

TerraForm Power, Inc.
Form SC 13G/A
December 18, 2018

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

TerraForm Power, Inc.
(Name of Issuer)
Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)
88104R209
(CUSIP Number)
N/A
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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 (however, see the Notes).

CUSIP No. 88104R209

1	Names of Reporting Persons
	Strategic Value Partners, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)
3	SEC Use Only
4	Citizenship or Place of Organization
	Delaware
5	Sole Voting Power
	0
6	Shared Voting Power
7	10,034,266
8	Sole Dispositive Power
	0
	Shared Dispositive Power
	10,034,266
9	Aggregate Amount Beneficially Owned by Each Reporting Person
10	10,034,266 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11	Percent of Class Represented by Amount in Row 9
12	4.8% (1) Type of Reporting Person (See Instructions) OO, IA

(1) Based on 209,141,720 shares of Class A Common Stock of TerraForm Power, Inc. (the "Issuer") outstanding as of October 31, 2018, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission

("SEC") on November 9, 2018.

CUSIP No. 88104R209

1	Names of Reporting Persons
	SVP Special Situations III LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)
3	SEC Use Only
4	Citizenship or Place of Organization
	Delaware
	Sole Voting Power
5	0
	Shared Voting Power
6	5,293,324
	Sole Dispositive Power
7	0
	Shared Dispositive Power
8	5,293,324
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	5,293,324
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11	Percent of Class Represented by Amount in Row 9
	2.5% (1)
12	Type of Reporting Person (See Instructions)
	OO, IA

(1) Based on 209,141,720 shares of Class A Common Stock of the Issuer outstanding as of October 31, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2018.

CUSIP No. 88104R209

1	Names of Reporting Persons
	SVP Special Situations IV LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)
3	SEC Use Only
4	Citizenship or Place of Organization
	Delaware
	Sole Voting Power
5	0
	Shared Voting Power
6	749,576
	Sole Dispositive Power
7	0
	Shared Dispositive Power
8	749,576
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	749,576
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11	Percent of Class Represented by Amount in Row 9
	0.4% (1)
12	Type of Reporting Person (See Instructions)
	OO, IA

(1) Based on 209,141,720 shares of Class A Common Stock of the Issuer outstanding as of October 31, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2018.

CUSIP No. 88104R209

1	Names of Reporting Persons
	SVP Special Situations III-A LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)
3	SEC Use Only
4	Citizenship or Place of Organization
	Delaware
	Sole Voting Power
5	0
	Shared Voting Power
6	2,561,516
	Sole Dispositive Power
7	0
	Shared Dispositive Power
8	2,561,516
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	2,561,516
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11	Percent of Class Represented by Amount in Row 9
	1.2% (1)
12	Type of Reporting Person (See Instructions)
	OO, IA

(1) Based on 209,141,720 shares of Class A Common Stock of the Issuer outstanding as of October 31, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2018.

CUSIP No. 88104R209

1	Names of Reporting Persons
	Victor Khosla
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) (b)
3	SEC Use Only
4	Citizenship or Place of Organization
	United States
	Sole Voting Power
5	0
	Shared Voting Power
6	10,034,266
	Sole Dispositive Power
7	0
	Shared Dispositive Power
8	10,034,266
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	10,034,266
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11	Percent of Class Represented by Amount in Row 9
	4.8% (1)
12	Type of Reporting Person (See Instructions)
	IN

(1) Based on 209,141,720 shares of Class A Common Stock of the Issuer outstanding as of October 31, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2018.

Name of
Issuer:

Item 1(a) TerraForm
Power, Inc.
(the "Issuer")

Address of
Issuer's
Principal
Executive
Offices:

Item 1(b) 200 Liberty
Street, 14th
Floor
New York, NY
10281

Item 2(a) Name of
Person Filing:

This Schedule
13G is being
filed jointly by
Strategic Value
Partners, LLC
("Strategic
Value
Partners"),
SVP Special
Situations III
LLC ("Special
Situations III"),
SVP Special
Situations IV
LLC ("Special
Situations
IV"), SVP
Special
Situations
III-A LLC
("Special
Situations
III-A"), and
Victor Khosla
("Mr. Khosla,"
and together
with Strategic
Value Partners,

Special
Situations III,
Special
Situations IV
and Special
Situations
III-A, the
"Reporting
Persons").

Address of
Principal
Business
Office or, if
none,
Residence:

Item 2(b) The principal
business
address of each
of the
Reporting
Persons is:

c/o Strategic
Value Partners,
LLC
100 West
Putnam
Avenue
Greenwich, CT
06830

Item 2(c) Citizenship:

Strategic Value
Partners is a
limited liability
company
organized
under the laws
of the state of
Delaware.

