

8point3 Energy Partners LP
 Form 4
 June 25, 2015

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 *
SUNPOWER CORP

2. Issuer Name and Ticker or Trading Symbol
 8point3 Energy Partners LP [CAFD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

77 RIO ROBLES

3. Date of Earliest Transaction (Month/Day/Year)
 06/24/2015

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

(Street)

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

SAN JOSE, CA 95134

(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 Following 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 Security (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | | | (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number of Shares | |
|--|------|-----|-----------------------------|-----|------------------|-----------------|--------|-------------------------|------------|
| | Code | V | (A) | (D) | | | | | |
| 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 77 RIO ROBLES SAN JOSE, CA 95134 | X | | | |
| SunPower HoldCo, LLC 77 RIO ROBLES SAN JOSE, CA 95134 | X | | | |
| SunPower YC Holdings, LLC 77 RIO ROBLES 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.

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