

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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 BRP Holdings (Canada) Inc.</u>  (Last) (First) (Middle) <u>BROOKFIELD PLACE</u> <u>181 BAY STREET, SUITE 300</u>  (Street) <u>TORONTO A6 M5J 2T3</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/11/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>TerraForm Power, Inc. [ TERP ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, Class A, \$0.01 par value	29,878,048 <sup>(3)</sup>	D	
Common Stock, Class A, \$0.01 par value	106,692,020 <sup>(1)(2)(3)</sup>	I	Owned by Orion US Holdings 1 L.P. <sup>(1)(2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

- The 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 Securities Exchange Act of 1934 or otherwise, the beneficial owner of any securities covered by this statement. The 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.
- The Reporting Person may be deemed to beneficially own the securities beneficially owned by Orion US Holdings 1 L.P. as an indirect wholly-owned subsidiary of Brookfield Asset Management, Inc. and indirect limited partner of Orion US Holdings 1 L.P.
- On June 11, 2018, pursuant to the Support Agreement dated February 6, 2018, as amended by the Support Agreement dated May 28, 2018 (as so amended, the "Support Agreement"), Orion US Holdings 1 L.P. purchased 31,097,561 Class A Shares and the Reporting Person purchased 29,878,048 Class A Shares, in each case at a price per share of \$10.66, in connection with TerraForm Power, Inc.'s exercise of the Back-Stop (as defined in the Support Agreement).

/s/ Jennifer Mazin

06/12/2018

\*\* 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 5 (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.**