

Pattern Energy Group Holdings GP LLC
 Form 4
 January 05, 2015

FORM 4

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

OMB APPROVAL

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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 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 *
 R/C Renewable Energy GP II, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
 Pattern Energy Group Inc. [PEGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 712 FIFTH AVENUE, 19TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2014

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

(Street)
 NEW YORK, NY 10019

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

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 12/31/2014 | | C | | 15,407,808 | A | \$ 0 | 15,407,808 | I | See Footnotes (1) (2) |
| Class A Common Stock | | | | | | | | 5,854,000 | I | See Footnotes (2) (3) |

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

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SEC 1474 (9-02)

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Class B Common Stock | (4) | 12/31/2014 | | C | 15,407,808 | (4) (4) | Class A Common Stock | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| R/C Renewable Energy GP II, L.L.C. 712 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10019 | | | | X |
| Pattern Energy Group Holdings LP ONE LETTERMAN DRIVE BUILDING D SAN FRANCISCO, CA 94129 | | | | X |
| Pattern Energy GP, LLC 712 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10019 | | | | X |
| Pattern Energy Group LP 712 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10019 | | | | X |
| Pattern Renewables GP LLC 712 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10019 | | | | X |
| Pattern Renewables LP 712 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10019 | | | | X |
| | | | | X |

Riverstone/Carlyle Renewable Energy Grant GP, L.L.C.
 712 FIFTH AVENUE
 19TH FLOOR
 NEW YORK, NY 10019

R/C Wind II LP
 712 FIFTH AVENUE
 19TH FLOOR
 NEW YORK, NY 10019

X

Pattern Energy Group Holdings GP LLC
 712 FIFTH AVENUE
 19TH FLOOR
 NEW YORK, NY 10019

X

Signatures

/s/ Thomas Walker, Authorized Person of R/C Renewable Energy GP II, L.L.C.

01/05/2015

__Signature of Reporting Person

Date

/s/ Daniel M. Elkhort, Vice President of Pattern Energy Group Holdings LP

01/05/2015

__Signature of Reporting Person

Date

/s/ Daniel M. Elkhort, Vice President of Pattern Energy GP LLC

01/05/2015

__Signature of Reporting Person

Date

/s/ Dyann S. Blaine, Vice President of Pattern Energy Group LP

01/05/2015

__Signature of Reporting Person

Date

/s/ Dyann S. Blaine, Vice President of Pattern Renewables GP LLC

01/05/2015

__Signature of Reporting Person

Date

/s/ Dyann S. Blaine, Vice President of Pattern Renewables LP

01/05/2015

__Signature of Reporting Person

Date

/s/ Thomas Walker, Authorized Person of R/C Renewable Energy GP II, L.L.C., sole member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C.

01/05/2015

__Signature of Reporting Person

Date

/s/ Thomas Walker, Authorized Person of R/C Renewable Energy GP II, L.L.C., sole member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., general partner of R/C Wind II LP

01/05/2015

__Signature of Reporting Person

Date

/s/ Thomas Walker, Authorized Person of R/C Renewable Energy GP II, L.L.C., sole member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., general partner of R/C Wind II LP, managing member of Pattern Energy Group Holdings GP LLC

01/05/2015

__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).

Held of record by Pattern Renewables LP. Pattern Renewables GP LLC is the general partner of Pattern Renewables LP. Pattern Energy Group LP is the sole member of Pattern Renewables GP LLC. Pattern Energy GP LLC is the general partner of Pattern Energy Group LP. Pattern Energy Group Holdings LP is the managing member of Pattern Energy GP LLC. Pattern Energy Group Holdings GP LLC is the general partner of Pattern Energy Group Holdings LP. R/C Wind II LP is the managing member of Pattern Energy Group Holdings GP LLC. Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. is the general partner of R/C Wind II LP. R/C Renewable Energy GP II, LLC is the managing member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C.

R/C Renewable Energy GP II, LLC is managed by an eight-person investment committee. Pierre F. Lapeyre, Jr., David M. Leuschen, Ralph C. Alexander, Lord John Browne of Madingley, Michael B. Hoffman, Stephen J. Schaefer, Daniel A. D'Aniello and Edward J. Mathias, as the members of the investment committee of R/C Renewable Energy GP II, LLC, may be deemed to share beneficial ownership of the shares beneficially owned by R/C Wind II LP. Such individuals expressly disclaim any such beneficial ownership.

Held of record by Pattern Development Finance Company LLC. Pattern Energy Group LP is the sole member of Pattern Development Finance Company LLC. Pattern Energy GP LLC is the general partner of Pattern Energy Group LP. Pattern Energy Group Holdings LP is the managing member of Pattern Energy GP LLC. Pattern Energy Group Holdings GP LLC is the general partner of Pattern Energy Group Holdings LP. R/C Wind II LP is the managing member of Pattern Energy Group Holdings GP LLC. Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. is the general partner of R/C Wind II LP. R/C Renewable Energy GP II, LLC is the managing member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C.

On December 31, 2014, the Issuer's shares of Class B common stock converted into shares of the Issuer's Class A common stock on a one-to-one basis.

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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