

Sunrun Inc.
Form SC 13G/A
February 01, 2019

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)

Sunrun, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

86771W105

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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*).

CUSIP No. 86771W105

13G

1. Names of Reporting Persons

Foundation Capital VI, L.P.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0 shares

6. Shared Voting Power

Beneficially

Owned by 0 shares

7. Sole Dispositive Power

Each

Reporting

Person 0 shares

8. Shared Dispositive Power

With:

0 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

0.0%

12. Type of Reporting Person (see instructions)

PN

(1) This Schedule 13G is filed by Foundation Capital VI, L.P. (FC6), Foundation Capital VI Principals Fund, L.L.C. (FC6P) and Foundation Capital Management Co. VI, L.L.C. (FC6M and together with FC6 and FC6P, collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

CUSIP No. 86771W105

13G

1. Names of Reporting Persons

Foundation Capital VI Principals Fund, L.L.C.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0 shares
6. Shared Voting Power

Beneficially

Owned by 0 shares
Each 7. Sole Dispositive Power

Reporting

Person 0 shares
8. Shared Dispositive Power

With:

0 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

0.0%

12. Type of Reporting Person (see instructions)

OO

(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

CUSIP No. 86771W105

13G

1. Names of Reporting Persons

Foundation Capital Management Co. VI, L.L.C.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0 shares

6. Shared Voting Power

Beneficially

Owned by 0 shares

Each 7. Sole Dispositive Power

Reporting

Person 0 shares

8. Shared Dispositive Power

With:

0 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

0.0%

12. Type of Reporting Person (see instructions)

OO

(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

Item 1(a). Name of Issuer:

Sunrun, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

**595 Market Street, 29th Floor
San Francisco, California 94105**

Item 2(a). Name of Person Filing:

**Foundation Capital VI, L.P. (FC6)
Foundation Capital VI Principals Fund, L.L.C. (FC6P)
Foundation Capital Management Co. VI, L.L.C. (FC6M)**

Item 2(b). Address of Principal Business Office or, if none, Residence:

**c/o Foundation Capital
550 High Street, 3rd Floor
Palo Alto, California 94301**

Item 2(c). Citizenship:

**FC6 Delaware
FC6P Delaware
FC6M Delaware**

Item 2(d). Title of Class of Securities: **Common Stock**

Item 2(e). CUSIP Number: **86771W105**

Item 3. Not applicable.

Item 4. Ownership. The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2018:

Reporting Persons	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class
FC6	0	0	0	0	0	0	0.0%
FC6P	0	0	0	0	0	0	0.0%
FC6M	0	0	0	0	0	0	0.0%

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of a Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 31, 2019

FOUNDATION CAPITAL MANAGEMENT CO. VI, L.L.C.

By: /s/ William B. Elmore
Manager

FOUNDATION CAPITAL VI, L.P.

By: Foundation Capital Management
Co. VI, L.L.C.,
its General Partner

By: /s/ William B. Elmore
Manager

FOUNDATION CAPITAL VI PRINCIPALS FUND, L.L.C.

By: Foundation Capital Management
Co. VI, L.L.C.,
its Manager

By: /s/ William B. Elmore
Manager

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of Sunrun, Inc.

Dated: January 31, 2019

FOUNDATION CAPITAL MANAGEMENT CO. VI, L.L.C.

By: /s/ William B. Elmore
Manager

FOUNDATION CAPITAL VI, L.P.

By: Foundation Capital Management
Co. VI, L.L.C.,
its General Partner

By: /s/ William B. Elmore
Manager

FOUNDATION CAPITAL VI PRINCIPALS FUND, L.L.C.

By: Foundation Capital Management
Co. VI, L.L.C.,
its Manager

By: /s/ William B. Elmore
Manager