

SOLARCITY CORP  
Form 4  
November 23, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rive Lyndon R

(Last) (First) (Middle)  
3055 CLEARVIEW WAY  
(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SOLARCITY CORP [SCTY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/21/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D)	Price		
Common Stock	11/21/2016	11/21/2016	D	22,800	D 0	D	
Common Stock	11/21/2016	11/21/2016	D	2,267,008 (2)	D 0	I	By LLC
Common Stock	11/21/2016	11/21/2016	D	1,348 (3)	D 0	I	As Custodian

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**

SEC 1474 (9-02)

number.

**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 Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Option to Purchase Common Stock	\$ 1.62	11/21/2016	11/21/2016	D	647,913		(4)	(4)	Common Stock 6
Option to Purchase Common Stock	\$ 5.07	11/21/2016	11/21/2016	D	1,000,000		(4)	(4)	Common Stock 1,
Option to Purchase Common Stock	\$ 48.97	11/21/2016	11/21/2016	D	3,000,000		(5)	(5)	Common Stock 3,
Zero Coupon Convertible Senior Notes due 2020	\$ 33						12/07/2015	12/01/2020	Common Stock 3,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rive Lyndon R 3055 CLEARVIEW WAY SAN MATEO, CA 94402	X		Chief Executive Officer	

## Signatures

/s/ Seth R. Weissman, Atty-in-fact for Lyndon R.  
Rive 11/23/2016

\_\_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) Outstanding shares of the common stock of the Issuer were converted into the right to receive 0.110 shares of Tesla common stock for each share of the Issuer's common stock issued and outstanding, with cash paid in lieu of fractional shares, in accordance with the Merger Agreement.
  - (2) Since reporting person's last report, 659,574 shares previously owned directly by the reporting person were transferred to an investment company managed by the reporting person.
  - (3) Since reporting person's last report, 1,348 shares previously owned by the reporting person were transferred to the reporting person as custodian for his minor children.
  - (4) Outstanding stock options and restricted stock unit awards ("RSUs") of the Issuer were assumed by Tesla and automatically converted into corresponding equity incentive awards on common stock of Tesla in accordance with the Merger Agreement.
  - (5) Pursuant to its terms, this option to purchase common stock of the Issuer expired upon the closing of the Merger.
  - (6) The Zero Coupon Convertible Senior Notes due 2020 have been adjusted to become convertible into shares of Tesla common stock.

### Remarks:

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger (the "Merger Agreement"),

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.