

8point3 Energy Partners LP  
Form 4  
June 25, 2015

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SUNPOWER CORP**

(Last) (First) (Middle)

**77 RIO ROBLES**

(Street)

**SAN JOSE, CA 95134**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**8point3 Energy Partners LP [CAFD]**

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

**06/24/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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

**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 control  
number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--|
|   |  |   |   |                                      |   |  |  |

## Edgar Filing: 8point3 Energy Partners LP - Form 4

| Derivative Security                                  | (D)<br>(Instr. 3, 4, and 5) |   |            |     |                  |                 |        |                         |            |
|--|-----------------------------|---|------------|-----|------------------|-----------------|--------|-------------------------|------------|
|  | Code                        | V | (A)        | (D) | Date Exercisable | Expiration Date | Title  | Amount Number of Shares |            |
| Common Units in 8point3 Operating Company, LLC       | (2) (3)                     |   | 06/24/2015 | A   | 8,778,190        | (2)(3)          | (2)(3) | See Footnote (4)        | 8,778,190  |
| Subordinated Units in 8point3 Operating Company, LLC | (2) (3)                     |   | 06/24/2015 | A   | 20,104,885       | (2)(3)          | (2)(3) | See Footnote (4)        | 20,104,885 |
| See Footnote (1)                                     | (2) (3)                     |   | 06/24/2015 | A   | 28,883,075       | (2)(3)          | (2)(3) | See Footnote (4)        | 28,883,075 |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SUNPOWER CORP<br>77 RIO ROBLES<br>SAN JOSE, CA 95134             | X             |           |         |       |
| SunPower HoldCo, LLC<br>77 RIO ROBLES<br>SAN JOSE, CA 95134      | X             |           |         |       |
| SunPower YC Holdings, LLC<br>77 RIO ROBLES<br>SAN JOSE, CA 95134 | X             |           |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Natalie F. Jackson, as Authorized Signatory of SunPower HoldCo, LLC      | 06/25/2015 |
| **Signature of Reporting Person  | Date       |
| /s/ Natalie F. Jackson, as Authorized Signatory of SunPower YC Holdings, LLC | 06/25/2015 |
| **Signature of Reporting Person  | Date       |
| /s/ Charles D. Boynton, as Authorized Signatory of SunPower Corporation      | 06/25/2015 |
| **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).
- (1) Class B Shares representing limited partner interests in 8point3 Energy Partners LP.  
Pursuant to an exchange agreement, dated June 24, 2015, certain holders can tender Common Units in 8point3 Operating Company, LLC ("OpCo") and an equal number of Class B shares representing limited partnership interests in 8point3 Energy Partners LP (the "Partnership") (together, the "Tendered Units") for redemption by the Partnership and OpCo. Such holder has the right to receive, at the election of OpCo with the approval of the conflicts committee of the Board of Directors of the General Partner (as defined below), either the number of Class A shares representing limited partnership interests in the Partnership ("Class A Shares") equal to the number of Tendered Units or a cash payment equal to the number of Tendered Units multiplied by the then current trading price of the Class A Shares.
- (2) (Continued from Footnote 2) In addition, the Partnership has the right but not the obligation, to directly purchase such Tendered Units for, subject to the approval of the conflicts committee of the Board of Directors of the General Partner, cash or Class A Shares at its election. Subordinated Units in OpCo will convert to Common Units in OpCo on a one-for-one basis once certain distribution thresholds have been achieved.
- (3) Class A Shares representing limited partner interests in 8point3 Energy Partners LP.
- (4) These securities were acquired by SunPower YC Holdings, LLC ("YC Holdings") in connection with the contribution of certain assets, which were recorded at a carryover basis of \$127.7 million.
- (5) This Form 4 is being filed jointly by SunPower Corporation ("SunPower"), SunPower HoldCo, LLC ("HoldCo") and YC Holdings (together, the "Reporting Persons"). SunPower is the sole member of HoldCo, which is the sole member of YC Holdings. YC Holdings holds a 50% interest in 8point3 Holding Company, LLC ("Holdings") and Holdings is the sole member of 8point3 General Partner, LLC (the "General Partner"), which owns the non-economic general partner interest in the Partnership.
- (6)

### Remarks:

On the basis of the relationship between the Reporting Persons (whether directly or through their affiliates) and certain directors

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.