

---

---

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

---

**FORM 10-K/A  
(Amendment No. 1)**

---

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the Fiscal Year ended December 31, 2015  
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 001-36542
- 



**TerraForm Power, Inc.**  
(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction of incorporation or organization)  
**7550 Wisconsin Avenue, 9th Floor, Bethesda, Maryland**  
(Address of principal executive offices)

**46-4780940**  
(I. R. S. Employer Identification No.)  
**20814**  
(Zip Code)

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

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of Each Class</b>	<b>Name of Exchange on Which Registered</b>
Common Stock, Class A, par value \$0.01	NASDAQ Global Select Market

**Securities registered pursuant to Section 12(g) of the Act:**  
**None**

---

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="radio"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input type="radio"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="radio"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2016, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the voting and non-voting common equity of the registrant, held by non-affiliates of the registrant (based upon the closing sale price of shares of Class A common stock of the registrant on the Nasdaq Global Select Market on such date), was approximately \$1.0 billion.

As of November 30, 2016, there were 91,349,263 shares of Class A common stock outstanding and 48,202,310 shares of Class B common stock outstanding.

---

---

**TerraForm Power, Inc. and Subsidiaries**

**Table of Contents**

**Form 10-K/A**

**Amendment No. 1**

**TABLE OF CONTENTS**

**EXPLANATORY NOTE**

Part IV. Exhibits

Item 15. Exhibits, Financial Statement Schedules

**SIGNATURES**

## **EXPLANATORY NOTE**

TerraForm Power, Inc. filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2015 with the Securities and Exchange Commission on December 5, 2016 (the "Original Form 10-K"). This Amendment No. 1 is being filed in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, for the sole purpose of correcting a typographical error in Exhibit 32 to the Original Form 10-K and setting forth the conformed exhibit index in its entirety. This Amendment No. 1 does not amend or otherwise update any other information in the Original Form 10-K.

### **PART IV**

#### **Item 15. Exhibits, Financial Statement Schedules**

- (a) The following documents are filed as a part of this report.
- (3) Exhibits.

## EXHIBIT INDEX

Exhibit Number	Description
2.1	Purchase and Sale Agreement, dated as of November 17, 2014, among SunEdison, Inc., TerraForm Power, LLC, TerraForm Power, Inc., First Wind Holdings, LLC, First Wind Capital, LLC, D. E. Shaw Composite Holdings, L.L.C., the company members party thereto and D. E. Shaw Composite Holdings, L.L.C. and Madison Dearborn Capital Partners IV, L.P., acting jointly, solely in their capacity as the representative of the sellers (incorporated by reference to Exhibit 2.1 to the Registrant's Form 8-K filed on February 03, 2015).
2.2	First Amendment to the Purchase and Sale Agreement, dated as of January 28, 2015, among SunEdison, Inc., TerraForm Power, LLC and D. E. Shaw Composite Holdings, L.L.C. and Madison Dearborn Capital Partners IV, L.P., acting jointly, solely in their capacity as the representative of the sellers (incorporated by reference to Exhibit 2.2 to the Registrant's Form 8-K filed on February 03, 2015).
3.1	Amended and Restated Certificate of Incorporation of TerraForm Power, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed on July 25, 2014).
3.2	Amended and Restated Bylaws of TerraForm Power, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Form 8-K filed on July 25, 2014).
4.1	Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A, File No. 333-196345).
4.2	Amended and Restated Limited Liability Company Agreement of TerraForm Power, LLC (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed on July 25, 2014).
4.3	First Amendment to Amended and Restated Limited Liability Company Agreement of TerraForm Power, LLC, dated as of December 3, 2014 (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1, File No. 333-200829 January 8, 2015).
4.4	Second Amendment to Amended and Restated Limited Liability Company Agreement of TerraForm Power, LLC, dated as of May 1, 2015 (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed on May 06, 2015).
4.5	Third Amendment to Amended and Restated Limited Liability Company Agreement of TerraForm Power, LLC, dated as of June 1, 2016 (incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed on June 2, 2016).
4.6	Fourth Amendment to Amended and Restated Limited Liability Company Agreement of TerraForm Power, LLC, dated as of July 24, 2016 (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on July 25, 2016).
4.7	Indenture, dated as of January 28, 2015, among TerraForm Power Operating, LLC, the guarantors party thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 10.1 to the Registrant's 8-K filed on February 03, 2015).
4.8	First Supplemental Indenture, dated as of June 11, 2015, among TerraForm Power Operating, LLC, the guarantors party thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed on June 12, 2015).
4.9	Fourth Supplemental Indenture, dated as of August 29, 2016, among TerraForm Power Operating, LLC, the guarantors party thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 31, 2016).
4.10	Indenture, dated as of July 17, 2015, by and among TerraForm Power Operating, LLC, each of the Guarantors party hereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q for the quarter ended September 30, 2015).

