

TERRAFORM GLOBAL, INC.
Form 4
August 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
SUNEDISON, INC.

2. Issuer Name and Ticker or Trading Symbol
TERRAFORM GLOBAL, INC.
[GLBL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
13736 RIVERPORT DRIVE, SUITE 180

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2015

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

(Street)
MARYLAND HEIGHTS, MO 63043

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)	Price
Class A common stock	08/05/2015		P		2,000,000	A	\$ 15
					2,000,000	D	

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

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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)
Class B Units of TerraForm Global, LLC	(1) (2)	08/05/2015		J(2)	61,343,054 (1) (2)	(1)(2) (1)(2)	Class A Common Stock 61,343,054

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUNEDISON, INC. 13736 RIVERPORT DRIVE, SUITE 180 MARYLAND HEIGHTS, MO 63043		X		
SunEdison Holdings Corp 13736 RIVERPORT DRIVE, SUITE 180 MARYLAND HEIGHTS, MO 63043		X		

Signatures

SunEdision, Inc. /s/ Martin Truong, Secretary 08/05/2015
 **Signature of Reporting Person Date

SunEdision Holdings Corporation /s/ Martin Truong, Secretary 08/05/2015
 **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) Immediately prior to the completion of the TerraForm Global, Inc.'s (the "Company") initial public offering, the Company effected a 469.2408-for-1 stock split of its outstanding Class B common stock and, pursuant to the Amended and Restated Limited Liability Company Agreement of TerraForm Global, LLC ("Global LLC") dated as of August 5, 2015 and a related exchange agreement dated as of August 5, 2015 (the "Exchange Agreement"), SunEdison Holdings Corporation's ("Holdings") existing ownership interest in Global LLC was reclassified into a number of Class B units of equal to the number of shares of Class B common stock held by Holdings following such stock split.
- (2) The Class B units of Global LLC (together with a corresponding number of shares of Class B common stock of the Company) are exchangeable at any time for shares of Class A common stock of the Company on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As Holdings exchanges the Class B units for shares of Class A common stock pursuant to the Exchange Agreement, an equivalent number of shares of Class B common stock issued to Holdings will automatically be

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cancelled.

- (3) The shares of Class B common stock and Class B units reported herein are directly owned by Holdings and indirectly owned by SunEdison, Inc., which as the direct parent of Holdings has shared voting and dispositive power over such shares and units.

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

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