

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SUNEDISON, INC.</u> (Last) (First) (Middle) 13736 RIVERPORT DRIVE, SUITE 180 (Street) MARYLAND MO 63043 HEIGHTS (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/17/2014	3. Issuer Name and Ticker or Trading Symbol <u>TerraForm Power, Inc. [TERP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A common stock, par value \$0.01	250,000	I	See Footnote ⁽¹⁾
Class B common stock, par value \$0.01	250,000	I	See Footnote ⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>SUNEDISON, INC.</u> (Last) (First) (Middle) 13736 RIVERPORT DRIVE, SUITE 180 (Street) MARYLAND MO 63043 HEIGHTS (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>SunEdison Holdings Corp</u> (Last) (First) (Middle) 13736 RIVERPORT DRIVE, SUITE 180 (Street) MARYLAND MO 63043 HEIGHTS (City) (State) (Zip)

Explanation of Responses:

- Consists of 250,000 shares of Class A common stock directly owned by SunEdison Holdings Corporation ("SunEdison Holdings") and indirectly owned by SunEdison, Inc. which as the direct parent of SunEdison Holdings has shared voting and investment power over such shares. All of the shares of Class A common stock held by SunEdison Holdings will be contributed to TerraForm Power, Inc. for no consideration immediately prior to the filing of the Amended & Restated Certificate of Incorporation of TerraForm Power, Inc. (the "A&R Charter") to be filed immediately prior to the consummation of TerraForm Power, Inc.'s initial public offering.
- Consists of 250,000 shares of Class B common stock directly owned by SunEdison Holdings and indirectly owned by SunEdison, Inc. which as the direct parent of SunEdison Holdings has shared voting and investment power over such shares. Pursuant to the A&R Charter, each share of Class B common stock will be split into 262.8376 shares of Class B common stock.

Remarks:

/s/ Martin Truong, Secretary 07/17/2014

/s/ Martin Truong, Secretary

07/17/2014

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

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 Number.

July 17, 2014

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Carlos Domenech Zornoza, Sanjeev Kumar and Sebastian Deschler, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Class A Common Stock of TerraForm Power, Inc. (the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the NASDAQ Stock Market; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 16 of the Securities Exchange Act of 1934 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

SunEdison, Inc.

By: /s/ Marin Truong

Name: Martin Truong

Title: SVP & General Counsel