, By: /s/ Mark Cirilli, as Executive Committee Member | 01/02/2014 |
| __Signature of Reporting Person | Date |
| /s/ Mark Cirilli | 01/02/2014 |
| __Signature of Reporting Person | Date |
| /s/ Jesse Fink | 01/02/2014 |
| __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).

These shares were held directly by MissionPoint HA Parallel Fund, LLC ("Fund I"). On January 2, 2014, Fund I distributed 381,893
 (1) shares of Common Stock of Hannon Armstrong Sustainable Infrastructure, Inc. (the "Issuer") pro-rata to its members for no consideration, in accordance with the exemption under Rule 16a-9(a) of the Securities Exchange Act of 1934, as amended.

MissionPoint Capital Partners LLC ("MissionPoint") is the sole manager of Fund I, MissionPoint HA Parallel Fund II, LLC ("Fund II") and MissionPoint HA Parallel Fund III, LLC ("Fund III" and collectively with Fund I and Fund II, the "MissionPoint Funds"). Mr. Jesse
 (2) Fink and Mr. Mark Cirilli are the executive committee members of MissionPoint and have voting and dispositive power over the securities held by the MissionPoint Funds. Mr. Cirilli serves as the representative of the MissionPoint Funds on the Issuer's board of directors. Each of MissionPoint and Mr. Fink disclaims beneficial ownership of the securities held by the MissionPoint Funds except to the extent, if any, of their respective pecuniary interest therein.

These shares were held directly by Fund II. On January 2, 2014, Fund II distributed 537,798 shares of the Issuer's Common Stock pro-rata
 (3) to its members for no consideration, in accordance with the exemption under Rule 16a-9(a) of the Securities Exchange Act of 1934, as amended.

(4) Mr. Cirilli owns these shares directly.

(5) MissionPoint owns these shares directly, as a result of the pro-rata distribution by Fund I for no consideration on January 2, 2014.

The operating partnership units ("OP Units") represent units of limited partnership interests in Hannon Armstrong Sustainable
 Infrastructure, L.P. (the "Operating Partnership"), of which the Issuer is the sole general manager. The OP Units have the rights and
 (6) preferences as set forth in the partnership agreement of the Operating Partnership, and are redeemable in exchange for, at the Issuer's option, either (i) shares of common stock of the Issuer on a one-for-one basis or (ii) a cash amount equal to the product of (A) the number of redeemed OP Units, multiplied by (B) the "Cash Amount" (as defined in the partnership agreement of the Operating Partnership). The OP Units do not have any expiration date.

(7) The OP Units were held directly by Fund III. On January 2, 2014, Fund III distributed 326,437 OP Units pro-rata to its members for no consideration, in accordance with the exemption under Rule 16a-9(a) of the Securities Exchange Act of 1934, as amended.

(8) Mr. Fink owns these OP Units directly, as a result of the pro-rata distribution by Fund III for no consideration on January 2, 2014.

Edgar Filing: Hannon Armstrong Sustainable Infrastructure Capital, Inc. - Form 4

(9) Mr. Cirilli owns these OP Units directly, as a result of the pro-rata distribution by Fund III for no consideration on January 2, 2014.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.