

TerraForm Power, Inc.  
Form SC 13D/A  
October 18, 2017

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 12)\*

TerraForm Power, Inc.  
(Name of Issuer)

Common stock, Class A, \$0.01 par value  
(Title of Class of Securities)

88104R100  
(CUSIP Number)

A.J. Silber  
Brookfield Asset Management Inc.  
Brookfield Place  
181 Bay Street, Suite 300  
Toronto, Ontario M5J 2T3  
(416) 363-9491  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 16, 2017  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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CUSIP No. 88104R100

1 NAMES OF REPORTING PERSONS  
BROOKFIELD ASSET  
MANAGEMENT INC.

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

ONTARIO

SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

75,594,459

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

75,594,459

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

75,594,459

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

51.00%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

(1) Percentage ownership is based on an aggregate number of Class A Shares of 148,224,429 outstanding as of October 16, 2017, based on information disclosed by the Issuer in a Current Report on Form 8-K, filed October 16, 2017.

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CUSIP No. 88104R100

1 NAMES OF REPORTING PERSONS

PARTNERS LIMITED

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

ONTARIO

7 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

7

8 SHARED VOTING POWER

75,594,459

9 SOLE DISPOSITIVE POWER

9

10 SHARED DISPOSITIVE POWER

10

75,594,459

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

75,594,459

12

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

51.00%<sup>(2)</sup>

14

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

(2) Percentage ownership is based on an aggregate number of Class A Shares of 148,224,429 outstanding as of October 16, 2017, based on information disclosed by the Issuer in a Current Report on Form 8-K, filed October 16, 2017.

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CUSIP No. 88104R100

NAMES OF REPORTING PERSONS

1

BROOKFIELD ASSET  
MANAGEMENT PRIVATE  
INSTITUTIONAL CAPITAL  
ADVISER (CANADA), L.P.

2

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

AF

5

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF  
ORGANIZATION

ONTARIO

7

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

75,594,459

9

SOLE DISPOSITIVE POWER

10

SHARED DISPOSITIVE POWER

75,594,459

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

75,594,459

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

51.00%<sup>(3)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

PN

(3) Percentage ownership is based on an aggregate number of Class A Shares of 148,224,429 outstanding as of October 16, 2017, based on information disclosed by the Issuer in a Current Report on Form 8-K, filed October 16, 2017.

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CUSIP No. 88104R100

1 NAMES OF REPORTING PERSONS  
BROOKFIELD INFRASTRUCTURE  
FUND III GP LLC

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

7

8 SHARED VOTING POWER

75,594,459

9

SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

10

75,594,459

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

75,594,459

12

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

51.00%<sup>(4)</sup>

14

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

OO

(4) Percentage ownership is based on an aggregate number of Class A Shares of 148,224,429 outstanding as of October 16, 2017, based on information disclosed by the Issuer in a Current Report on Form 8-K, filed October 16, 2017.

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CUSIP No. 88104R100

1 NAMES OF REPORTING PERSONS

ORION US GP LLC

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

7

8 SHARED VOTING POWER

75,594,459

9 SOLE DISPOSITIVE POWER

9

10 SHARED DISPOSITIVE POWER

10

75,594,459

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

75,594,459

12

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

51.00%<sup>(5)</sup>

14

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

OO

(5) Percentage ownership is based on an aggregate number of Class A Shares of 148,224,429 outstanding as of October 16, 2017, based on information disclosed by the Issuer in a Current Report on Form 8-K, filed October 16, 2017.

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CUSIP No. 88104R100

1 NAMES OF REPORTING  
PERSONS  
ORION US HOLDINGS 1  
L.P.

2 CHECK THE  
APPROPRIATE BOX IF A  
(a) (b)  
MEMBER OF A GROUP

SEC USE ONLY

3 SOURCE OF FUNDS (SEE  
4 INSTRUCTIONS)

BK

5 CHECK BOX IF  
DISCLOSURE OF LEGAL  
PROCEEDINGS IS  
REQUIRED PURSUANT  
TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE  
OF ORGANIZATION

DELAWARE

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON WITH  
SOLE VOTING POWER 7