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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**  
**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): September 27, 2016



**TerraForm Power, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-36542**  
(Commission File Number)

**46-4780940**  
(I. R. S. Employer  
Identification No.)

**7550 Wisconsin Avenue, 9th Floor, Bethesda, Maryland 20814**  
(Address of principal executive offices, including zip code)

**(240) 762-7700**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## **Item 7.01 Regulation FD Disclosure.**

On September 27, 2016, TerraForm Power, Inc. issued a press release announcing that it has reached a settlement agreement with Appaloosa Investment Limited Partnership I to resolve its stockholder derivative suit, as well as derivative claims by stockholders relating to the Vivint Solar transaction, filed with the Court of Chancery of the State of Delaware (the “Court”). The settlement is subject to approval by the Court. A copy of the press release is furnished as Exhibit 99.1 to this Report.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 7.01 of this Current Report on Form 8-K and the press release attached as an exhibit hereto are deemed to be “furnished” and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing or document.

*Cautionary Note Regarding Forward-Looking Statements.* Except for historical information contained in this Form 8-K and the press release attached as an exhibit hereto, this Form 8-K and the press release contain forward-looking statements which involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary note in the press release regarding these forward-looking statements.

## **Item 9.01 Financial Statement and Exhibits.**

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
<b>99.1</b>	Press release, dated September 27, 2016, titled “TerraForm Power and Appaloosa Enter Settlement Agreement Regarding Pending Litigation”

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **TERRAFORM POWER, INC.**

Date: September 27, 2016

By: /s/ Sebastian Deschler

Name: Sebastian Deschler

Title: Senior Vice President, General Counsel and Secretary

## **Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
<b>99.1</b>	Press release, dated September 27, 2016, titled "TerraForm Power and Appaloosa Enter Settlement Agreement Regarding Pending Litigation"

FOR IMMEDIATE RELEASE



## TerraForm Power and Appaloosa Enter Settlement Agreement Regarding Pending Litigation

**BETHESDA, Md., September 27, 2016** - TerraForm Power, Inc. (Nasdaq:TERP) (the "Company"), an owner and operator of clean energy power plants, today announced that it has reached a settlement agreement with Appaloosa Investment Limited Partnership I ("Appaloosa") to resolve its stockholder derivative suit, as well as derivative claims by stockholders relating to the Vivint Solar transaction, filed with the Court of Chancery of the State of Delaware (the "Court"). The settlement is subject to approval by the Court.

Under the terms of the agreement, the Company has agreed to improve its information technology infrastructure and make certain changes related to corporate governance. In connection with these initiatives, TerraForm Power will:

- Segregate its information technology systems for key functions from SunEdison;
- Grant Thomas Studebaker, or any successor in the role of the Company's Chief Operating Officer, responsibility for TerraForm Power's ordinary course commercial operations, subject to the authority of Peter Blackmore, TerraForm Power's Interim CEO; this commitment will expire at the earlier of two years or when SunEdison sells its controlling stake in the Company; and
- Seek to identify and appoint an additional independent director to the TerraForm Power Board.

"Over the course of 2016, the TerraForm Power independent directors and management team have taken significant action to strengthen the Company and separate it from SunEdison," said Peter Blackmore, Chairman and Interim CEO of TerraForm Power. "This settlement is consistent with our approach of operating independently and we are pleased to have reached an agreement with Appaloosa that we believe is in the best interests of the Company and all TerraForm Power stockholders."

### About TerraForm Power

TerraForm Power is a renewable energy company that is changing how energy is generated, distributed and owned. TerraForm Power creates value for its investors by owning and operating clean energy power plants. For more information about TerraForm Power, please visit: [www.terraformpower.com](http://www.terraformpower.com).

### Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. These statements involve estimates, expectations, projections, goals, assumptions, known and unknown risks, and uncertainties and typically include words or variations of words such as "expect," "anticipate," "believe," "intend," "plan," "seek," "estimate," "predict," "project," "goal," "guidance," "outlook," "objective," "forecast," "target," "potential," "continue," "would," "will," "should," "could," or "may" or other comparable terms and phrases.

They include, without limitation, statements relating to approval of the settlement by the Court; the expected timeframe for resolution of the settlement; the segregation of the Company's information technology systems for key functions from SunEdison; the granting of responsibility for the Company's ordinary course commercial operations to the Company's Chief Operating Officer; and the appointment of an additional independent director to the Company's board. These forward-looking statements are based on current expectations as of the date of this press release and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including but not limited to: whether the settlement will be resolved and the amount of time such resolution may take; whether the Court will approve the settlement and on what terms; whether the Company successfully implements the changes to its information technology

infrastructure and corporate governance; as well as additional factors we have described in other filings with the SEC.

The risks included above are not exhaustive. Other factors that could adversely affect our business and prospects are described in the filings made by us with the SEC.

The Company undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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