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-l(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

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 6, 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).

CUSI	P No.	88104	R100		13D/A	Page	2 of	21 Pages
1	BlueMountain	Capital	TING PERSONS: l Management, LLC					
2	CHECK THE A (a) □ (b) ⊠	APPRC	OPRIATE BOX IF A M	TEMBER OF A C	GROUP:			
3	SEC USE ONL	Y						
4	SOURCE OF F	FUNDS	3:					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO 5 ITEM 2(d) or 2(e): o							
6	CITIZENSHIP Delaware, Unit		LACE OF ORGANIZATES of America	ATION:				
NII	JMBER OF	7	SOLE VOTING PO	WER				
BEN	SHARES IEFICIALLY WNED BY	8	SHARED VOTING 9,169,934	POWER				
EACH	I REPORTING PERSON	9	SOLE DISPOSITIV					
	WITH		SHARED DISPOSIT 9,169,934	ΓIVE POWER				
11	9,169,934	AMOU	JNT BENEFICIALLY	OWNED BY EA	ACH REPORTING PERSO	ON		
12	CHECK BOX I	F THE	AGGREGATE AMO	UNT IN ROW (1	11) EXCLUDES CERTAIN	N SHARES		

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

14

10.0% (1)

CUSII	P No.	88104	R100			13D/A		Page	3 of	21 Pages			
1	NAMES OF R	GP Ho	ldings, LLC										
2	CHECK THE . (a) □ (b) ⊠	APPRO	PRIATE BO	X IF A MEM	IBER OI	F A GROUP:							
3	SEC USE ONLY												
4	SOURCE OF I												
5	TEM 2(d) or 2(e): o												
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware, United States of America												
NII	MBER OF	7	SOLE VOT	TING POWEI	R								
BEN	SHARES EFICIALLY	8	SHARED V 8,077,290	VOTING POV	WER								
EACH	OWNED BY EACH REPORTING PERSON WITH		SOLE DISI	POSITIVE PO	OWER								
			SHARED I 8,077,290	DISPOSITIVI	E POWE	ER							
11	8,077,290						PORTING PERSON						
12	CHECK BOX	IF THE	AGGREGA	TE AMOUN	T IN RO	OW (11) EXCL	UDES CERTAIN SHA	ARES					

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

14

8.8% (1)

CUSI	P No.	88104	R100				13D/A			Page		4	of	21 Pages
1	NAMES OF R				und L.P.									
2	CHECK THE (a) □ (b) ⊠	APPRC	PRIATE BO	OX IF A MI	EMBER	OF A GF	ROUP:							
3	SEC USE ONI	Y												
4	SOURCE OF FUNDS: WC													
5	CHECK BOX I		CLOSURE C	OF LEGAL	PROCE!	EDINGS	IS REQUIR	ED PURSU <i>l</i>	ANT TO					
6	CITIZENSHIF Cayman Island		LACE OF O	RGANIZA	TION:									
NI	JMBER OF	7	SOLE VO	TING POW	VER									
BEN	SHARES IEFICIALLY WNED BY	8	6,506,679											
EACH	I REPORTING PERSON	9	SOLE DIS	SPOSITIVE	E POWEF	R								
	WITH	10	SHARED 6,506,679	DISPOSIT	IVE POV	WER								
	AGGREGATE	AMOU			OWNED	BY EAC	CH REPORT	ING PERSO	N					

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11

12

13

14

7.1% (1)

