

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BROOKFIELD ASSET MANAGEMENT INC.</u>  (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 <u>TerraForm Power, Inc. [ TERP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Class A, \$0.01 par value	07/31/2020		p <sup>(3)(4)</sup>		86,235,614 <sup>(3)(4)</sup>	A	<sup>(3)(4)</sup>	0 <sup>(3)(4)</sup>	I <sup>(2)(3)(4)</sup>	See footnotes. <sup>(1)</sup> (2)(3)(4)

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

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)

1. Name and Address of Reporting Person\*  
Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP  
 (Last) (First) (Middle)  
 BROOKFIELD PLACE  
 181 BAY STREET, SUITE 300  
 (Street)  
 TORONTO A6 M5J 2T3  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Partners Ltd

(Last)	(First)	(Middle)
BROOKFIELD PLACE		
181 BAY STREET, SUITE 300		
<hr/>		
(Street)		
TORONTO	A6	M5J 2T3
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[ORION US GP LLC](#)

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(Last)	(First)	(Middle)
BROOKFIELD PLACE		
181 BAY STREET, SUITE 300		
<hr/>		
(Street)		
TORONTO	A6	M5J 2T3
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[ORION US HOLDINGS 1 L.P.](#)

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(Last)	(First)	(Middle)
BROOKFIELD PLACE		
181 BAY STREET, SUITE 300		
<hr/>		
(Street)		
TORONTO	A6	M5J 2T3
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Brookfield Infrastructure Fund III GP LLC](#)

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(Last)	(First)	(Middle)
BROOKFIELD PLACE		
181 BAY STREET, SUITE 300		
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(Street)		
TORONTO	A6	M5J 2T3
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Brookfield BRP Holdings \(Canada\) Inc.](#)

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(Last)	(First)	(Middle)
BROOKFIELD PLACE		
181 BAY STREET, SUITE 300		
<hr/>		
(Street)		
TORONTO	A6	M5J 2T3
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[BBHC Orion Holdco L.P.](#)

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(Last)	(First)	(Middle)
BROOKFIELD PLACE		
181 BAY STREET, SUITE 300		
<hr/>		
(Street)		
TORONTO	A6	M5J2T3
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**  
1. 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. ("Orion LP"); (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 BRP Holdings (Canada) Inc.; (vi) BBHC Orion Holdco L.P. ("BBHC LP"); (vii) Brookfield Asset Management Inc.; and (viii) 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. On July 31, 2020, pursuant to the Agreement and Plan of Reorganization, dated as of March 16, 2020 (the "Reorganization Agreement"), among Brookfield Renewable Partners L.P., an exempted limited partnership formed under the laws of Bermuda and an affiliate of the Reporting Persons ("BEP"), Brookfield Renewable Corporation, a corporation incorporated under the laws of British Columbia and an indirect subsidiary of BEP ("BEPC"), 2252876 Alberta ULC, an unlimited liability corporation incorporated under the laws of Alberta and a wholly owned direct subsidiary of BEP ("Acquisition Sub"), TerraForm Power, Inc., a Delaware corporation (the "Issuer"), and TerraForm Power NY Holdings, Inc., a newly formed New York corporation and a wholly owned direct subsidiary of the Issuer ("Holdings"), all of the shares of class A common stock of the Issuer ("Class A Shares") were canceled in a merger of the Issuer into Holdings, with Holdings as the surviving corporation (the "Reincorporation Merger").

4. Upon the completion of the Reincorporation Merger and the other transactions contemplated by the Reorganization Agreement, each Class A Share not held by Orion LP or BBHC LP was exchanged for the right to receive consideration consisting, at the election of the holder of such Class A Share, 0.47625 of a class A exchangeable subordinate voting share of BEPC ("BEPC Exchangeable Shares") or 0.47625 of a non-voting limited partnership unit of BEP ("BEP LP Units"). On July 30, 2020, the last trading day for the Class A Shares, the closing price of Class A Shares on NASDAQ was \$19.35 per share, the closing price of BEPC Exchangeable Shares on NYSE was \$40.72 per share and the closing price of BEP LP Units on NYSE was \$40.38 per unit.

[/s/ Jessica Diab for Brookfield  
Asset Management Inc.](#) 07/31/2020

[/s/ James Rickert for  
Brookfield Asset Management  
Private Institutional Capital  
Adviser \(Canada\), L.P. by its  
general partner Brookfield  
Private Funds Holdings Inc.](#) 07/31/2020

[/s/ Brian Lawson for Partners  
Limited](#) 07/31/2020

[/s/ Adrienne Moore for Orion  
US GP LLC](#) 07/31/2020

[/s/ Adrienne Moore for Orion  
US Holdings 1 L.P. by its  
general partner Orion US GP  
LLC](#) 07/31/2020

[/s/ Fred Day for Brookfield  
Infrastructure Fund III GP  
LLC](#) 07/31/2020

[/s/ Jennifer Mazin for  
Brookfield BRP Holdings  
\(Canada\) Inc.](#) 07/31/2020

[/s/ Adrienne Moore for BBHC  
Orion Holdco L.P. by its  
general partner Orion  
Canadian AIV GP Inc.](#) 07/31/2020

\*\* Signature of Reporting Person      Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**