UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

TERRAFORM POWER, INC.

(Name of Issuer)

Common Stock, Class A, par value \$0.01 (Title of Class of Securities)

88104R100 (CUSIP Number)

Eric M. Albert BlueMountain Capital Management, LLC 280 Park Avenue, 12th Floor New York, New York 10017 212-905-5647

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

May 13, 2016
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of \$\$240.13d-1(e), 240.13d-1(g), 240.13d-1(g), check the following box. \boxtimes

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP	No.	881	04R100		13D/A	Page	2 0	f 21	Pages				
1			PORTING PE apital Manag										
2	CHECK (a) □ (b) ⊠	THE A	PPROPRIATI	E BOX IF A MEMBER	OF A GROUP:								
3	SEC USE	ONLY											
4	SOURCE OO	E OF FU	JNDS:										
5	CHECK	BOX IF	DISCLOSU	RE OF LEGAL PROCE	EDINGS IS REQUIRED PURSUANT	TO ITEM 2(d) or 2(e): o							
6	CITIZENSHIP OR PLACE OF ORGANIZATION:												
	Delaware, United States of America												
	MBER OF	7	SOLE VOT	TING POWER									
	FICIALLY NED BY	8	SHARED V 9,119,934	VOTING POWER									
REF	EACH	9	SOLE DISI	POSITIVE POWER									
	ERSON WITH	10	SHARED I 9,119,934	DISPOSITIVE POWER									
	AGGREO	GATE A	MOUNT BE	NEFICIALLY OWNED	BY EACH REPORTING PERSON								
11	9,119,934												
12	CHECK I □	BOX IF	THE AGGR	EGATE AMOUNT IN F	ROW (11) EXCLUDES CERTAIN SHA	RES							
13	PERCEN 9.9% (1)	T OF C	LASS REPR	ESENTED BY AMOUN	NT IN ROW (11)				_				
14	9.9% (1) TYPE OF REPORTING PERSON IA												

CUSIP	SIP No. 88104R100 13D/A Page 3 of 21 Pag											Pages		
1				ORTING PE P Holdings, I										
2	CHECH (a) □ (b) ⊠	K TH	E AP	PROPRIATI	E BOX IF A MEI	MBER C	F A GRO	OUP:						
3	SEC US	SE O	NLY											
4	SOURO OO	CE O	F FUI	NDS:										
5	CHECK	КВО	X IF	DISCLOSU	RE OF LEGAL F	ROCEE	DINGS IS	S REQUIRED	PURSUANT	TO ITEM 2(d) or 2(e): o)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:													
	Delawa	re, U	nited	States of An	nerica									
	MBER O	F	7	SOLE VOT	FING POWER									
	FICIALI NED BY		8	SHARED V 8,033,248	VOTING POWE	R								
REP	EACH PORTING	G	9	SOLE DIS	POSITIVE POW	ER								
	ERSON WITH		10	SHARED I 8,033,248	DISPOSITIVE PO	OWER								
11			ΓE AN	MOUNT BE	NEFICIALLY O	WNED I	BY EACH	I REPORTING	PERSON					
	8,033,248 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES													
12		(ВО	X IF T	THE AGGR	EGATE AMOUN	IT IN RO	OW (11) E	EXCLUDES CE	ERTAIN SHA	RES				
13	PERCE 8.8% (1		OF CL	LASS REPR	ESENTED BY A	MOUN	T IN ROW	V (11)						
14	8.8% (1) TYPE OF REPORTING PERSON OO													