PN

CUSI	P No.	88104	R100]			13D	D/A			Page		5	of	21	Pages
	NAMES OF R	EPORT	ING PERS	SONS:												
1	TVIIVIES OF TO		iivo i Lito	30113.												
	Blue Mountain	CA Ma	aster Fund (GP, Ltd.												
	CHECK THE	APPRC	PRIATE B	BOX IF A M	MEMBEI	R OF A	GROUI	P:								
2	(a) 🗆															
_	(b) ⊠															
	CEC LICE ON	X 7														
3	SEC USE ONL	Y														
3																
	SOURCE OF I	UNDS	S:													
4																
	00															
_	CHECK BOX I	F DISC	CLOSURE	OF LEGA	L PROC	EEDIN	GS IS R	EQUIRED	PURSUA	NTTO						
_	5 ITEM 2(d) or 2(e): o															
	CITIZENSHIP		LACE OF C	ORGANIZA	ATION:											
6																
	Cayman Island	S	_													
		7	SOLE VO	OTING PO	WER											
NU	MBER OF		CHADED	OVOTING	DOWER)										
	SHARES	8	SHARED VOTING POWER													
	IEFICIALLY	Ü	6,506,679	9												
	WNED BY I REPORTING	9	SOLE DI	ISPOSITIV	E POWI	ER										
	PERSON	3														
	WITH	4.0	SHARED	DISPOSI	TIVE PC	OWER										
		10	6,506,679	0												
	AGGREGATE	AMOI			Y OWNE	DBVI	FACH R	FPORTING	G PERSON	N.						
11	ridditEditiE	7111100	JIVI BEIVE	LI IOI/ILLI	OWNE	. БВТ 1	ZI ICII IC	CEI OICIII (G I LIGOI	`						
	6,506,679															
	CHECK BOX	F THE	AGGREG	GATE AMO	DUNT IN	ROW	(11) EX	CLUDES C	CERTAIN S	SHARES						
12																
	DERCENT OF	CLAS	S DEDDESI	ENTED BY	V AMOI	INT IN	ROW C	11)								
	PERCENT OF	CLAS	S REPRESI	SENTED BY	y amou	JNT IN	ROW (11)								

13

14

7.1% (1)

CO

CUSIP No.	88104R100	13D/A	Page	6	of	21	Page

1			RTING PERSONS:							
2			OPRIATE BOX IF A MEMBER OF A GROUP:							
3	SEC LISE ONLY									
4	SOURCE C	F FUND	'S:							
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): Tem 2(d) or 2(e):									
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands									
		7	SOLE VOTING POWER							
SH BENE	BER OF ARES FICIALLY NED BY	8	SHARED VOTING POWER 676,618							
E REP	ACH ORTING	9	SOLE DISPOSITIVE POWER							
	PERSON WITH SHARED DISPOSITIVE POWER 676.618		SHARED DISPOSITIVE POWER 676,618							
11	AGGREGA	TE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
12	СНЕСК ВО	X IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES							
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.7% (1)									
14	0.7% (1) TYPE OF REPORTING PERSON PN									

CUSIP	No.	88104	R100		131	D/A		Page	7	of	21 Pages
1			RTING PERSONS:								
2	CHECK TH (a) □ (b) x	IE APPR	OPRIATE BOX IF	A MEMBER	R OF A GRO	OUP:					
3	SEC USE C	NLY									
4	SOURCE C	F FUND	OS:								
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): □										
6			PLACE OF ORGAN	IIZATION:							
		7	SOLE VOTING P	OWER							
SH BENE	NUMBER OF SHARES BENEFICIALLY OWNED BY		SHARED VOTIN 676,618	G POWER							
REP	ACH ORTING	9	SOLE DISPOSITI	VE POWER	₹						
PERSON WITH		10	SHARED DISPOS 676,618	SITIVE POW	VER						
11	AGGREGA	TE AMC	DUNT BENEFICIAI	LLY OWNE	D BY EACH	HREPORTING PERSO	ON				

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12

13

14

0.7% (1)

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CUSIP	No.	88104F	R100	13	BD/A	Page	8	of	21	Pages			
1	NAMES O			SONS: ties Master Fund L.P.									
2	CHECK TH (a) □ (b) x												
3	SEC USE ONLY												
4	SOURCE C	SOURCE OF FUNDS: WC											
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO											
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands												
		7	SOLE VO	TING POWER									

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING PERSON

WITH

453,192

0.5% (1)

PN

11

12

13

14

8

9

10

TYPE OF REPORTING PERSON

453,192

453,192

SHARED VOTING POWER

SOLE DISPOSITIVE POWER

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

SHARED DISPOSITIVE POWER

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(1)	The percentage set forth in Row 13 of this Amendment No. 1 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (a
	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	P NO. 88104R100 13D/A	Page	9	OI	21 Pages
1	NAMES OF REPORTING PERSONS:				
1	BlueMountain Logan Opportunities GP, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) \square (b) x				
3	SEC USE ONLY				
4	SOURCE OF FUNDS: OO				

