

Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP
 Form 4
 October 17, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)

2. Issuer Name and Ticker or Trading Symbol
TerraForm Power, Inc. [TERP]

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Class A, \$0.01 par value | 10/16/2017 | | J ⁽⁴⁾⁽⁵⁾ | | 65,144,459 ⁽⁴⁾⁽⁵⁾ | A ⁽⁴⁾⁽⁵⁾ | \$ 9.52 ⁽⁴⁾⁽⁵⁾ |
| | | | | | 75,594,459 ⁽⁴⁾⁽⁵⁾ | I ⁽²⁾⁽³⁾ | |
| | | | | | | | Owned by Orion US Holdings 1 L.P. ⁽¹⁾⁽²⁾⁽³⁾ |

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

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SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------------|------------|---|-----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Cash-settled total return swaps ⁽⁶⁾ | \$ 9.26 | 10/16/2017 | | J/K | | | 1 | <u>(4)</u> <u>(5)</u> <u>(6)</u> | <u>(4)</u> <u>(5)</u> <u>(6)</u> | <u>(6)</u> | Common Stock, Class A, \$0.01 par value | 2,366,340 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROOKFIELD ASSET MANAGEMENT INC.
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Brookfield Asset Management Private Institutional Capital Adviser (Canada)
LP
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Partners Ltd
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

ORION US GP LLC
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

ORION US HOLDINGS 1 L.P.
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Brookfield Infrastructure Fund III GP LLC
 BROOKFIELD PLACE
 181 BAY STREET, SUITE 300
 TORONTO, A6 M5J 2T3

Signatures

| | |
|--|------------|
| A.J. Silber for Brookfield Asset Management Inc. | 10/17/2017 |
| __Signature of Reporting Person | Date |
| James Rickert for Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. by its general partner Brookfield Private Funds Holdings Inc. | 10/17/2017 |
| __Signature of Reporting Person | Date |
| Brian Lawson for Partners Limited | 10/17/2017 |
| __Signature of Reporting Person | Date |
| Fred Day for Orion US GP LLC | 10/17/2017 |
| __Signature of Reporting Person | Date |
| Fred Day for Orion US Holdings 1 L.P. by its general partner Orion US GP LLC | 10/17/2017 |
| __Signature of Reporting Person | Date |
| Fred Day for Brookfield Infrastructure Fund III GP LLC | 10/17/2017 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* 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).

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 Asset Management Inc.; and (vi) 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 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.

(4) On October 16, 2017, pursuant to the Merger and Sponsorship Transaction Agreement, dated as of March 6, 2017 (the "Transaction Agreement"), by and among the Issuer, Orion US Holdings 1 L.P. and BRE TERP Holdings Inc. ("Merger Sub"), a Delaware corporation and wholly-owned subsidiary of Orion US Holdings 1 L.P., Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation in the Merger. Immediately following the consummation of the Merger, Orion US Holdings 1 L.P. held 51% of the shares of Class A common stock, par value \$0.01 per share, of the Issuer (the "Class A Shares"). In connection with the consummation of the Merger, Orion US Holdings 1 L.P. acquired 65,144,459 Class A Shares at a price of \$9.52 per share.

(5) Further, each holder of Class A Shares, restricted stock awards and restricted stock units of the Issuer outstanding immediately prior to the effective time of the Merger received a special cash dividend paid by the Issuer in the amount of \$1.94 per Class A Share or restricted stock award held or Class A Share into which such restricted stock units were exchangeable.

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- On October 16, 2017, the cash-settled total return swap agreement reported in Table II and held by Orion US Holdings 1 L.P., with
- (6) aggregate economic exposure to 2,366,340 notional underlying Class A Shares, terminated and will be subject to cash settlement in accordance with its terms.

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

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