

Sunrun Inc.
Form SC 13G
February 12, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)**

(Amendment No.)

SUNRUN, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

86771W105

(CUSIP Number)

12/31/15

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

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1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL U.S. GROWTH FUND IV, L.P. (SCGF IV)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0589567

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7,204,719¹
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 7,204,719¹
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,204,719¹

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.1%

12 TYPE OF REPORTING PERSON

PN

¹ The reported amount of securities beneficially owned by the Reporting Person includes 41,483 shares of the Issuer's common stock that can be acquired upon the exercise of an outstanding warrant.

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL USGF PRINCIPALS FUND IV, L.P. (SCGF IV PF)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0619227

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 313,241¹
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 313,241¹
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

313,241¹

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON

PN

¹ The reported amount of securities beneficially owned by the Reporting Person includes 1,828 shares of the Issuer's common stock that can be acquired upon the exercise of an outstanding warrant.

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1 NAME OF REPORTING PERSON

SCGF IV MANAGEMENT, L.P. (SCGF IV MGMT)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0589559

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF
SHARES

0
6 SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH

7,517,960 shares of which 7,204,719 shares are directly held by SCGF IV and 313,241 shares are directly held by SCGF IV PF. SCGF IV MGMT is the General Partner of each of SCGF IV and SCGF IV PF.¹

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0
8 SHARED DISPOSITIVE POWER

WITH

7,517,960 shares of which 7,204,719 shares are directly held by SCGF IV and 313,241 shares are directly held by SCGF IV PF. SCGF IV MGMT is the General Partner of each of SCGF IV and SCGF IV PF.¹

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,517,960¹
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 7.4%
TYPE OF REPORTING PERSON

PN

¹ The reported amount of securities beneficially owned by the Reporting Person includes 43,311 shares of the Issuer's common stock that can be acquired upon the exercise of outstanding warrants.

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1 NAME OF REPORTING PERSON

SC US (TTGP), LTD. (US TTGP)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-1162638

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF 0
6 SHARED VOTING POWER
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,517,960 shares of which 7,204,719 shares are directly held by SCGF IV and 313,241 shares are directly held by SCGF IV PF. US TTGP is the General Partner of SCGF IV MGMT, which is the General Partner of each of SCGF IV and SCGF IV PF.¹
7 SOLE DISPOSITIVE POWER

REPORTING PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

7,517,960 shares of which 7,204,719 shares are directly held by SCGF IV and 313,241 shares are directly held by SCGF IV PF. US TTGP is the General Partner of SCGF IV MGMT, which is the General Partner of each of SCGF IV and SCGF IV PF.¹
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,517,960¹
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 7.4%
TYPE OF REPORTING PERSON

OO

¹ The reported amount of securities beneficially owned by the Reporting Person includes 43,311 shares of the Issuer's common stock that can be acquired upon the exercise of outstanding warrants.

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ITEM 1.

(a) Name of Issuer: Sunrun, Inc.

(b) Address of Issuer's Principal Executive Offices:

595 Market Street, 29th Floor

San Francisco, CA 94105

ITEM 2.

(a) Name of Persons Filing:

Sequoia Capital U.S. Growth Fund IV, L.P.

Sequoia Capital USGF Principals Fund IV, L.P.

SCGF IV Management, L.P.

SC US (TTGP), Ltd.

SCGF IV MGMT is the General Partner of each of SCGF IV and SCGF IV PF. US TTGP is the General Partner of SCGF IV MGMT.

(b) Address of Principal Business Office or, if none, Residence:

2800 Sand Hill Road, Suite 101

Menlo Park, CA 94025

Citizenship:

SCGF IV MGMT, SCGF IV, SCGF IV PF, US TTGP: Cayman Islands

(c) Title of Class of Securities: Common Stock

(d) CUSIP Number: 86771W105

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
NOT APPLICABLE

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. "

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON
NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP
NOT APPLICABLE

ITEM 10. CERTIFICATION
NOT APPLICABLE

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2016

Sequoia Capital U.S. Growth Fund IV, L.P.
Sequoia Capital USGF Principals Fund IV,
L.P.

By: SCGF IV Management, L.P.
General Partner of each

By: SC US (TTGP), Ltd.
its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF IV Management, L.P.

By: SC US (TTGP), Ltd.
its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SC US (TTGP), Ltd.

By: /s/ Douglas Leone
Douglas Leone, Managing Director

Exhibit 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G relating to the common stock of Sunrun, Inc., and any further amendments thereto, to which this Agreement as to Joint Filing of Schedule 13G is attached as an exhibit is filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: February 12, 2016

Sequoia Capital U.S. Growth Fund IV, L.P.
Sequoia Capital USGF Principals Fund IV,
L.P.

By: SCGF IV Management, L.P.
General Partner of each

By: SC US (TTGP), Ltd.
its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF IV Management, L.P.

By: SC US (TTGP), Ltd.
its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SC US (TTGP), Ltd.

By: /s/ Douglas Leone
Douglas Leone, Managing Director