

# **PATTERN ENERGY GROUP INC.**

Reported by  
**PATTERN ENERGY GP, LLC**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/23/17 for the Period Ending 06/21/17

Address	PIER 1 BAY 3 SAN FRANCISCO, CA 94111
Telephone	(415) 283-4000
CIK	0001561660
Symbol	PEGI
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>R/C Renewable Energy GP II, L.L.C.</b>			<b>Pattern Energy Group Inc. [ PEGI ]</b>			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>712 FIFTH AVENUE, 36TH FLOOR</b>			<b>6/21/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10019</b>						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Class A Common Stock	6/21/2017		S		8700000	D	\$21.9082	8262546	I	See Footnote (1)(2)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

### Explanation of Responses:

- Held of record by Pattern Development Finance Company LLC and Pattern Renewables LP. Pattern Renewables GP LLC is the general partner of Pattern Renewables LP. Pattern Energy Group LP is the sole member of each of Pattern Development Finance Company LLC and 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 a five-person investment committee. Pierre F. Lapeyre, Jr., David M. Leuschen, Michael B. Hoffman, 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.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>R/C Renewable Energy GP II, L.L.C.</b> 712 FIFTH AVENUE 36TH FLOOR NEW YORK, NY 10019		X		
<b>Pattern Energy Group Holdings LP</b> PIER 1, BAY 3 SAN FRANCISCO, CA 94111		X		
<b>Pattern Energy GP, LLC</b> PIER 1, BAY 3 SAN FRANCISCO, CA 94111		X		
<b>Pattern Energy Group LP</b> PIER 1, BAY 3 SAN FRANCISCO, CA 94111		X		

Pattern Renewables GP LLC PIER 1, BAY 3 SAN FRANCISCO, CA 94111		X		
Pattern Renewables LP PIER 1, BAY 3 SAN FRANCISCO, CA 94111		X		
Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. 712 FIFTH AVENUE 36TH FLOOR NEW YORK, NY 10019		X		
R/C Wind II LP 712 FIFTH AVENUE 36TH FLOOR NEW YORK, NY 10019		X		
Pattern Energy Group Holdings GP LLC 712 FIFTH AVE. 36TH FLOOR NEW YORK, NY 10019		X		

**Signatures**

**R/C/ Renewable Energy GP II, LLC By: /s/ Thomas Walker, Authorized Person** **6/23/2017**  
—Signature of Reporting Person Date

**Pattern Energy Group Holdings LP By: /s/ Daniel M. Elkhort, Vice President** **6/23/2017**  
—Signature of Reporting Person Date

**Pattern Energy GP LLC By: /s/ Daniel M. Elkhort, Vice President** **6/23/2017**  
—Signature of Reporting Person Date

**Pattern Energy Group LP By: /s/ Dyann S. Blaine, Vice President** **6/23/2017**  
—Signature of Reporting Person Date

**Pattern Renewables GP LLC By: /s/ Dyann S. Blaine, Vice President** **6/23/2017**  
—Signature of Reporting Person Date

**Pattern Renewables LP By: /s/ Dyann S. Blaine, Vice President** **6/23/2017**  
—Signature of Reporting Person Date

**Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. By: R/C/ Renewable Energy GP II, LLC, its sole member By: /s/ Thomas Walker, Authorized Person** **6/23/2017**  
—Signature of Reporting Person Date

**RC Wind II LP By: Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., its general partner By: R/C/ Renewable Energy GP II, LLC, its sole member By: /s/ Thomas Walker, Authorized Person** **6/23/2017**  
—Signature of Reporting Person Date

**Pattern Energy Group Holdings GP LLC By: RC Wind II LP, its managing member By: Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., its general partner By: R/C/ Renewable Energy GP II, LLC, its sole member By: /s/ Thomas Walker, Authorized Person** **6/23/2017**  
—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.

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