

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

1. Name and Address of Reporting Person* <b>BROOKFIELD ASSET MANAGEMENT INC.</b>  (Last) (First) (Middle) <b>BROOKFIELD PLACE</b> <b>181 BAY STREET, SUITE 300</b>  (Street) <b>TORONTO A6 M5J 2T3</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>TerraForm Power, Inc. [ TERP ]</b>	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) <b>08/03/2018</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	08/03/2018		J	(4)	80,084	(4)	A	(4)	29,958,132	(4)	I	(2)(3)	Owned by Orion US Holdings 1 L.P. <sup>(1)(2)(3)</sup>

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date					

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

(Street)

TORONTO A6 M5J 2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ORION US GP LLC](#)

(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\*

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

(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 Infrastructure Fund III GP LLC](#)

(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 BRP Holdings \(Canada\) 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\*

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

(Last) (First) (Middle)

BROOKFIELD PLACE  
181 BAY STREET, SUITE 300

(Street)

TORONTO A6 M5J2T3

(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 US LP"); (ii) Orion US GP LLC ("Orion US GP"); (iii) Brookfield Infrastructure Fund III GP LLC ("BIF"); (iv) Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. ("BAMPIC Canada"); (v) Brookfield BRP Holdings (Canada) Inc. ("BRPHC"); (vi) BBHC Orion Holdco L.P.; (vii) Brookfield Asset Management Inc. ("Brookfield"); and (viii) Partners Limited ("Partners"). 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. The following Reporting Persons may be deemed to beneficially own the securities held by Orion US LP: Orion US GP, as general partner of Orion US LP; BIF, as indirect general partner of Orion US LP and Orion US GP; BAMPIC Canada, as investment advisor to BIF; BRPHC, as an entity controlled by Brookfield, its indirect general partner, and as indirect limited partner of Orion US LP; Brookfield, as ultimate parent of BIF and BAMPIC Canada and as indirect general partner of BRPHC; and Partners, which holds 85,120 Class B limited voting shares and 867,495 Class A limited voting shares of Brookfield, representing 100% and approximately 0.1% of such shares, respectively.

4. On August 3, 2018, the Reporting Persons received 80,084 shares of Class A Common Stock pursuant to a provision of the definitive merger and sponsorship transaction agreement (the "Merger Agreement") by and among the Issuer, Orion US LP and BRE TERP Holdings Inc. The Merger Agreement provides that the Issuer will issue additional shares of Class A Common Stock to Orion US LP, for no additional consideration, in connection with the final resolution of certain specified litigation. The number of shares issued was determined pursuant to a formula set forth in the Merger Agreement.

/s/ A.J. Silber for Brookfield  
Asset Management Inc. 08/07/2018

/s/ James Rickert for  
Brookfield Asset Management  
Private Institutional Capital  
Adviser (Canada), L.P. by its  
general partner Brookfield  
Private Funds Holdings Inc. 08/07/2018

/s/ Brian Lawson for Partners  
Limited 08/07/2018

/s/ Fred Day for Orion US GP  
LLC 08/07/2018

/s/ Fred Day for Orion US  
Holdings 1 L.P., by its general  
partner Orion US GP LLC 08/07/2018

/s/ Fred Day for Brookfield  
Infrastructure Fund III GP LLC 08/07/2018

/s/ Jennifer Mazin for  
Brookfield BRP Holdings  
(Canada) Inc. 08/07/2018

/s/ Adrienne Moore for BBHC  
Orion Holdco L.P. by its  
general partner Orion Canadian  
AIV GP Inc. 08/07/2018

\*\* 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.**