CUSIP	No.	88	104R100		13D/A	Page	4	of 21	Pages				
1	_	_	EPORTING PI Credit Alterna	ERSONS: tives Master Fund L.P.									
2	CHECK (a) □ (b) ⊠	THE A	APPROPRIAT	E BOX IF A MEMBER OF A	A GROUP:								
3	SEC USI	E ONL	Y										
4	SOURCI WC	E OF F	UNDS:										
5	CHECK	BOX I	F DISCLOSU	RE OF LEGAL PROCEEDI	NGS IS REQUIRED PURSUAN	T TO ITEM 2(d) or 2(e): o							
6	CITIZENSHIP OR PLACE OF ORGANIZATION:												
	Cayman Islands												
	MBER OF	7	SOLE VO	FING POWER									
BENE	FICIALL NED BY	Y 8	SHARED 6,471,200	VOTING POWER									
REF	EACH PORTING	9	SOLE DIS	POSITIVE POWER									
	ERSON WITH	10	SHARED 1 6,471,200	DISPOSITIVE POWER									
	AGGRE	GATE	AMOUNT BE	NEFICIALLY OWNED BY	EACH REPORTING PERSON								
11	6,471,200												
12	CHECK :	BOX I	F THE AGGR	EGATE AMOUNT IN ROW	(11) EXCLUDES CERTAIN SF	IARES							
13	PERCEN 7.1% (1)	T OF	CLASS REPR	ESENTED BY AMOUNT IN	N ROW (11)		_						
14	7.1% (1) TYPE OF REPORTING PERSON PN												

CUSIP	No.		88104	4R100		13D/A	Page	5 of 21	Pages				
1				ORTING PE A Master Fui									
2	CHEC: (a) □ (b) ⊠	К ТН	IE AP	PROPRIATI	E BOX IF A MEMBER	OF A GROUP:							
3	SEC U	SE O	NLY										
4	SOUR OO	CE O	F FUI	NDS:									
5	CHEC	КВО	X IF	DISCLOSU	RE OF LEGAL PROCE	EEDINGS IS REQUIRED PURSUA	NT TO ITEM 2(d) or 2(e):	0					
6	CITIZENSHIP OR PLACE OF ORGANIZATION:												
	Cayman Islands												
	MBER C	F	7	SOLE VOT	TING POWER								
BENE	FICIAL NED B		8	SHARED V 6,471,200	OTING POWER								
REP	EACH PORTIN	G	9	SOLE DISI	POSITIVE POWER								
	ERSON WITH	•	10	SHARED I 6,471,200	DISPOSITIVE POWER	3							
	AGGR	EGA	TE AN	MOUNT BE	NEFICIALLY OWNER	D BY EACH REPORTING PERSON	V						
11	6,471,200												
12	CHECI	КВО	X IF 7	ΓHE AGGR	EGATE AMOUNT IN 1	ROW (11) EXCLUDES CERTAIN S	SHARES						
13	PERCE 7.1% (1		OF CI	ASS REPR	ESENTED BY AMOU	NT IN ROW (11)							
14	TYPE (OF R	EPOR	TING PERS	ON								

CUSIP	No.	881	04R100	13D/A		Page	6	of 21	Pages				
1			PORTING PE oinaven Maste										
2	CHECK (a) □ (b) ⊠	ТНЕ А	PPROPRIATI	BOX IF A MEMBER OF A GROUP:									
3	SEC USE	ONLY	7										
4	SOURCE WC	OF FU	JNDS:										
5	CHECK 1	BOX II	DISCLOSU	RE OF LEGAL PROCEEDINGS IS REQUIRE	D PURSUANT TO ITEM 2(d)	or 2(e): o							
6	CITIZENSHIP OR PLACE OF ORGANIZATION:												
	Cayman Islands												
	MBER OF	7	SOLE VOT	ING POWER									
BENE	FICIALLY NED BY	8	SHARED V 672,929	OTING POWER									
REP	EACH PORTING	9	SOLE DIS	OSITIVE POWER									
	ERSON WITH	10	SHARED I 672,929	DISPOSITIVE POWER									
	AGGREO	SATE A	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTIN	NG PERSON								
11	672,929												
12	CHECK I □	BOX IF	THE AGGR	EGATE AMOUNT IN ROW (11) EXCLUDES	CERTAIN SHARES								
13	PERCEN 0.7% (1)	T OF C	CLASS REPR	ESENTED BY AMOUNT IN ROW (11)			_						
14	TYPE OF PN	REPO	RTING PERS	ON									

