

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Stark Jack</u>  (Last) (First) (Middle) 7550 WISCONSIN AVENUE 9TH FLOOR  (Street) BETHESDA MD 20814  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TERRAFORM GLOBAL, INC. [ GLBL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/28/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units (Class A common stock)	(1)	12/28/2017		D		77,019		(1)	(1)	Class A Common Stock	\$5.1	12,081	D	
Restricted Stock Units (Class A common stock)	(2)	12/28/2017		J <sup>(2)</sup>		12,081		(2)	(2)	Class A Common Stock	\$0	0	D	

**Explanation of Responses:**

1. On December 28, 2017, pursuant to the Agreement and Plan of Merger, dated as of March 6, 2017, by and among TerraForm Global, Inc., Orion US Holdings 1 L.P. and BRE GLBL Holdings Inc. ("Merger Sub"), Merger Sub merged with and into TerraForm Global, Inc. (the "Merger"), with TerraForm Global, Inc. continuing as the surviving corporation in the Merger and a wholly-owned subsidiary of Orion US Holdings 1 L.P. At the effective time of the Merger, for each restricted stock unit, restricted stock award and share of Class A common stock held by the filer, the filer received \$5.10 per share, subject to relevant tax withholdings.

2. This number represents restricted stock units that were forfeited in accordance with the applicable grant agreement, which provided for pro-rated vesting of the restricted stock units based on the effective time of the Merger.

**Remarks:**

/s/ Jennifer Mazin as attorney-in-fact for Jack Stark 01/03/2018

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

Confirmed.

Jack

Jack – Following up on this request.

Thanks,  
Mike

Jack,

As you know, we need to file Form 4's with the SEC with respect to your GLBL RSUs as a result of the closing of the GLBL merger. As a result of Yana's and Becky's departures, we need a limited power of attorney under SEC rules to be able to file this form on your behalf. Would you be able to confirm the following:

I, Jack Stark, hereby appoint Jennifer Mazin as my lawful attorney in fact for the limited purpose of preparing, signing and submitting, on my behalf, a Form 4 with the U.S. Securities and Exchange through its EDGAR File Management System required as a result of the transactions consummated in connection with the agreement and plan of merger with Brookfield Asset Management Inc. and certain of its affiliates.

Please don't hesitate to let me know if you have any questions or concerns on this. Happy to discuss.

We need to make the filings today if at all possible.

Best,

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