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5

6

12

13

14

0.5% (1)

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TYPE OF REPORTING PERSON

ITEM 2(d) or 2(e): \Box

Delaware, United States of America

CITIZENSHIP OR PLACE OF ORGANIZATION:

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

	NUMBER OF		SOLE VOTING POWER						
SH	ARES	8	SHARED VOTING POWER						
	BENEFICIALLY OWNED BY		453,192						
EACH REPORTING PERSON WITH		9	SOLE DISPOSITIVE POWER						
		10	SHARED DISPOSITIVE POWER 453,192						
		GREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	453,192	3,192							
	СНЕСК ВО	CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES							

⁽¹⁾ The percentage set forth in Row 13 of this Amendment No. 1 to Schedule 13D is based on a total of 91,280,208 shares of Class A Common Stock (as 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	R100]		13D/A		Page	10	of	21	Pages
1	NAMES O											
2	CHECK TH (a) □ (b) ⊠	IE APPR	OPRIATE :	BOX IF A MEM	MBER OF A	A GROUP:						
3	SEC USE O	NLY										
4	SOURCE C	F FUND	S:									
5		ECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO M 2(d) or 2(e): □										
6	CITIZENSI Delaware, U			ORGANIZATIO	ON:							
		7	SOLE VO	OTING POWER								
SH BENE	IBER OF IARES FICIALLY NED BY	8	SHARED 256,427	O VOTING POW	ÆR							
E REP	ACH ORTING	9	SOLE DI	ISPOSITIVE PO	WER							
	PERSON WITH		SHARED 256,427	D DISPOSITIVE	POWER							
11	AGGREGA	TE AMO	UNT BEN	NEFICIALLY OV	WNED BY	EACH REPOR	ΓING PERSON					

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12

13

14

0.3% (1)

PN

CUSIP	No.	88104	R100	13D/A	Page	11	of	21	Pages				
	NAMES OF F	EDODT	INC DEDC	ONC									
1	NAMES OF R	EPORI	ING PERS	OIN5:									
1	BlueMountain	Long/Sl	hort Credit	GP. LLC									
		- 0 -											
		APPRO	PRIATE B	OX IF A MEMBER OF A GROUP:									
2	(a) 🗆												
	(b) ⊠												
3	SEC USE ONLY												
	SOURCE OF FUNDS:												
4													
	00												
_	CHECK BOX	IF DISC	CLOSURE	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO									
5	ITEM 2(d) or 7)(a): a											
	TEM 2(d) or 2(e): o CITIZENSHIP OR PLACE OF ORGANIZATION:												
6	011122110111	01111											
	Delaware, Uni	ted State											
		7	SOLE VC	TING POWER									
	MBER OF		CHADED	MOTING DOMED									
	SHARES EFICIALLY	8	SHAKED	VOTING POWER									
	VNED BY	"	256,427										
	EACH	9		SPOSITIVE POWER									
	PORTING	9											
J	PERSON WITH	4.0	SHARED	DISPOSITIVE POWER									
	WIIII	10	256,427										
	AGGREGATE	E AMOL		FICIALLY OWNED BY EACH REPORTING PERSON									
11													
	256,427												
40	CHECK BOX	IF THE	AGGREG.	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES									
12													
		CLASS	S REPRESI	ENTED BY AMOUNT IN ROW (11)									
13		22,100											
	0.3% (1)												
	TYPE OF REI	PORTIN	G PERSON	Ī									
14	00												

CUSIP	SIP No. 88104R100]			13D/A		Page	12	of	21	Pages
1			ORTING PERS										
	BlueMounta	in Mo	ntenvers Maste	r Fund SCA	SICAV-	·SIF							
2	CHECK TH (a) □ (b) ⊠	IE AP	PROPRIATE B	OX IF A ME	EMBER	OF A GF	ROUP:						
3	SEC USE ONLY												
4	SOURCE OF FUNDS: WC												
5	CHECK BO	TEM 2(d) or 2(e): o											
6	CITIZENSE	CITIZENSHIP OR PLACE OF ORGANIZATION:											
SH BENE	IBER OF IARES FICIALLY	7	SOLE VOTIN		ER								
F	NED BY EACH ORTING	9	744,562 SOLE DISPOS	SITIVE POV	WER								
	ERSON VITH	10	SHARED DIS 744,562	POSITIVE I	POWER	Į.							
11	AGGREGA 744,562	TE AN	MOUNT BENE	FICIALLY (OWNED) BY EAC	CH REPORTIN	NG PERSON					
12						. ,	,	CERTAIN SHARES					
13	0.8% (1)		ASS REPRESI		AMOUI	NT IN RC	OW (11)						
	TYPE OF REPORTING PERSON												