CUSIP	No.	881	04R100		13D/A	Page	7 of	f 21	Pages				
1			PORTING PE oinaven GP, L										
2	CHECK (a) □ (b) ⊠	THE A	PPROPRIATI	BOX IF A MEMBER OF A	GROUP:								
3	SEC USE	ONLY	7										
4	SOURCE OO	E OF FU	JNDS:										
5	CHECK	BOX II	DISCLOSU	RE OF LEGAL PROCEEDIN	GS IS REQUIRED PURSUANT T	TO ITEM 2(d) or 2(e): o							
6	CITIZENSHIP OR PLACE OF ORGANIZATION:												
	Delaware, United States of America												
	MBER OF	7	SOLE VOT	ING POWER									
	FICIALLY NED BY	8	SHARED V 672,929	OTING POWER									
REP	EACH PORTING	9	SOLE DIS	POSITIVE POWER									
	ERSON WITH	10	SHARED I 672,929	DISPOSITIVE POWER									
	AGGRE	GATE A	MOUNT BE	NEFICIALLY OWNED BY E	EACH REPORTING PERSON								
11	672,929												
12		BOX IF	THE AGGR	EGATE AMOUNT IN ROW ((11) EXCLUDES CERTAIN SHAF	RES							
13	PERCEN 0.7% (1)	T OF C	CLASS REPR	ESENTED BY AMOUNT IN	ROW (11)				_				
14	TYPE OF	REPO	RTING PERS	ON									

CUSIP	No.		88104	4R100			13D/A		Page	8 of	21	Pages	
1				ORTING PE gan Opportu	RSONS: nities Master Fund I	۷.P.							
2	CHEC (a) □ (b) ⊠	K TH	IE AP	PROPRIATE	E BOX IF A MEMB	ER OF A G	ROUP:						
3	SEC U	SE O	NLY										
4	SOUR WC	CE O	F FUI	NDS:									
5	CHEC	к во	X IF	DISCLOSUI	RE OF LEGAL PRO	CEEDINGS	S IS REQUIRED PU	RSUANT TO ITEM 2(d)	or 2(e): o				
6	CITIZENSHIP OR PLACE OF ORGANIZATION:												
	Cayman Islands												
	MBER C	OF	7	SOLE VOT	TING POWER								
BENE	FICIAL NED B		8	SHARED V 450,721	VOTING POWER								
REP	EACH PORTIN		9	SOLE DISI	POSITIVE POWER								
	ERSON WITH	•	10	SHARED I 450,721	DISPOSITIVE POW	ER							
	AGGR	EGA	TE AN	MOUNT BE	NEFICIALLY OWN	NED BY EA	CH REPORTING PE	ERSON					
11	450,721												
12	CHECI	К ВО	X IF 7	ΓHE AGGRI	EGATE AMOUNT	IN ROW (11	I) EXCLUDES CERT	TAIN SHARES					
13	PERCI 0.5% (OF CI	ASS REPRI	ESENTED BY AMO	OUNT IN R	OW (11)					_	
14	TYPE (PN	OF R	EPOR	TING PERS	SON								

CUSIP No. 88104R100 13D/A									Page	9	of 21	Pages	
1	_	_		ORTING PE gan Opportu	RSONS: mities GP, LLC								
2	CHECK (a) □ (b) ⊠	THI	E AP	PROPRIATI	E BOX IF A MEM	IBER OF	A GROUP:						
3	SEC US	E OI	NLY										
4	SOURC OO	E OI	F FUI	NDS:									
5	CHECK	ВО	X IF	DISCLOSU	RE OF LEGAL P	ROCEEDI	INGS IS REQU	JIRED PURSUANT	TO ITEM 2(d)	or 2(e): o			
6	CITIZENSHIP OR PLACE OF ORGANIZATION:												
	Delawar	e, Ui	nited	States of An									
	MBER OF	3	7	SOLE VOT	ΓING POWER								
	FICIALL NED BY		8	SHARED V 450,721	VOTING POWER	L							
REF	EACH PORTING	}	9	SOLE DIS	POSITIVE POWE	ER							
	ERSON WITH		10	SHARED I 450,721	DISPOSITIVE PC	WER							
11	AGGRE	GAT	E AN	MOUNT BE	NEFICIALLY OV	VNED BY	EACH REPO	RTING PERSON					
	450,721												
12	CHECK □	ВОХ	X IF T	THE AGGR	EGATE AMOUN	T IN ROW	V (11) EXCLU	DES CERTAIN SHA	RES				
13	PERCEN 0.5% (1)		F CL	ASS REPR	ESENTED BY A	MOUNT I	N ROW (11)						
14	TYPE OF REPORTING PERSON OO												

