

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>BROOKFIELD ASSET MANAGEMENT INC.</b>  (Last) (First) (Middle) <b>BROOKFIELD PLACE</b> <b>181 BAY STREET, SUITE 300</b>  (Street) <b>TORONTO A6 M5J 2T3</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>TerraForm Power, Inc. [ TERP ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>10/09/2017</b>	
	4. 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 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, Class A, \$0.01 par value								10,450,000	I <sup>(2)(3)</sup>	Owned by Orion US Holdings 1 L.P. <sup>(1)(2)(3)</sup>
Common Stock, Class A, \$0.01 par value	10/09/2017		S		625,000 <sup>(5)</sup>	D <sup>(5)</sup>	\$12.95 <sup>(5)(6)</sup>	0 <sup>(5)</sup>	I <sup>(2)(4)</sup>	Owned by Brookfield Credit Opportunities Master Fund, L.P. <sup>(1)(2)(4)</sup>

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
**BROOKFIELD ASSET MANAGEMENT INC.**  
 (Last) (First) (Middle)  
**BROOKFIELD PLACE**  
**181 BAY STREET, SUITE 300**  
 (Street)  
**TORONTO A6 M5J 2T3**  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP**  
 (Last) (First) (Middle)  
**BROOKFIELD PLACE**  
**181 BAY STREET, SUITE 300**

(Street)  
TORONTO A6 M5J 2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Brookfield Asset Management Private Institutional Capital Adviser \(Credit\), LLC](#)

(Last) (First) (Middle)

BROOKFIELD PLACE  
181 BAY STREET, SUITE 300

(Street)  
TORONTO A6 M5J 2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Partners Ltd](#)

(Last) (First) (Middle)

BROOKFIELD PLACE  
181 BAY STREET, SUITE 300

(Street)  
TORONTO A6 M5J 2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ORION US GP LLC](#)

(Last) (First) (Middle)

BROOKFIELD PLACE  
181 BAY STREET, SUITE 300

(Street)  
TORONTO A6 M5J 2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ORION US HOLDINGS 1 L.P.](#)

(Last) (First) (Middle)

BROOKFIELD PLACE  
181 BAY STREET, SUITE 300

(Street)  
TORONTO A6 M5J 2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Brookfield Credit Opportunities Fund GP, LLC](#)

(Last) (First) (Middle)

BROOKFIELD PLACE  
181 BAY STREET, SUITE 300

(Street)  
TORONTO A6 M5J 2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Brookfield Credit Opportunities Master Fund, L.P.](#)

(Last)	(First)	(Middle)
BROOKFIELD PLACE		
181 BAY STREET, SUITE 300		
_____ (Street)		
TORONTO	A6	M5J 2T3
_____ (City) (State) (Zip)		

1. Name and Address of Reporting Person\*

[Brookfield Infrastructure Fund III GP LLC](#)

(Last)	(First)	(Middle)
BROOKFIELD PLACE		
181 BAY STREET, SUITE 300		
_____ (Street)		
TORONTO	A6	M5J 2T3
_____ (City) (State) (Zip)		

**Explanation of Responses:**

- This Form 4 is being jointly filed by and on behalf of each of the following persons (each, a "Reporting Person"): (i) Orion US Holdings 1 L.P.; (ii) Orion US GP LLC; (iii) Brookfield Infrastructure Fund III GP LLC; (iv) Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P.; (v) Brookfield Credit Opportunities Master Fund, L.P.; (vi) Brookfield Credit Opportunities Fund GP, LLC; (vii) Brookfield Asset Management Private Institutional Capital Adviser (Credit), LLC; (viii) Brookfield Asset Management Inc.; and (ix) Partners Limited. The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934 (the "Act").
- Each Reporting Person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for the purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by this statement. Each Reporting Person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.
- The following Reporting Persons may be deemed to beneficially own the securities held by Orion US Holdings 1 L.P.: Orion US GP LLC, as general partner of Orion US Holdings 1 L.P.; Brookfield Infrastructure Fund III GP LLC, as indirect general partner of Orion US Holdings 1 L.P. and Orion US GP LLC; Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P., as investment advisor to Brookfield Infrastructure Fund III GP LLC; Brookfield Asset Management Inc., as the ultimate parent of Brookfield Infrastructure Fund III GP LLC and Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P.; and Partners Limited, which holds 85,120 Class B limited voting shares of Brookfield Asset Management Inc., representing 100% of such shares, and 867,495 Class A limited voting shares of Brookfield Asset Management Inc., representing approximately 0.1% of such shares.
- The following Reporting Persons may be deemed to beneficially own securities beneficially owned by Brookfield Credit Opportunities Master Fund, L.P.: Brookfield Credit Opportunities Fund GP, LLC, as general partner of Brookfield Credit Opportunities Master Fund, L.P.; Brookfield Asset Management Private Institutional Capital Adviser (Credit), LLC, as investment advisor to Brookfield Credit Opportunities Master Fund, L.P.; Brookfield Asset Management Inc., as the ultimate parent of Brookfield Credit Opportunities GP, LLC and Brookfield Asset Management Private Institutional Capital Adviser (Credit), LLC; and Partners Limited, which holds 85,120 Class B limited voting shares of Brookfield Asset Management Inc., representing 100% of such shares, and 867,495 Class A limited voting shares of Brookfield Asset Management Inc., representing approximately 0.1% of such shares.
- On October 9, 2017, Brookfield Credit Opportunities Master Fund, L.P. sold 625,000 shares of Class A common stock of the Issuer at a weighted average sale price of \$12.95 per share. The transactions were effected in the open market. As a result of these transactions, as of October 9, 2017, each of Brookfield Credit Opportunities Master Fund, L.P., Brookfield Credit Opportunities Fund GP, LLC and Brookfield Asset Management Private Institutional Capital Adviser (Credit), LLC ceased to be a beneficial owner of more than 10% of the shares of Class A common stock of the Issuer and is therefore no longer subject to Section 16 of the Act. This Form 4 is being filed as an exit Form 4 with respect to the Reporting Persons named in this footnote 5, indicating no further reporting will be required of such Reporting Persons.
- This price represents the weighted average price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$12.92 to \$13.70. Upon request by the SEC staff, the Issuer or any security holder of the Issuer, the Reporting Persons will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

<a href="#">A.J. Silber for Brookfield Asset Management Inc.</a>	<a href="#">10/10/2017</a>
<a href="#">James Rickert for Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. by its general partner Brookfield Private Funds Holdings Inc.</a>	<a href="#">10/10/2017</a>
<a href="#">Anthony Bavaro for Brookfield Asset Management Private Institutional Capital Adviser (Credit), LLC</a>	<a href="#">10/10/2017</a>
<a href="#">Brian Lawson for Partners Limited</a>	<a href="#">10/10/2017</a>
<a href="#">Fred Day for Orion US GP LLC</a>	<a href="#">10/10/2017</a>
<a href="#">Fred Day for Orion US Holdings 1 L.P. by its general partner Orion US GP LLC</a>	<a href="#">10/10/2017</a>
<a href="#">Anthony Bavaro for Brookfield Credit Opportunities Fund GP, LLC</a>	<a href="#">10/10/2017</a>
<a href="#">Anthony Bavaro for Brookfield Credit Opportunities Master Fund, L.P. by its general partner Brookfield Credit Opportunities Fund GP, LLC</a>	<a href="#">10/10/2017</a>
<a href="#">Fred Day for Brookfield Infrastructure Fund III GP LLC</a>	<a href="#">10/10/2017</a>

\*\* 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 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).

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.**