

TerraForm Power, Inc.
Form 4
May 17, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BlueMountain Capital Management,
LLC

(Last) (First) (Middle)

280 PARK AVENUE, 12TH
FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TerraForm Power, Inc. [TERP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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			
Class A Common Stock (1) (2) (3) (4) (5) (6) (7)	05/13/2016		S		50,000	D	\$ 8.78	9,119,934	I	Footnotes (1) (2) (3) (4) (5)
Class A Common Stock (1) (2) (3) (4) (5) (6) (7)	05/13/2016		S		44,042	D	\$ 8.78	8,033,248	I	Footnotes (1) (2) (3) (4) (5)
Class A Common	05/13/2016		S		35,479	D	\$ 8.78	6,471,200	I	Footnotes (1) (2) (3) (4)

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Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>								<u>(5)</u>
Class A Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/13/2016	S	35,479	D	\$ 8.78	6,471,200	D	
Class A Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/13/2016	S	3,689	D	\$ 8.78	672,929	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Class A Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/13/2016	S	3,689	D	\$ 8.78	672,929	D	
Class A Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/13/2016	S	1,398	D	\$ 8.78	255,029	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Class A Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/13/2016	S	1,398	D	\$ 8.78	255,029	D	
Class A Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/13/2016	S	2,471	D	\$ 8.78	450,721	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Class A Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/13/2016	S	2,471	D	\$ 8.78	450,721	D	
Class A Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/13/2016	S	4,060	D	\$ 8.78	740,502	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Class A Common Stock <u>(1)</u> <u>(2)</u>	05/13/2016	S	4,060	D	\$ 8.78	740,502	D	

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(3) (4) (5) (6)
(7)

Class A

Common

Stock (1) (2) 05/13/2016

(3) (4) (5) (6)

(7)

S 1,005 D \$ 8.78 183,369 I

Footnotes

(1) (2) (3) (4)
(5)

Class A

Common

Stock (1) (2) 05/13/2016

(3) (4) (5) (6)

(7)

S 1,005 D \$ 8.78 183,369 D

Class A

Common

Stock (1) (2) 05/13/2016

(3) (4) (5) (6)

(7)

S 1,898 D \$ 8.78 346,184 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

BlueMountain Capital Management, LLC
280 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10017

BlueMountain GP Holdings, LLC
280 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10017

X

Blue Mountain CA Master Fund GP, Ltd.
280 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10017

X

Blue Mountain Credit Alternatives Master Fund L.P.
280 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10017

X

BLUEMOUNTAIN FOINAVEN GP, LLC
280 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10017

X

BLUEMOUNTAIN FOINAVEN MASTER FUND L.P.
280 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10017

X

BlueMountain Long/Short Credit GP, LLC
280 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10017

X

BlueMountain Guadalupe Peak Fund L.P.
280 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10017

X

BLUEMOUNTAIN LOGAN OPPORTUNITIES GP, LLC
280 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10017

X

BLUEMOUNTAIN LOGAN OPPORTUNITIES MASTER FUND L.P.
280 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10017

X

Signatures

BlueMountain Capital Management, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer

05/17/2016

__Signature of Reporting Person

Date

BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer

05/17/2016

__Signature of Reporting Person

Date

Blue Mountain CA Master Fund GP, Ltd., By: /s/ Andrew Feldstein, Director

05/17/2016

__Signature of Reporting Person

Date

Blue Mountain Credit Alternatives Master Fund L.P., By: BlueMountain CA Master Fund GP, Ltd., By: /s/ Andrew Feldstein, Director

05/17/2016

__Signature of Reporting Person

Date

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BlueMountain Foinaven GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	05/17/2016
__Signature of Reporting Person	Date
BlueMountain Foinaven Master Fund L.P., By: BlueMountain Foinaven GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	05/17/2016
__Signature of Reporting Person	Date
BlueMountain Long/Short Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	05/17/2016
__Signature of Reporting Person	Date
BlueMountain Guadalupe Peak Fund L.P., By: BlueMountain Long/Short Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	05/17/2016
__Signature of Reporting Person	Date
BlueMountain Logan Opportunities GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	05/17/2016
__Signature of Reporting Person	Date
BlueMountain Logan Opportunities Master Fund L.P., By: BlueMountain Logan Opportunities GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	05/17/2016
__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).