CUSIP	IP No. 88104R100 13D/A Page 10 of 21 Pages												
1				ORTING PE adalupe Peal									
2	CHECI (a) □ (b) ⊠	КТН	E AP	PROPRIATI	E BOX IF A MI	EMBER (OF A GRO	OUP:					
3	SEC U	SE O	NLY										
4	SOUR WC	CE O	F FU	NDS:									
5	CHEC	КВО	X IF	DISCLOSU	RE OF LEGAL	PROCE	EDINGS I	IS REQUIREI	D PURSUANT	TO ITEM 2(d	l) or 2(e): o)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware, United States of America												
_	I	MBER OF 7 SOLE VOTING POWER											
	FICIAL NED BY		8	SHARED V 255,029	VOTING POW	ER							
REP	EACH ORTIN	G	9	SOLE DIS	POSITIVE POV	WER							
	ERSON WITH		10	SHARED I 255,029	DISPOSITIVE	POWER							
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 255,029												
12	CHECK	K BO	X IF	ΓHE AGGR	EGATE AMOU	JNT IN R	OW (11)	EXCLUDES (CERTAIN SHA	RES			
13	PERCE 0.3% (1		OF CI	LASS REPR	ESENTED BY	AMOUN	T IN ROV	W (11)					
14	TYPE (OF RI	EPOR	TING PERS	SON								

defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

CUSIP	No.		88104	4R100		1	13D/A		Page	11 of 21	Pages	
1				ORTING PE ng/Short Cre	RSONS: dit GP, LLC							
2	CHEC (a) □ (b) ⊠	К ТН	IE AP	PROPRIATE	E BOX IF A MEMBE	CR OF A GROU	JP:					
3	SEC U	SE O	NLY									
4	SOUR OO	CE O	F FUI	NDS:								
5	CHEC	K BC	X IF	DISCLOSUI	RE OF LEGAL PRO	CEEDINGS IS	REQUIRED PURSUA	NT TO ITEM 2(d)	or 2(e): o)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:											
	Delaware, United States of America											
	MBER C	IBER OF 7 SOLE VOTING POWER										
BENE	FICIAI NED B		8	SHARED V 255,029	VOTING POWER							
REP	EACH PORTIN		9	SOLE DISE	POSITIVE POWER							
	ERSON WITH		10	SHARED I 255,029	DISPOSITIVE POWE	ER						
	AGGR	EGA	TE AN	MOUNT BE	NEFICIALLY OWN	ED BY EACH I	REPORTING PERSON	1				
11	255,029											
12		К ВО	X IF T	ΓHE AGGRI	EGATE AMOUNT II	N ROW (11) EX	KCLUDES CERTAIN S	SHARES				
13	PERCI 0.3% (OF CI	ASS REPRI	ESENTED BY AMO	UNT IN ROW	(11)					
14	TYPE OO	OF R	EPOR	TING PERS	SON							

