

Boyle Frederick J
 Form 4
 January 03, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Boyle Frederick J

2. Issuer Name and Ticker or Trading Symbol
 TERRAFORM GLOBAL, INC.
 [GLBL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 7550 WISCONSIN AVENUE, 9TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 12/28/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 BETHESDA, MD 20814

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. I |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Sec (In | | | |
|--|---|-------------------------|--------------------|--|------------------|------------------|-------------|------------|----------------------------|---------------------------|
| | | | Code | V | (A) | (D) | Date | Expiration | Title | Amount |
| | | | | | | | Exercisable | Date | | or Number of Shares |
| Restricted Stock Units (Class A common stock) | (1) | 12/28/2017 | D | | 58,819 | | (1) | (1) | Class A Common Stock | 58,819 |
| Restricted Stock Units (Class A common stock) | (2) | 12/28/2017 | J(2) | | 12,081 | | (2) | (2) | Class A Common Stock | 12,081 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Boyle Frederick J 7550 WISCONSIN AVENUE 9TH FLOOR BETHESDA, MD 20814 | X | | | |

Signatures

/s/ Jennifer Mazin as attorney-in-fact for Frederick Boyle 01/03/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

On December 28, 2017, pursuant to the Agreement and Plan of Merger, dated as of March 6, 2017, by and among TerraForm Global, Inc., Orion US Holdings 1 L.P. and BRE GLBL Holdings Inc. ("Merger Sub"), Merger Sub merged with and into TerraForm Global, Inc. (the "Merger"), with TerraForm Global, Inc. continuing as the surviving corporation in the Merger and a wholly-owned subsidiary of Orion US Holdings 1 L.P. At the effective time of the Merger, for each restricted stock unit, restricted stock award and share of Class A common stock held by the filer, the filer received \$5.10 per share, subject to relevant tax withholdings.

(2) This number represents restricted stock units that were forfeited in accordance with the applicable grant agreement, which provided for pro-rated vesting of the restricted stock units based on the effective time of the Merger.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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