- 4.11 Third Supplemental Indenture, dated as of August 29, 2016, among TerraForm Power Operating, LLC, the guarantors party thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on August 31, 2016).
- 10.1 Management Services Agreement, dated as of July 23, 2014, among TerraForm Power, Inc., TerraForm Power, LLC, TerraForm Power TerraOperating, LLC, and SunEdison, Inc. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed July 25, 2014).
- 10.2 Management Services Agreement, dated as of July 23, 2014, among TerraForm Power, Inc., TerraForm Power, LLC, TerraForm Power TerraOperating, LLC, and SunEdison, Inc. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed July 25, 2014).
- 10.3 Exchange Agreement, dated as of July 23, 2014, among TerraForm Power Inc., TerraForm Power, LLC, SunEdison, Inc. (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed July 25, 2014).
- 10.4 Class B1 Exchange Agreement, dated as of July 23, 2014, among TerraForm Power Inc., TerraForm Power, LLC, and R/C US Solar Investment Partnership, L.P. (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed July 25, 2014).
- 10.5 TerraForm Power Inc. Registration Rights Agreement, dated as of July 23, 2014, among TerraForm Power Inc. and SunEdison, Inc. (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed July 25, 2014).
- 10.6 TerraForm Power Inc. Registration Rights Agreement, dated as of July 23, 2014, among TerraForm Power Inc. and R/C US Solar Investment Partnership, L.P. (incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed July 25, 2014).
- 10.7 Mt. Signal Contribution Agreement, dated as of July 23, 2014, among TerraForm Power Inc., TerraForm Power, LLC, and Silver Ridge Power, LLC (incorporated by reference to Exhibit 10.7 to the Registrant's Current Report on Form 8-K filed July 25, 2014).
- 10.8 Project Support Agreement, dated as of July 23, 2014, between SunEdison, Inc. and TerraForm Power, LLC (incorporated by reference to Exhibit 10.8 to the Registrant's Current Report on Form 8-K filed July 25, 2014).
- 10.9 Agreement Regarding the Priced Call Right Assets, dated as of July 23, 2014, between SunEdison, Inc. and TerraForm Power, LLC (incorporated by reference to Exhibit 10.9 to the Registrant's Current Report on Form 8-K filed July 25, 2014).
- 10.10 Interest Payment Agreement, dated as of July 23, 2014, among TerraForm Power, LLC, TerraForm Power Operating, LLC, SunEdison, Inc., and SunEdison Holdings Corporation (incorporated by reference to Exhibit 10.10 to the Registrant's Current Report on Form 8-K filed July 25, 2014).
- 10.11 Purchase Agreement, dated as of July 20, 2015, by and between TerraForm Power, LLC and SunEdison, Inc. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on July 22, 2015).
- 10.12 Credit and Guaranty Agreement, dated as of January 28, 2015, among TerraForm Power Operating, LLC, as borrower, TerraForm Power, LLC, as a guarantor, certain subsidiaries of TerraForm Power Operating, LLC, as guarantors, the lenders party thereto from time to time, and Barclays Bank PLC, as administrative agent, collateral agent, joint lead arranger and joint bookrunner (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on February 03, 2015).
- 10.13 First Amendment to Credit and Guaranty Agreement, dated as of May 8, 2015, among TerraForm Power Operating, LLC, as borrower, TerraForm Power, LLC, as a guarantor, certain subsidiaries of Terraform Power Operating, LLC, as guarantors, the lenders party thereto from time to time, and Barclays Bank PLC, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed on May 10, 2016).