CUSIP	No.		8810	4R100			13D/	'A		Page	12 of 2	1 Pages
1		_		ORTING PE	RSONS: ster Fund SCA SIC	CAV-SIF	3					
2	CHECK (a) □ (b) ⊠	TH	E AP	PROPRIATE	E BOX IF A MEM	BER OF	F A GROUP:					
3	SEC US	E O	NLY									
4	SOURC WC	E O	F FU	NDS:								
5	CHECK	ВО	X IF	DISCLOSUI	RE OF LEGAL PR	OCEEL	DINGS IS REQ	QUIRED PURSUA	NT TO ITEM 2(d	d) or 2(e): c)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Luxembourg											
	IBER OF	7	7	SOLE VOT	TING POWER							
BENE	FICIALI NED BY		8	SHARED V 740,502	OTING POWER							
REP	EACH ORTING	j	9	SOLE DISI	POSITIVE POWE	R						
	ERSON VITH		10	SHARED I 740,502	DISPOSITIVE POV	WER						
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 740,502											
12	CHECK	BO	X IF	ΓHE AGGRI	EGATE AMOUNT	' IN RO	W (11) EXCLU	UDES CERTAIN S	HARES			
13	PERCEI 0.8% (1)		OF CI	ASS REPRI	ESENTED BY AM	1OUNT	IN ROW (11)					
14	TYPE O	F RI	EPOR	TING PERS	ON							

defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

CUSIP	IP No. 88104R100 13D/A Page 13 of 21 Pages											
1				ORTING PE								
2	CHECK (a) □ (b) ⊠	ТН	E AP	PROPRIATE	E BOX IF A MEME	BER OF A	A GROUP:					
3	SEC US	E O	NLY									
4	SOURC OO	E O	F FUI	NDS:								
5	CHECK	ВО	X IF	DISCLOSUI	RE OF LEGAL PR	OCEEDII	NGS IS REQUIRED	PURSUANT TO ITEM 2(d	l) or 2(e): o)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Luxembourg											
	IBER OI	F	7	SOLE VOT	TING POWER							
BENE	FICIALI NED BY		8	SHARED V 740,502	OTING POWER							
REP	EACH ORTING	3	9	SOLE DISI	POSITIVE POWER	₹						
	ERSON VITH		10	SHARED I 740,502	DISPOSITIVE POV	VER						
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 740,502											
12	CHECK	BO	X IF T	THE AGGRI	EGATE AMOUNT	IN ROW	7 (11) EXCLUDES CI	ERTAIN SHARES				
13	PERCE 0.8% (1)		OF CL	ASS REPRI	ESENTED BY AM	IOUNT II	N ROW (11)					
14	TYPE OF REPORTING PERSON											

defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

CUSIP No.			8810	4R100			13D/A		Page	1	4 of 21	Pages
1		NAMES OF REPORTING PERSONS: BlueMountain Kicking Horse Fund L.P.										
2	CHECI (a) □ (b) ⊠											
3	SEC U	SEC USE ONLY										
4	SOUR WC	CE O	F FU	NDS:								
5	CHEC	КВО	X IF	DISCLOSU	RE OF LEGAL P	ROCEEDIN	NGS IS REQUIR	ED PURSUANT TO	ITEM 2(d) or 2(e)	: 0		
6	CITIZE			R PLACE O	F ORGANIZATIO	ON:						
_	MBER OF HARES EFICIALLY /NED BY EACH PORTING		7	SOLE VOT	TING POWER							
BENE			8	SHARED V 183,369	VOTING POWEF	1						
REP			9	SOLE DISI	POSITIVE POWE	ER						
	ERSON WITH		10	SHARED I 183,369	DISPOSITIVE PC	WER						
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 183,369											
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □											
13	PERCE 0.2% (1		OF CI	ASS REPR	ESENTED BY A	MOUNT IN	N ROW (11)					
14	TYPE OF REPORTING PERSON											

defined herein) of the Issuer (as defined herein) outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