14

PN

CUSIP	No.	88	104R100]			13D/A		Page	13	of	21	Pages
1			ORTING PERS										
2	CHECK TH (a) □ (b) ⊠	HE AP	PROPRIATE B	OX IF A ME	MBER C	OF A GR	ROUP:						
3	SEC USE ONLY												
4	SOURCE C	OF FUI	NDS:										
5	ITEM 2(d) o	or 2(e):	: 0			DINGS	IS REQUIRE	D PURSUANT TO					
6	CITIZENSI Luxembour		R PLACE OF O		ION:								
NUM	IBER OF	7	SOLE VOTIN	IG POWER									
BENE	IARES FICIALLY NED BY	8	5HARED VOT 744,562	TING POWE	lR.								
	EACH ORTING	9	SOLE DISPOS	SITIVE POW	ÆR								
	ERSON VITH	10	SHARED DIS 744,562	SPOSITIVE P	OWER								
11	744,562		MOUNT BENE										
12						, ,		CERTAIN SHARES	5				
13	PERCENT 0.8% (1)	OF CI	ASS REPRESE	ENTED BY A	AMOUN'	T IN RO	OW (11)						
		EPOR	TING PERSON	N									

CUSIP	No.	88	104R100			13D/A		Page	14	of	21	Pages	
1	BlueMounta	in Kic	ORTING PERS	nd L.P.									
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) □ (b) ⊠												
3	SEC USE ONLY												
4	SOURCE O												
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o												
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands												
NUM	IBER OF	7	SOLE VOTIN	SOLE VOTING POWER									
BENE	ARES FICIALLY NED BY	SHARED VOTING POWER 184,374											
REP	ACH ORTING	9		SITIVE POWE									
	ERSON VITH	10	SHARED DIS 184,374	POSITIVE PO	WER								
11	AGGREGA 184,374	TE AN	MOUNT BENE	FICIALLY OW	NED BY	EACH REPOR	RTING PERSON						
12		X IF	ΓHE AGGREG	ATE AMOUNT	IN ROW	/ (11) EXCLUD	DES CERTAIN SHARES						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.2% (1)												

CUSIP	No.	88	104R100		13D/A		Page	15 of	21 Pages		
1	BlueMounta	in Kic	ORTING PERSO	GP, LLC							
2	CHECK TH (a) □ (b) ⊠	IE AP	PROPRIATE BO	X IF A MEMI	BER OF A GROUP:						
3	SEC USE ONLY										
4	SOURCE OF FUNDS: OO										
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e): o										
6		CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware, United States of America									
NUM	IBER OF	7	SOLE VOTING								
BENE	IARES FICIALLY NED BY	8	SHARED VOTI 184,374								
REP	EACH ORTING	9	SOLE DISPOSI								
	ERSON VITH	10	SHARED DISPO								
11	184,374				NED BY EACH REPOF						
12	CHECK BO □	X IF T	THE AGGREGAT	ΓΕ AMOUNT	IN ROW (11) EXCLUE	DES CERTAIN SHARES					
13	PERCENT (0.2% (1)	OF CL	ASS REPRESEN	NTED BY AM	OUNT IN ROW (11)						