(1) The filing of this Form 4 shall not be construed as an admission that any of BlueMountain Capital Management, LLC ("BMCM"), GP Holdings (as defined in Footnote 5) or the General Partners (as defined in Footnote 5) is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise the beneficial owner of any of the shares of Class A Common Stock, par value \$0.01 per share (the "Common Stock"), of Terraform Power, Inc. (the "Issuer"). Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of BMCM, GP Holdings and the General Partners disclaims such beneficial ownership, except to the extent of its respective pecuniary interest.

(2) BMCM is the investment manager of each of: (i) Blue Mountain Credit Alternatives Master Fund L.P. ("BMCA"), which is the beneficial owner of 6,471,200 shares of Common Stock; (ii) BlueMountain Foinaven Master Fund L.P. ("BMFV"), which is the beneficial owner of 672,929 shares of Common Stock; (iii) BlueMountain Guadalupe Peak Fund L.P. ("BMGP"), which is the beneficial owner of 255,029 shares of Common Stock; (iv) BlueMountain Logan Opportunities Master Fund L.P. ("BMLO"), which is the beneficial owner of 450,721 shares of Common Stock; (v) BlueMountain Monteners Fund SCA SICAV-SIF ("BMM"), which is the beneficial owner of 740,502 shares of Common Stock; (vi) BlueMountain Kicking Horse Fund L.P. ("BMKH" and, together with BMCA, BMFV, BMGP and BMLO, the "Partnerships"), which is the beneficial owner of 183,369 shares of Common Stock; and

(3) (vii) BlueMountain Timberline Ltd. ("BMT" and, together with the Partnerships and BMM, the "Funds"), which is the beneficial owner of 346,184 shares of Common Stock. BMCM, although it directs the voting and disposition of the Common Stock held by the Funds, only receives an asset-based fee relating to the Common Stock held by the Funds.

(4) (i) Blue Mountain CA Master Fund GP, Ltd. ("BMCA GP") is the general partner of BMCA and has an indirect profits interest in the Common Stock beneficially owned by it; (ii) BlueMountain Foinaven GP, LLC ("BMFV GP") is the general partner of BMFV and has an indirect profits interest in the Common Stock beneficially owned by it; (iii) BlueMountain Long/Short Credit GP, LLC ("BMGP GP") is the general partner of BMGP and has an indirect profits interest in the Common Stock beneficially owned by it; (iv) BlueMountain Monteners GP S.a r.l. ("BMM GP") is the general partner of BMM and has an indirect profits interest in the Common Stock beneficially owned by it; (v) BlueMountain Logan Opportunities GP, LLC ("BMLO GP") is the general partner of BMLO and has an indirect profits interest in the Common Stock beneficially owned by it; and

(5) (vi) BlueMountain Kicking Horse Fund GP, LLC ("BMKH GP" and, together with BMCA GP, BMFV GP, BMGP GP and BMLO GP, the "General Partners") is the general partner of BMKH and has an indirect profits interest in the Common Stock beneficially owned by it. BlueMountain GP Holdings, LLC ("GP Holdings") is the sole owner of each of the General Partners and thus has an indirect profits

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interest in the Common Stock beneficially owned by the Partnerships. BMCM is the sole owner of BMM GP and thus has an indirect profits interest in the Common Stock beneficially owned by BMM.

- On May 13, 2016: (i) BMCA sold 35,479 shares of Common Stock; (ii) BMFV sold 3,689 shares of Common Stock; (iii) BMGP sold
(6) 1,398 shares of Common Stock; (iv) BMLO sold 2,471 shares of Common Stock; (v) BMM sold 4,060 shares of Common Stock; (vi) BMKH sold 1,005 shares of Common Stock; and (vii) BMT sold 1,898 shares of Common Stock.

- The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16(a)-3(j) under the Exchange Act. The Form 4 for certain
(7) additional Reporting Persons is being filed separately and simultaneously with this Form 4 due to the limitation of ten Reporting Persons per filing.

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.