CUSIP No.			88104	4R100			13D/A		Page	15 of 21	Pages
1		NAMES OF REPORTING PERSONS: BlueMountain Kicking Horse Fund GP, LLC									
2	CHECK (a) □ (b) ⊠										
3	SEC US	SEC USE ONLY									
4	SOURC OO	CE OI	F FUI	NDS:							
5	CHECK	BO	X IF I	DISCLOSU	RE OF LEGAL PR	OCEEDINGS	IS REQUIRED PURS	SUANT TO ITEM 2(d)	or 2(e): o		
6					F ORGANIZATIO	N:					
_	Delaware, United States of America NUMBER OF SHARES 7 SOLE VOTING POWER										
	FICIALI NED BY		8	SHARED V 183,369	VOTING POWER						
REP	EACH PORTING	j.	9	SOLE DISI	POSITIVE POWEF	2					
	PERSON WITH 10 SHARED DISPOSITIVE POWER 183,369										
11	AGGRE 183,369		TE AN	MOUNT BE	NEFICIALLY OW	NED BY EAC	CH REPORTING PER	SON			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □										
13	PERCE 0.2% (1)		OF CL	ASS REPR	ESENTED BY AM	OUNT IN RC	DW (11)				
14	TYPE OF REPORTING PERSON										

CUSIP No.		88	104R100		13D/A	Page	16 of 21	Pages	
1	_	-	_						
2	CHECK (a) □ (b) ⊠	THE A	APPROPR	ATE BOX IF A MEMBER (OF A GROUP:				
3	NAMES OF REPORTING PERSONS: BlueMountain Timberline Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) □ (b) 図 SEC USE ONLY SOURCE OF FUNDS: WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): 0 CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands UMBER OF SHARES NEFICIALLY WINNED BY EACH LEPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 346,184 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 346,184 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 346,184 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)								
4	NAMES OF REPORTING PERSONS: BlueMountain Timberline Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) □ (b) ☑ SEC USE ONLY SOURCE OF FUNDS: WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): 0 CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands UMBER OF SHARES NEFICIALLY JANNED BY EACH REPORTING PERSON WITH 10 SHARED VOTING POWER SHARED VOTING POWER 346,184 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 346,184 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)								
5	CHECK I	BOX :	IF DISCLO	SURE OF LEGAL PROCE	EDINGS IS REQUIRED PURSUANT	Γ TO ITEM 2(d) or 2(e): o			
6				E OF ORGANIZATION:					
	_	7	SOLE	VOTING POWER					
BENE	FICIALLY	<i>[</i>	? I						
REP	ORTING	g	SOLE	DISPOSITIVE POWER					
		1	A 1 -						
11		GATE	AMOUN	BENEFICIALLY OWNED	BY EACH REPORTING PERSON				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □								
13	PERCEN 0.4% (1)	T OF	CLASS R	EPRESENTED BY AMOUN	VT IN ROW (11)				
14	TYPE OF	TYPE OF REPORTING PERSON							

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Pages

This Amendment No. 2 to Schedule 13D (this "Amendment") amends and supplements the Schedule 13D filed by the Reporting Persons with the United States Securities and Exchange Commission (the "SEC") on December 4, 2015, as amended by Amendment No. 1 to Schedule 13D filed with the SEC on May 12, 2016. The Schedule 13D, as amended by this Amendment, relates to the Common Stock, Class A, par value \$0.01 per share (the "Class A Common Stock"), of TerraForm Power, Inc., a Delaware corporation (the "Issuer"). Except as specifically provided herein, this Amendment does not modify or amend any of the information previously reported in the Schedule 13D. Any capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D. The Reporting Persons are filing this Amendment (a) to report a decrease in their beneficial ownership of the Class A Common Stock and (b) to report a change to Item 4. The Reporting Persons previously filed on Schedule 13D with respect to the securities reported herein, but now will file on Schedule 13G because the Reporting Persons now hold the securities reported herein for investment in the ordinary course of business and not with the purpose nor with the effect of changing or influencing the control of the Issuer, nor in connection with, or as a participant in, any transaction having such purpose of effect.

ITEM 4. Purpose of the Transaction.