TYPE OF REPORTING PERSON

14

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CUSIP N	[0.	88104R1	00		13D/A		Page	16	of	21	Pages
1	NAMES OF	REPORTI	NG PERSONS:								
1	BlueMountai	in Timberli	ine Ltd.								
2	CHECK THE (a) □ (b) ⊠	E APPROP	PRIATE BOX IF A	A MEMBER (OF A GROUP:						
3	SEC USE ON	NLY									
4	SOURCE OF FUNDS:										
4	WC										
5	CHECK BOX	X IF DISCI	LOSURE OF LEC	GAL PROCE	EDINGS IS REQUIRE	D PURSUANT TO	ITEM 2(d) o	or 2(e): o			
CITIZENSHIP OR PLACE OF ORGANIZATION:											
6 Cayman Islands											
		7	SOLE VOTING	POWER							
	MBER OF HARES	8	SHARED VOTI	ING POWER	₹						
BENE	EFICIALLY		348,082								
EACH	NED BY REPORTING ERSON	9	SOLE DISPOSI	SOLE DISPOSITIVE POWER							
1	WITH	10	SHARED DISPO	OSITIVE PO)WER						
		10	348,082								
11	AGGREGAT	E AMOUN	NT BENEFICIAL	LY OWNED	BY EACH REPORTIN	NG PERSON					
11	348,082										
12	CHECK BOX	K IF THE A	AGGREGATE AM	MOUNT IN R	ROW (11) EXCLUDES	CERTAIN SHARES	5				
12	0										
13	PERCENT O	F CLASS	REPRESENTED	BY AMOUN	NT IN ROW (11)						
10	0.4% (1)										
	TYPE OF RE	PORTING	PERSON								

14

CO

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This Amendment No. 1 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. 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 to report a decrease in their beneficial ownership of the Class A Common Stock resulting solely from an increase in the number of outstanding shares of Class A Common Stock.

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 9,169,934 shares of Class A Common Stock beneficially owned, in the aggregate, by the BlueMountain Funds as of May 12, 2016, represent approximately 10.0% 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 9,169,934 shares of Class A Common Stock, which represents approximately 10.0% of the Issuer's outstanding Class A Common Stock.

A. Investment Manager

(a) Amount beneficially owned: 9,169,934

Percent of class: 10.0%

- (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: 9,169,934
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 9,169,934

B. Ultimate General Partner

(a) Amount beneficially owned: 8,077,290

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: 8,077,290
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 8,077,290

C. Credit Alternatives

(a) Amount beneficially owned: 6,506,679

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 of
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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: 6,506,679

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

(iv) Shared power to dispose or to direct the disposition of: 6,506,679

D. Credit Alternatives GP

(a) Amount beneficially owned: 6,506,679

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: 6,506,679
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 6,506,679

E. Foinaven

(a) Amount beneficially owned: 676,618

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: 676,618
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 676,618

F. Foinaven GP

(a) Amount beneficially owned: 676,618

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: 676,618
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 676,618

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G. Logan

(a) Amount beneficially owned: 453,192

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: 453,192
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 453,192

H. Logan GP

(a) Amount beneficially owned: 453,192

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: 453,192
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 453,192

I. Guadalupe

(a) Amount beneficially owned: 256,427

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: 256,427
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 256,427

J. Guadalupe GP

(a) Amount beneficially owned: 256,427

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: 256,427
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 256,427

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K. Montenvers

(a) Amount beneficially owned: 744,562

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: 744,562

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

(iv) Shared power to dispose or to direct the disposition of: 744,562

L. Montenvers GP

(a) Amount beneficially owned: 744,562

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: 744,562
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 744,562

M. Kicking Horse

(a) Amount beneficially owned: 184,374

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: 184,374
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 184,374

N. Kicking Horse GP

(a) Amount beneficially owned: 184,374

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: 184,374
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 184,374

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O. Timberline								
(a) Amount benefi	cially owned: 348,082							
Percent of class: 0.	.4%							
(b) Number of sha	res as to which the person	has:						
(i) Sole pow	er to vote or to direct the	rote: 0						
(ii) Shared p	ower to vote or to direct t	ne vote: 348,082						
(iii) Sole pov	wer to dispose or to direct	the disposition of: 0						
(iv) Shared p	power to dispose or to dire	ct the disposition of: 348,082						
admission that each BlueMountain Further the beneficial own	ch is, for the purposes of nds expressly declares that ner of any securities owne	ral Partner, and the Ultimate General sections 13(d) or 13(g) of the Act this filing shall not be construed as d by any other BlueMountain Funder other than as set forth in this Schematical Partners of the	, the beneficial owner of any secur an admission that it is, for the purpo covered by this filing. None of the	rities cover ses of sec	red by this tions 13(d)	filing or 13	g. Each	h of the the Act
(c) None.								
(d) None.								

(e) Not applicable.

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 12, 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