- 10.14 Second Amendment to Credit and Guaranty Agreement, dated as of August 11, 2015, among TerraForm Power Operating, LLC, as borrower, TerraForm Power, LLC, as a guarantor, certain subsidiaries of Terraform Power Operating, LLC, as guarantors, the lenders party thereto from time to time, and Barclays Bank PLC, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed on May 10, 2016).
- 10.15 Third Amendment to Credit and Guaranty Agreement, dated as of December 9, 2015, among TerraForm Power Operating, LLC, as borrower, TerraForm Power, LLC, as a guarantor, certain subsidiaries of Terraform Power Operating, LLC, as guarantors, the lenders party thereto from time to time, and Barclays Bank PLC, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on May 10, 2016).
- 10.16 Fourth Amendment to Credit and Guaranty Agreement, dated as of March 30, 2016, among TerraForm Power Operating, LLC, as borrower, TerraForm Power, LLC, as a guarantor, certain subsidiaries of Terraform Power Operating, LLC, as guarantors, the lenders party thereto from time to time, and Barclays Bank PLC, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on May 10, 2016).
- 10.17 Fifth Amendment to Credit and Guaranty Agreement, dated as of April 29, 2016, among TerraForm Power Operating, LLC, as borrower, TerraForm Power, LLC, as a guarantor, certain subsidiaries of Terraform Power Operating, LLC, as guarantors, the lenders party thereto from time to time, and Barclays Bank PLC, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on May 10, 2016).
- 10.18 Sixth Amendment to Credit and Guaranty Agreement, dated as of May 6, 2016, among TerraForm Power Operating, LLC, as borrower, TerraForm Power, LLC, as a guarantor, certain subsidiaries of Terraform Power Operating, LLC, as guarantors, the lenders party thereto from time to time, and Barclays Bank PLC, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 10, 2016).
- 10.19 Seventh Amendment to Credit and Guaranty Agreement, dated as of May 27, 2016, among TerraForm Power Operating, LLC, as borrower, TerraForm Power, LLC, as a guarantor, certain subsidiaries of Terraform Power Operating, LLC, as guarantors, the lenders party thereto from time to time, and Barclays Bank PLC, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report Form 8-K filed on June 2, 2016).
- 10.20 Eighth Amendment to Credit and Guaranty Agreement, dated as of September 9, 2016, among TerraForm Power Operating, LLC, as borrower, TerraForm Power, LLC, as a guarantor, certain subsidiaries of Terraform Power Operating, LLC, as guarantors, the lenders party thereto from time to time, and Barclays Bank PLC, as administrative agent and collateral agent (incorporated by reference to the corresponding exhibit to the Original Form 10-K).
- 10.21 Amended and Restated Interest Payment Agreement, dated as of January 28, 2015, by and among TerraForm Power, LLC, TerraForm Power Operating, LLC, SunEdison, Inc. and SunEdison Holdings Corporation (incorporated by reference to Exhibit 10.4 to the Registrant's Form 8-K filed on February 03, 2015).
- 10.22 TerraForm Power, Inc. Registration Rights Agreement, dated as of January 29, 2015, among TerraForm Power, Inc., SunEdison, Inc., the holders of the Registrable Securities party thereto and Wilmington Trust, National Association, as collateral agent (incorporated by reference to Exhibit 10.3 to the Registrant's Form 8-K filed on February 03, 2015).
- 10.23 TerraForm Power, Inc. Registration Rights Agreement, dated as of January 29, 2015, among TerraForm Power, Inc., SunEdison, Inc., the holders of the Registrable Securities party thereto and Wilmington Trust, National Association, as collateral agent (incorporated by reference to Exhibit 10.3 to the Registrant's Form 8-K filed on February 03, 2015).
- 10.24 Purchase and Sale Agreement, dated as of June 30, 2015, by and among Invenergy Wind Global LLC and TerraForm IWG Acquisition Holdings, LLC (incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q for the quarter ended June 30, 2015).
- 10.25 Amended and Restated Purchase and Sale Agreement, dated as of December 15, 2015, by and between Invenergy Wind Global LLC and TerraForm IWG Acquisition Holdings, LLC (incorporated by reference to Exhibit 10.1 to TerraForm Power's Form 8-K filed on December 21, 2015).

