

Cirilli Mark
 Form 4
 April 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Cirilli Mark

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)

3. Date of Earliest Transaction (Month/Day/Year)
 04/23/2013

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

20 MARSHALL STREET, SUITE 300

(Street)

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

NORWALK, CT 06854

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 04/23/2013 | | A | | 381,893 | A | (\$1) 381,893 | I | See footnotes (1) (2) |
| Common Stock, par value \$0.01 per share | 04/23/2013 | | A | | 537,798 | A | (\$3) 919,691 | I | See footnotes (2) (3) |
| Common Stock, par value \$0.01 | 04/23/2013 | | A | | 3,643 | A | \$ 0 923,334 | I | See footnotes (2) (4) |

per share

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Operating Partnership Units | (5) | 04/23/2013 | | A | 326,437 | (5) | (6) | Common Stock | 326,437 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cirilli Mark 20 MARSHALL STREET, SUITE 300 NORWALK, CT 06854 | | | | X |

Signatures

/s/ Mark Cirilli 04/25/2013

**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 are held by MissionPoint HA Parallel Fund, LLC ("Fund I"). Such shares were acquired pursuant to the Agreement and Plan of Merger, dated as of April 15, 2013, among Fund I, Hannon Armstrong Sustainable Infrastructure Capital, Inc., HA Merger Sub I LLC,

- HA Merger Sub III LLC, MissionPoint ES Parallel Fund I, L.P., MissionPoint HA Parallel Fund I Corp. and MissionPoint HA Parallel Fund, L.P., pursuant to which all of the limited liability interests of Hannon Armstrong Capital, LLC owned by Fund I were exchanged for such shares of the Issuer's common stock.
- MissionPoint Capital Partners LLC ("MissionPoint") is the sole manager of Fund I, MissionPoint HA Parallel Fund II, LLC ("Fund II"), MissionPoint HA Parallel Fund III, LLC ("Fund III") and MissionPoint Capital Partners Fund I, L.P. ("MPCP" and collectively with Fund I, Fund II and Fund III, the "MissionPoint Funds"). Mr. Mark Cirilli is a member of the executive committee of MissionPoint and has voting and dispositive power over the securities held by the MissionPoint Funds. Mr. Cirilli serves as the representative of the

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MissionPoint Funds on the Issuer's board of directors. Mr. Cirilli disclaims beneficial ownership of the securities held by the MissionPoint Funds, except to the extent, if any, of his pecuniary interest therein.

These shares are held by Fund II. Such shares were acquired pursuant to the Agreement and Plan of Merger, dated as of April 15, 2013, among Fund II, Hannon Armstrong Sustainable Infrastructure Capital, Inc., HA Merger Sub II LLC, HA Merger Sub III LLC,

- (3) MissionPoint ES Parallel Fund II, L.P., MissionPoint HA Parallel Fund II Corp. and MissionPoint HA Parallel Fund, L.P., pursuant to which all of the limited liability interests of Hannon Armstrong Capital, LLC owned by Fund II were exchanged for such shares of the Issuer's common stock.

On April 23, 2013, Mr. Cirilli was granted 3,643 shares of restricted Common Stock that were issued pursuant to the Issuer's Equity Incentive Plan. These shares vest as to one fourth on April 23, 2014, one fourth on April 23, 2015, one fourth on April 23, 2016 and one fourth on April 23, 2017. These shares are held directly by Mr. Cirilli and were issued to Mr. Cirilli in connection with his services to the Issuer as a director. Mr. Cirilli, pursuant to an arrangement with MissionPoint, will assign to MissionPoint any remuneration received for service as a director of the Issuer. Such remuneration will then offset the management fees payable to MissionPoint by MPCP. Mr. Cirilli disclaims beneficial ownership in such shares, except to the extent, if any, of his pecuniary interest therein.

- (5) 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 preferences as set forth in the partnership agreement of the Operating Partnership, and will, beginning 180 days after completion of the Issuer's initial public offering, become 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).
- (6) The OP Units do not have any expiration date.

These OP Units are held by Fund III. Such OP Units were acquired pursuant to Contribution Agreement, dated as of April 15, 2013, by and among Fund III, Hannon Armstrong Sustainable Infrastructure Capital, Inc., Hannon Armstrong Sustainable Infrastructure, L.P. and

- (7) MissionPoint HA Parallel Fund, L.P., pursuant to which all of the limited liability interests of Hannon Armstrong Capital, LLC owned by Fund III were exchanged for such OP Units of the Operating Partnership.

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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