

BBHC Orion Holdco L.P.

Form 3

June 29, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â BBHC Orion Holdco L.P.

(Last) (First) (Middle)

BROOKFIELD PLACE,Â 181
BAY STREET, SUITE 300

(Street)

TORONTO,Â A6Â M5J2T3

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/29/2018

3. Issuer Name **and** Ticker or Trading Symbol
TerraForm Power, Inc. [TERP]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

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

Table I - Non-Derivative Securities Beneficially Owned1. 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 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**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.**

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)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BBHC Orion Holdco L.P. BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6A M5J2T3	Â	Â	Â	Â

Signatures

/s/ Adrienne
Moore

06/29/2018

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) On June 29, 2018, the Reporting Person entered into a contribution agreement with Brookfield BRP Holdings (Canada) Inc. ("BRPHC"), the sole limited partner of the Reporting Person, and Orion Canadian AIV GP Inc., the sole general partner of the Reporting Person, pursuant to which BRPHC contributed 29,878,048 Class A Shares to the Reporting Person in exchange for 100 limited partnership units of the Reporting Person valued at \$318,499,991.68, which amount was credited to BRPHC's limited partner's capital account.

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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