

**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* <u>BROOKFIELD ASSET MANAGEMENT INC.</u>  (Last) (First) (Middle) <u>BROOKFIELD PLACE</u> <u>181 BAY STREET, SUITE 300</u>  (Street) <u>TORONTO A6 M5J 2T3</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TerraForm Power, Inc. [ TERP ]</u>	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) <u>06/07/2017</u>	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Cash-settled total return swaps <sup>(4)</sup>	\$9.1	06/07/2017		H/K		1	(4)	06/07/2017	Common Stock, Class A, \$0.01 par value	150,000	(4)	0 <sup>(4)</sup>	I	Position of Brookfield Credit Opportunities Master Fund, L.P. <sup>(1)(2)(3)</sup>

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:**

1. 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").

2. 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.

3. 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.

4. On June 7, 2017, the cash-settled total return swap agreement reported in Table II, with aggregate economic exposure to 150,000 notional underlying shares of Class A common stock, par value \$0.01 per share, of the Issuer and held by Brookfield Credit Opportunities Master Fund, L.P., expired and terminated by cash-settlement in accordance with its terms.

[A.J. Silber for Brookfield Asset Management Inc.](#) 06/08/2017

[James Rickert for Brookfield Asset Management Private Institutional Capital Adviser \(Canada\), L.P. by its general partner Brookfield Private Funds Holdings Inc.](#) 06/08/2017

[Anthony Bavaro for Brookfield Asset Management Private Institutional Capital Adviser \(Credit\) LLC](#) 06/08/2017

[Brian Lawson for Partners Limited](#) 06/08/2017

[Fred Day for Orion US GP LLC](#) 06/08/2017

[Fred Day for Orion US Holdings 1 L.P. by its general partner Orion US GP LLC](#) 06/08/2017

[Anthony Bavaro for Brookfield Credit Opportunities Fund GP, LLC](#) 06/08/2017

[Anthony Bavaro for Brookfield Credit Opportunities Master Fund, L.P. by its general partner Brookfield Credit Opportunities Fund GP, LLC](#) 06/08/2017

[Fred Day for Brookfield Infrastructure Fund III GP LLC](#) 06/08/2017

\*\* 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.