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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 14)*

TerraForm Power, Inc.

(Name of Issuer)

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

88104R209
(CUSIP Number)

A.J. Silber
Brookfield Asset Management Inc.
Brookfield Place
181 Bay Street, Suite 300
Toronto, Ontario M5J 2T3
(416) 363-9491

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

May 28, 2018
(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(f) or 240.13d-1(g), check the following box.

*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.

1	NAMES OF REPORTING PERSONS BROOKFIELD ASSET MANAGEMENT INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION ONTARIO	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 75,594,459
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 75,594,459
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 75,594,459	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 51.05% ⁽¹⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(1) Percentage ownership is based on an aggregate number of Class A Shares of 148,086,027 outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018.

1	NAMES OF REPORTING PERSONS PARTNERS LIMITED	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION ONTARIO	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 75,594,459
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 75,594,459
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 75,594,459	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 51.05% ⁽²⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(2) Percentage ownership is based on an aggregate number of Class A Shares of 148,086,027 outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018.

1	NAMES OF REPORTING PERSONS BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER (CANADA), L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION ONTARIO	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 75,594,459
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 75,594,459	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 51.05% ⁽³⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

(3) Percentage ownership is based on an aggregate number of Class A Shares of 148,086,027 outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018.

1	NAMES OF REPORTING PERSONS BROOKFIELD INFRASTRUCTURE FUND III GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 75,594,459
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 75,594,459
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 75,594,459	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 51.05% ⁽⁴⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(4) Percentage ownership is based on an aggregate number of Class A Shares of 148,086,027 outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018.

1	NAMES OF REPORTING PERSONS ORION US GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 75,594,459	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 51.05% ⁽⁵⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(5) Percentage ownership is based on an aggregate number of Class A Shares of 148,086,027 outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018.

1	NAMES OF REPORTING PERSONS ORION US HOLDINGS 1 L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) BK	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 75,594,459 ⁽⁶⁾
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 75,594,459 ⁽⁶⁾
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 75,594,459 ⁽⁶⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 51.05% ⁽⁷⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

(6) Orion US LP disclaims beneficial ownership of any Class A Shares, including any Class A Shares that may be deemed to be beneficially owned by any other Reporting Person.

(7) Percentage ownership is based on an aggregate number of Class A Shares of 148,086,027 outstanding as of April 30, 2018, based on information disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed May 21, 2018.

This Amendment No. 14 (this "Amendment No. 14") to Schedule 13D is being filed by Orion US Holdings 1 L.P., Orion US GP LLC, Brookfield Infrastructure Fund III GP LLC, Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P., Brookfield Asset Management Inc. and Partners Limited to amend the Schedule 13D filed on June 29, 2016 (the "Original Schedule 13D"), as amended by Amendment No. 1 to the Original Schedule 13D, filed on July 22, 2016, Amendment No. 2 to the Original Schedule 13D, filed on October 19, 2016, Amendment No. 3 to the Original Schedule 13D, filed on November 10, 2016, Amendment No. 4 to the Original Schedule 13D, filed on November 18, 2016, Amendment No. 5 to the Original Schedule 13D, filed on December 5, 2016, Amendment No. 6 to the Original Schedule 13D, filed on January 10, 2017, Amendment No. 7 to the Original Schedule 13D, filed on January 23, 2017, Amendment No. 8 to the Original Schedule 13D, filed on February 21, 2017, Amendment No. 9 to the Original Schedule 13D, filed on March 8, 2017, Amendment No. 10 to the Original Schedule 13D, filed on May 17, 2017, Amendment No. 11 to the Original Schedule 13D, filed on October 17, 2017, Amendment No. 12 to the Original Schedule 13D, filed on October 18, 2017 and Amendment No. 13 to the Original Schedule 13D, filed on February 7, 2018 (as so amended, the "Amended Schedule 13D"), with respect to beneficial ownership of the shares of Class A common stock, \$0.01 par value per share, of TerraForm Power, Inc., a corporation organized under the laws of the state of Delaware.

This Amendment No. 14 hereby amends Items 4, 6 and 7 of the Amended Schedule 13D as follows:

Item 4. Purpose of Transaction.

Item 4 of the Amended Schedule 13D is hereby amended by adding the following:

On May 28, 2018, Brookfield Asset Management Inc. and the Issuer entered into an amendment (the "Support Agreement Amendment") to the Support Agreement dated February 6, 2018 (the "Support Agreement"). Pursuant to the Support Agreement Amendment, the amount of the Equity Offering covered by the Back-Stop (each as defined in the Support Agreement) increased from up to approximately \$400 million to up to approximately \$650 million.