Item 4 of the Schedule 13D is hereby amended by deleting it in its entirety and substituting the following in lieu thereof:

The Reporting Persons hold the securities reported herein for investment in the ordinary course of business and not with the purpose nor with the effect of changing or influencing the control of the Issuer, nor in connection with, or as a participant in, any transaction having such purpose of effect. The Reporting Persons reserve the right (a) to acquire, or cause to be acquired, additional securities of the Issuer, (b) to dispose of, or cause to be disposed of, such securities at any time, or (c) to formulate other purposes, plans or proposals regarding the Issuer or any of its securities, to the extent deemed advisable in light of general investment and trading policies of the Reporting Persons, market conditions and/or other factors.

ITEM 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended by deleting it in its entirety and substituting the following in lieu thereof:

(a) and (b) All percentages set forth in this Schedule 13D are based on a total of 91,280,208 shares of Class A Common Stock of the Issuer outstanding as of April 21, 2016, based on information provided by the Issuer on May 6, 2016.

The 9,119,934 shares of Class A Common Stock beneficially owned, in the aggregate, by the BlueMountain Funds as of May 16, 2016, represent approximately 9.9% of the issued and outstanding shares of Class A Common Stock of the Issuer, with such percentage calculated in accordance with Rule 13d-3 under the Act. A further detailed breakdown of the Reporting Persons' beneficial ownership of Class A Common Stock is set forth below.

If the Reporting Persons are deemed to be members of a "group," within the meaning of the Act, such "group" shall be deemed to beneficially own 9,119,934 shares of Class A Common Stock, which represents approximately 9.9% of the Issuer's outstanding Class A Common Stock.

A. Investment Manager

(a) Amount beneficially owned: 9,119,934

Percent of class: 9.9%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 9,119,934
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 9,119,934

B. Ultimate General Partner

(a) Amount beneficially owned: 8,033,248

Percent of class: 8.8%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 8,033,248
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 8,033,248

C. Credit Alternatives

(a) Amount beneficially owned: 6,471,200

Percent of class: 7.1%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 6,471,200
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 6,471,200

D. Credit Alternatives GP

(a) Amount beneficially owned: 6,471,200

Percent of class: 7.1%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 6,471,200
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 6,471,200

E. Foinaven

(a) Amount beneficially owned: 672,929

Percent of class: 0.7%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: $\boldsymbol{0}$
 - (ii) Shared power to vote or to direct the vote: 672,929
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 672,929

F. Foinaven GP

(a) Amount beneficially owned: 672,929

Percent of class: 0.7%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 672,929
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 672,929

G. Logan

(a) Amount beneficially owned: 450,721

Percent of class: 0.5%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 450,721
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 450,721

H. Logan GP

(a) Amount beneficially owned: 450,721

Percent of class: 0.5%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 450,721
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 450,721

I. Guadalupe

(a) Amount beneficially owned: 255,029

Percent of class: 0.3%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: $\boldsymbol{0}$
 - (ii) Shared power to vote or to direct the vote: 255,029
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 255,029

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J. Guadalupe GP

(a) Amount beneficially owned: 255,029

Percent of class: 0.3%

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 255,029
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 255,029

K. Montenvers

(a) Amount beneficially owned: 740,502

Percent of class: 0.8%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 740,502
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 740,502

L. Montenvers GP

(a) Amount beneficially owned: 740,502

Percent of class: 0.8%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 740,502
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 740,502

M. Kicking Horse

(a) Amount beneficially owned: 183,369

Percent of class: 0.2%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: $\boldsymbol{0}$
 - (ii) Shared power to vote or to direct the vote: 183,369
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 183,369

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N. Kicking Horse GP

(a) Amount beneficially owned: 183,369

Percent of class: 0.2%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 183,369

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 183,369

O. Timberline

(a) Amount beneficially owned: 346,184

Percent of class: 0.4%

- (b) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: $\boldsymbol{0}$
 - (ii) Shared power to vote or to direct the vote: 346,184
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 346,184

The Investment Manager, each Direct General Partner, and the Ultimate General Partner each expressly declare that this filing shall not be construed as an admission that each is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing. Each of the BlueMountain Funds expressly declares that this filing shall not be construed as an admission that it is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities owned by any other BlueMountain Fund covered by this filing. None of the Reporting Persons beneficially own any shares of Class A Common Stock of the Issuer other than as set forth in this Schedule 13D.