Special
Situations III is
a limited
liability
company
organized
under the laws

of the state of
Delaware.

Special
Situations IV is
a limited
liability
company
organized
under the laws
of the state of
Delaware.

Special
Situations
III-A is a
limited liability
company
organized
under the laws
of the state of
Delaware.

The citizenship
of Mr. Khosla
is the United
States of
America.

Title of
Class of
Securities:

Item 2(d) Class A
Common
Stock, par
value \$0.01 per
share ("Class A
Common
Stock")

Item 2(e) CUSIP
Number:

88104R209

Item 3. If this
statement is
filed pursuant
to Rules
13d-1(b), or

13d-2(b) or (c),
check whether
the person
filing is a:

Not
Applicable.

Item 4. Ownership.

Items 5 through 9 and 11 of each of the cover pages to this Schedule 13G are incorporated herein by reference. Set forth below is the aggregate number of shares of Class A Common Stock of the Issuer directly held by each of the Funds (as defined below), which may be deemed to be indirectly beneficially owned by the Reporting Persons as described below. Such shares of Class A Common Stock are directly held by each of Strategic Value Master Fund, Ltd., Strategic Value Special Situations Master Fund III, L.P., Strategic Value Special Situations Master Fund IV, L.P., and Strategic Value Opportunities Fund, L.P. (together, the "Funds").

Name of Fund	Shares of Class A Common Stock Owned
Strategic Value Master Fund, Ltd.	1,429,850
Strategic Value Special Situations Master Fund III, L.P.	5,293,324
Strategic Value Special Situations Master Fund IV, L.P.	749,576
Strategic Value Opportunities Fund, L.P.	2,561,516

Strategic Value Partners is the investment manager of, and exercises investment discretion over Strategic Value Master Fund, Ltd., a Cayman Islands exempted company. Strategic Value Partners is indirectly majority owned and controlled by Mr. Khosla.

Special Situations III is the investment manager of, and exercises investment discretion over Strategic Value Special Situations Master Fund III, L.P., a Cayman Islands exempted limited partnership. Strategic Value Partners is the managing member of Special Situations III. Strategic Value Partners and Special Situations III are both indirectly majority owned and controlled by Mr. Khosla.

Special Situations IV is the investment manager of, and exercises investment discretion over Strategic Value Special Situations Master Fund IV, L.P., a Cayman Islands exempted limited partnership. Strategic Value Partners is the managing member of Special Situations IV. Strategic Value Partners and Special Situations IV are both indirectly majority owned and controlled by Mr. Khosla.

Special Situations III-A is the investment manager of, and exercises investment discretion over Strategic Value Opportunities Fund, L.P., a Cayman Islands exempted limited partnership. Strategic Value Partners is the managing member of Special Situations III-A. Strategic Value Partners and Special Situations III-A are both indirectly majority owned and controlled by Mr. Khosla.

Except for Mr. Khosla, each Reporting Person disclaims beneficial ownership of all shares of Class A Common Stock owned directly by the Funds. Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission by such Reporting Person that it is the beneficial owner of any of the shares of Class A Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), or for any other purpose (including, without limitation, any tax purposes), and such beneficial ownership is expressly disclaimed.

Mr. Khosla is the Chief Investment Officer of Strategic Value Partners. As such, he may be deemed to control the voting and dispositive decisions with respect to the shares of Class A Common Stock made by Strategic Value Partners, Special Situations III, Special Situations IV and Special Situations III-A and may therefore be deemed to be the beneficial owner of the shares of Class A Common Stock reported in this Schedule 13G. Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission by Mr. Khosla that he is the beneficial owner of any of the equity securities referred to herein for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof any of the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following ☒.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The information in Item 4 is incorporated herein by reference.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 18, 2018

STRATEGIC VALUE

PARTNERS, LLC

By: /s/ James Dougherty

Name: James Dougherty

Title: Chief Financial Officer

SVP SPECIAL SITUATIONS III

LLC

By: /s/ James Dougherty

Name: James Dougherty

Title: Chief Financial Officer

SVP SPECIAL SITUATIONS IV

LLC

By: /s/ James Dougherty

Name: James Dougherty

Title: Chief Financial Officer

SVP SPECIAL SITUATIONS

III-A LLC

By: /s/ James Dougherty

Name: James Dougherty

Title: Chief Financial Officer

/s/ Victor Khosla

Victor Khosla