
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 16, 2016 (May 12, 2016)



TerraForm Power, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36542
(Commission File Number)

46-4780940
(I. R. S. Employer
Identification No.)

7550 Wisconsin Avenue, 9th Floor, Bethesda, Maryland 20814
(Address of principal executive offices, including zip code)

(240) 762-7700
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provision (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 12, 2016, TerraForm Power, Inc. (the “Company”) received a notification letter from a Director of Nasdaq Listing Qualifications. The notification letter stated that because the Company has not yet filed its Form 10-Q for the quarter ended March 31, 2016 (the “1Q2016 10-Q”), and because it remains delinquent in filing its Form 10-K for the year ended December 31, 2015 (the “2015 10-K”), the Company is not in compliance with Nasdaq Listing Rule 5250(c)(1), which requires timely filing of periodic reports with the Securities and Exchange Commission (the “SEC”).

On May 16, 2016, in compliance with the deadline specified in the notification letter, the Company submitted a plan to Nasdaq as to how it plans to regain compliance with Nasdaq’s continued listing requirements. If the Nasdaq staff accept the Company’s plan, they can grant an exception of up to 180 calendar days from the due date of the 2015 10-K (the initial delinquent filing), or until September 12, 2016, to regain compliance. The Company intends to regain compliance by September 12, 2016, and therefore requested that the Nasdaq staff grant the Company an extension through such date. The Company may regain compliance at any time during the extension period upon filing with the SEC the 2015 10-K and the 1Q2016 10-Q, as well as all subsequent required periodic financial reports that are due within that period. If the staff does not accept the Company’s plan, the Company will have the opportunity to appeal that decision to a Nasdaq Hearings Panel. The Nasdaq notification letter has no immediate effect on the listing of the Company’s common stock on the Nasdaq Global Select Market.

Item 7.01 Regulation FD Disclosure.

On May 16, 2016, the Company issued a press release announcing the receipt of the notification letter. A copy of the press release is furnished as Exhibit 99.1 to this Report.

In accordance with General Instruction B.2 of Form 8-K, the press release is deemed to be “furnished” and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Cautionary Note Regarding Forward-Looking Statements. Except for historical information contained in this Form 8-K and the press release attached as an exhibit hereto, this Form 8-K and the press release contain forward-looking statements which involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary note in the press release regarding these forward-looking statements.

Item 9.01 Financial Statement and Exhibits.

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press release dated May 16, 2016

* Document furnished herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TERRAFORM POWER, INC.

Date: May 16, 2016

By: /s/ Sebastian Deschler

Name: Sebastian Deschler

Title: Senior Vice President, General Counsel and Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press release dated May 16, 2016

* Document furnished herewith

**FOR IMMEDIATE RELEASE****TerraForm Power Announces Receipt of Nasdaq Letter**

BETHESDA, Md., May 16, 2016 - TerraForm Power, Inc. (Nasdaq:TERP), an owner and operator of clean energy power plants, today announced that it received a notification letter on May 12, 2016 from a Director of Nasdaq Listing Qualifications. The notification letter stated that because TerraForm Power has not yet filed its Form 10-Q for the quarter ended March 31, 2016 (the "1Q2016 10-Q"), and because it remains delinquent in filing its Form 10-K for the year ended December 31, 2015 (the "2015 10-K"), TerraForm Power is not in compliance with Nasdaq Listing Rule 5250(c)(1), which requires timely filing of periodic reports with the Securities and Exchange Commission (the "SEC").

The notification letter stated that TerraForm Power had until May 16, 2016 to submit a plan to Nasdaq as to how it plans to regain compliance with Nasdaq's continued listing requirements. TerraForm Power submitted its compliance plan to Nasdaq today, May 16, 2016. If the Nasdaq staff accept TerraForm Power's plan, they can grant an exception of up to 180 calendar days from the due date of the 2015 10-K (the initial delinquent filing), or until September 12, 2016, to regain compliance. TerraForm Power intends to regain compliance by September 12, 2016 and therefore requested that the Nasdaq staff grant TerraForm Power an extension through such date. TerraForm Power may regain compliance at any time during the extension period upon filing with the SEC the 1Q2016 10-Q and the 2015 10-K, as well as all subsequent required periodic financial reports that are due within that period.

If the staff does not accept TerraForm Power's plan, TerraForm Power will have the opportunity to appeal that decision to a Nasdaq Hearings Panel.

The Nasdaq notification letter has no immediate effect on the listing of TerraForm Power's common stock on the Nasdaq Global Select Market.

Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. These statements involve estimates, expectations, projections, goals, assumptions, known and unknown risks, and uncertainties and typically include words or variations of words such as "expect," "anticipate," "believe," "intend," "plan," "seek," "estimate," "predict," "project," "goal," "guidance," "outlook," "objective," "forecast," "target," "potential," "continue," "would," "will," "should," "could," or "may" or other comparable terms and phrases.

They include, without limitation, statements relating to TerraForm Power's plans for regaining compliance with Nasdaq's continued listing requirements within the prescribed period; whether or not Nasdaq will accept the plan of compliance; and the extension time, if any, granted by Nasdaq for the filing of the Form 10-K and Form 10-Q. These forward-looking statements are based on current expectations as of the date of this filing and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including but not limited to: TerraForm Power's ability to regain compliance with Nasdaq's continued listing requirements; whether Nasdaq will accept TerraForm Power's plan of compliance and grant an extension; the impact of the delay in TerraForm Power's completion of its financial statements and the filing of its Form 10-K and 10-Q; as well as additional factors we have described in other filings with the SEC.

The risks included above are not exhaustive. Other factors that could adversely affect our business and prospects are described in the filings made by us with the SEC.

TerraForm Power undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

About TerraForm Power

TerraForm Power is a renewable energy company that is changing how energy is generated, distributed and owned. TerraForm Power creates value for its investors by owning and operating clean energy power plants. For more information about TerraForm Power, please visit: www.terraformpower.com.

Contacts:

Investors:

Brett Prior
TerraForm Power
bprior@terraform.com
(650) 889-8628

Media:

Meaghan Repko / Joseph Sala / Nicholas Leasure
Joele Frank, Wilkinson Brimmer Katcher
media@terraform.com
(212) 355-4449