

Dickson Paul S.
Form 4
November 09, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dickson Paul S.

(Last) (First) (Middle)

1800 WEST ASHTON BLVD

(Street)

LEHI, UT 84043

(City) (State) (Zip)

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

Vivint Solar, Inc. [VSLR]

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

11/07/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Revenue Officer

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/07/2018		M	V	Amount \$ 1	377,161	D
Common Stock	11/07/2018		S ⁽¹⁾		Amount \$ 5.75	245,004	D
Common Stock	11/08/2018		M		Amount \$ 3.45	261,168	D
Common Stock	11/08/2018		M		Amount \$ 1.3	305,613	D
Common Stock	11/08/2018		S		Amount \$ 5.8652 (2)	198,411	D

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

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(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 Derivative Security	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 (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1	11/07/2018		M	132,157	<u>(3)</u> 07/11/2023	Common Stock 132,157
Stock Option (Right to Buy)	\$ 1.3	11/08/2018		M	44,445	<u>(4)</u> 01/23/2024	Common Stock 44,445
Stock Option (Right to Buy)	\$ 3.45	11/08/2018		M	16,164	<u>(5)</u> 10/02/2027	Common Stock 16,164

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dickson Paul S. 1800 WEST ASHTON BLVD LEHI, UT 84043	Chief Revenue Officer

Signatures

/s/ Dana C. Russell,
attorney-in-fact 11/09/2018

 **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).

(1) The sales reported by Mr. Dickson were effected pursuant to a Rule 10b5-1 trading plan.

(2) The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$5.85 to \$5.88, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

(3) This option is vested as to 262,157 shares. 49,019 unvested shares subject to the original grant vest on May 15, 2019 or, if earlier, when 313 Acquisition LLC receives cash proceeds with respect to its holdings of the issuer's common stock in an amount that equals \$500 million more than its cumulative investment in the Issuer's common stock.

(4) This option is vested as to 44,445 shares. The remaining 5,555 unvested shares subject to the original grant vest on May 15, 2019 or, if earlier, when 313 Acquisition LLC receives cash proceeds with respect to its holdings of the issuer's common stock in an amount that equals \$500 million more than its cumulative investment in the issuer's common stock.

(5) 25% of the shares subject to this award vested on September 6, 2018, and 1/16th of the shares subject to this award will vest on each quarterly vesting date thereafter. The term "quarterly vesting date" shall mean the sixth day of March, June, September and December of any fiscal year, as applicable.

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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