The foregoing description of the Support Agreement Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Support Agreement Amendment, which is attached hereto as Exhibit 99.15 and incorporated herein by reference.

Except as described in this Amendment No. 14 and the Amended Schedule 13D, the Reporting Persons have no plans or proposals which relate to, or would result in, any of the matters described in subsections (a) through (j) of Item 4 of Schedule 13D (although the Reporting Persons reserve the right to develop such plans or proposals, subject to compliance with applicable laws).

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Amended Schedule 13D is hereby amended by adding the following:

The information set forth in Item 4 of this Amendment No. 14 is incorporated by reference into Item 6 of the Amended Schedule 13D.

Except as described in this Amendment No. 14 and the Amended Schedule 13D, the Reporting Persons are not currently parties to any other contracts, arrangements, understandings or relationships (legal or otherwise) with respect to any securities of the Issuer.

Item 7. Materials to Be Filed as Exhibits.

99.15 Support Agreement Amendment, dated as of May 28, 2018, by and between Brookfield Asset Management Inc. and TerraForm Power, Inc.

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.

May 29, 2018

ORION US HOLDINGS 1 L.P.

by its general partner

ORION US GP LLC

By: /s/ Fred Day

Name: Fred Day

Title: Vice President

ORION US GP LLC

By: /s/ Fred Day

Name: Fred Day

Title: Vice President

BROOKFIELD INFRASTRUCTURE FUND III GP LLC

By: /s/ Fred Day

Name: Fred Day

Title: Vice President

BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER (CANADA), L.P.,

by its general partner,

BROOKFIELD PRIVATE FUNDS HOLDINGS INC.

By: /s/ James Rickert

Name: James Rickert

Title: Senior Vice President

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ A.J. Silber

Name: A.J. Silber

Title: Vice-President, Legal Affairs

PARTNERS LIMITED

By: /s/ Brian D. Lawson

Name: Brian D. Lawson

Title: President

SUPPORT AGREEMENT AMENDMENT

THIS AMENDMENT AGREEMENT is made as of the 28th day of May, 2018,

B E T W E E N:

BROOKFIELD ASSET MANAGEMENT INC., a corporation incorporated under the laws of the Province of Ontario

(“*Brookfield*”)

- and -

TERRAFORM POWER, INC., a corporation incorporated under the laws of the State of Delaware

(“*TerraForm*”)

RECITALS:

Brookfield and TerraForm entered into a Support Agreement dated February 6, 2018 (the “*Support Agreement*”).

The parties wish to amend the Support Agreement to reflect an increase in the maximum amount of the back-stop.

NOW THEREFORE in consideration of the mutual covenants contained in this Amendment Agreement and other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), the parties hereto agree as follows:

1. Amendment

The Support Agreement is hereby amended by increasing the amount of the “Equity Offering” (as defined in the recitals to the Support Agreement) from “up to approximately \$400 million” to “up to \$650 million”.

Except as amended hereby, the terms of the Support Agreement remain in full force and effect. TerraForm acknowledges and agrees that the Conflicts Committee of the TerraForm Board of Directors has agreed to and approved this Amendment Agreement.

2. **Further Assurances**

Each of the parties hereto shall promptly do, make, execute or deliver, or cause to be done, made, executed or delivered, all such further acts, documents and things as the other party hereto may reasonably require from time to time for the purpose of giving effect to this Amendment Agreement and shall use its best efforts and take all such steps as may be reasonably within its power to implement to their full extent the provisions of this Amendment Agreement.

3. **Governing Law**

This Amendment Agreement shall be governed by and construed in accordance with the laws of the State of New York.

4. **Counterparts**

This Amendment Agreement may be executed in one or more counterparts, and by different parties hereto on separate counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Execution and delivery of this Amendment Agreement may be made and evidenced by facsimile transmission or other means of electronic communication.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF the parties hereto have executed this Amendment Agreement as of the date first written above.

BROOKFIELD ASSET MANAGEMENT INC.

by: /s/ Sachin Shah
Name: Sachin Shah
Title: Senior Managing Partner

TERRAFORM POWER, INC.

by: /s/ Andrea Rocheleau
Name: Andrea Rocheleau
Title: General Counsel