- 10.26 Amended and Restated Purchase and Sale Agreement, dated as of December 15, 2015, by and between Invenergy Wind Global LLC and TerraForm IWG Acquisition Holdings II, LLC (incorporated by reference to Exhibit 10.2 to TerraForm Power's Form 8-K filed on December 21, 2015).
- 10.27 Amended and Restated Purchase and Sale Agreement, dated as of December 15, 2015, by and between Invenergy Wind Global LLC and TerraForm IWG Acquisition Holdings III, LLC (incorporated by reference to Exhibit 10.3 to the Registrant's Form 8-K filed on December 21, 2015).
- 10.28 Raleigh Asset Purchase and Sale Agreement, dated as of June 30, 2015, by and between Invenergy Wind Canada Green Holdings ULC, TerraForm IWG Ontario Holdings LLC, Invenergy Wind Global LLC, Marubeni Corporation and Caisse de Dépôt et Placement du Québec (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q for the quarter ended June 30, 2015).
- 10.29 First Amending Agreement, dated as of December 15, 2015, by and between Invenergy Wind Canada Green Holdings ULC and TerraForm IWG Ontario Holdings, LLC (incorporated by reference to Exhibit 10.5 to the Registrant's Form 8-K filed on December 21, 2015).
- 10.30 TerraForm Option Agreement, dated as of December 15, 2015, by and between Sun Edison LLC and TerraForm Power, LLC (incorporated by reference to Exhibit 10.6 to the Registrant's 8-K filed on December 21, 2015).
- 10.31 Purchase Agreement dated as of July 20, 2015, by and between TerraForm Power, LLC and SunEdison, Inc. (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on July 22, 2015).
- 10.32 Amended and Restated Purchase Agreement, dated as of December 9, 2015, by and between SunEdison, Inc. and TerraForm Power, LLC (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on December 09, 2015).
- 10.33 Interim Agreement dated as of July 20, 2015 by and among SunEdison, Inc., SEV Merger Sub Inc. and TerraForm Power, LLC (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q for the quarter ended September 30, 2015).
- 10.34 Amended and Restated Interim Agreement, dated as of December 9, 2015, by and between SunEdison, Inc., SEV Merger Sub Inc. and TerraForm Power, LLC (incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed on December 09, 2015).
- 10.35 Term Facility, Take/Pay and IDR Letter Agreement, dated as of December 9, 2015, by and between SunEdison, Inc. and TerraForm Power, LLC (incorporated by reference to Exhibit 10.3 to the Registrant's Form 8-K filed on December 09, 2015).
- 21.1 List of Subsidiaries of TerraForm Power, Inc. (incorporated by reference to the corresponding exhibit to the Original Form 10-K).
- 31.1 Certification by the Chief Executive Officer of TerraForm Power, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to the corresponding exhibit to the Original Form 10-K).
- 31.2 Certification by the Chief Financial Officer of TerraForm Power, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to the corresponding exhibit to the Original Form 10-K).
- 32 Certification by the Chief Executive Officer and the Chief Financial Officer of TerraForm Power, Inc. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*
- 101.INS XBRL Instance Document (incorporated by reference to the corresponding exhibit to the Original Form 10-K).
- 101.SCH XBRL Taxonomy Extension Schema Document (incorporated by reference to the corresponding exhibit to the Original Form 10-K).
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document (incorporated by reference to the corresponding exhibit to the Original Form 10-K).
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document (incorporated by reference to the corresponding exhibit to the Original Form 10-K).
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document (incorporated by reference to the corresponding exhibit to the Original Form 10-K).
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document (incorporated by reference to the corresponding exhibit to the Original Form 10-K).

\* This information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TERRAFORM POWER, INC.  
(Registrant)

Date: December 6, 2016

By: /s/ REBECCA J. CRANNA

Rebecca J. Cranna  
Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of TerraForm Power, Inc. (the "Company") on Form 10-K for the period ending December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Peter Blackmore, Chairman of the Board and Interim Chief Executive Officer of the Company, and Rebecca J. Cranna, Executive Vice President and Chief Financial Officer of the Company, certify, to the best of our knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1 The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2 The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 5, 2016

By: /s/ PETER BLACKMORE  
Name: **Peter Blackmore**  
Title: **Chairman of the Board and Interim Chief Executive Officer  
(Principal executive officer)**

Date: December 5, 2016

By: /s/ REBECCA J. CRANNA  
Name: **Rebecca J. Cranna**  
Title: **Executive Vice President and Chief Financial Officer  
(Principal financial officer and principal accounting officer)**