

Dickson Paul S.  
Form 4  
November 14, 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

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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)

11/12/2018

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 below) \_\_\_\_ Other (specify 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<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 Acquired (A)<br>or 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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 11/12/2018                              |   | M                                    | V   | Amount   | (A)<br>or<br>(D)  | Price   |
|                                       |   |   |                                      |   |  |   |   |
| Common<br>Stock                       | 11/12/2018                              |   | S                                    |   | 124,103  | D   | \$<br>5.6659<br>(1)   |
| Common<br>Stock                       | 11/13/2018                              |   | M                                    |   | 5,897  | A   | \$ 1  |
| Common<br>Stock                       | 11/13/2018                              |   | S                                    |   | 5,897  | D   | \$<br>5.5313<br>(2)   |

# Edgar Filing: Dickson Paul S. - Form 4

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.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|----------------------------------|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 1  | 11/12/2018                              |   | M                                       |   | 124,103  |     | <u>(3)</u>  | 07/11/2023         | Common<br>Stock | 124,103                          |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 1  | 11/13/2018                              |   | M                                       |   | 5,897  |     | <u>(3)</u>  | 07/11/2023         | Common<br>Stock | 5,897                            |

## Reporting Owners

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

## Signatures

/s/ Dana C. Russell,  
attorney-in-fact 11/14/2018

                     \*\*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 "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 \$5.64 to \$5.71, 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.

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- 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 \$5.45 to \$5.60, 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.
- (2)

- This option is vested as to 130,000 shares. 49,019 unvested shares subject to the original grant vest on May 15, 2019 or, if earlier, when
- (3) 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.

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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