

January 6, 2015

**VIA EDGAR**

Mara L. Ransom  
Assistant Director  
United States Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549

Re: TerraForm Power, Inc.  
Registration Statement on Form S-1  
Filed January 8, 2015 as amended  
File No. 333-200829

Dear Ms. Ransom:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, TerraForm Power, Inc. (the "Registrant") hereby requests acceleration of effectiveness of the above referenced Registration Statement so that it will become effective at 4:30 p.m. EST on Thursday, January 8, 2015, or as soon as thereafter practicable.

Please note that the Registrant acknowledges the following:

- should the Securities and Exchange Commission (the "Commission") or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the Registrant from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the Registrant may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Very truly yours,

**/s/ Carlos Domenech Zornoza**  
Carlos Domenech Zornoza  
Chief Executive Officer

cc: Skadden, Arps, Slate, Meagher & Flom LLP