- (c) Information concerning transactions in the Class A Common Stock effected by the Reporting Persons during the past sixty (60) days is set forth on Schedule 1 hereto and is incorporated herein by reference. All of such transactions were effected in the open market.
 - (d) None.
 - (e) Not applicable.

ITEM 7. Materials to be Filed as Exhibits.

Schedule 1 Transactions of the Reporting Persons Effected During the Past 60 Days

SIGNATURES

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

Dated: May 16, 2016

BLUEMOUNTAIN CAPITAL MANAGEMENT, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

BLUE MOUNTAIN CREDIT ALTERNATIVES MASTER FUND L.P.

By: BLUE MOUNTAIN CA MASTER FUND GP, LTD.

By: /s/ ANDREW FELDSTEIN

Name: ANDREW FELDSTEIN, Director

BLUE MOUNTAIN CA MASTER FUND GP, LTD.

By: /s/ ANDREW FELDSTEIN

Name: ANDREW FELDSTEIN, Director

BLUEMOUNTAIN FOINAVEN MASTER FUND L.P.

By: BLUEMOUNTAIN FOINAVEN GP, LLC By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

BLUEMOUNTAIN FOINAVEN GP, LLC

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

BLUEMOUNTAIN LOGAN OPPORTUNITIES MASTER FUND L.P.

By: BLUEMOUNTAIN LOGAN OPPORTUNITIES GP, LLC

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

BLUEMOUNTAIN LOGAN OPPORTUNITIES GP, LLC

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

BLUEMOUNTAIN GUADALUPE PEAK FUND L.P.

By: BLUEMOUNTAIN LONG/SHORT CREDIT GP, LLC

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

BLUEMOUNTAIN LONG/SHORT CREDIT GP, LLC

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

BLUEMOUNTAIN MONTENVERS MASTER FUND SCA SICAV-SIF

By: BLUEMOUNTAIN MONTENVERS GP S.à r.l.

By: /s/ PAUL FRIEDMAN

Name: PAUL FRIEDMAN, Authorized Person

BLUEMOUNTAIN MONTENVERS GP S.à r.l.

By: /s/ PAUL FRIEDMAN

Name: PAUL FRIEDMAN, Authorized Person

BLUEMOUNTAIN KICKING HORSE FUND L.P.

By: BLUEMOUNTAIN KICKING HORSE FUND GP, LLC

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

BLUEMOUNTAIN KICKING HORSE FUND GP, LLC

By: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: ERIC M. ALBERT, Chief Compliance Officer

BLUEMOUNTAIN TIMBERLINE LTD.

By: /s/ ANDREW FELDSTEIN
Name: Andrew Feldstein, Director

SCHEDULE 1 SALES

Fund	Trade Date	Transaction	Number of Shares	Price Per Share	Total Sale
Blue Mountain Credit Alternatives Master Fund L.P.	May 13, 2016	Sale	35,479	\$ 8.7819	\$ 311,573.03
BlueMountain Foinaven Master Fund L.P.	May 13, 2016	Sale	3,689	\$ 8.7819	\$ 32,396.43
BlueMountain Logan Opportunities Master Fund L.P.	May 13, 2016	Sale	2,471	\$ 8.7819	\$ 21,700.08
BlueMountain Guadalupe Peak Fund L.P.	May 13, 2016	Sale	1,398	\$ 8.7819	\$ 12,277.10
BlueMountain Montenvers Master Fund SCA SICAV-					
SIF	May 13, 2016	Sale	4,060	\$ 8.7819	\$ 35,654.51
BlueMountain Kicking Horse Fund L.P.	May 13, 2016	Sale	1,005	\$ 8.7819	\$ 8,825.81
BlueMountain Timberline Ltd.	May 13, 2016	Sale	1,898	\$ 8.7819	\$ 16,668.05