

# **PATTERN ENERGY GROUP INC.**

Reported by  
**SHUGART CHRISTOPHER M.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/17/17 for the Period Ending 03/15/17

|             |  |
|-------------|--|
| Address     | PIER 1<br>BAY 3<br>SAN FRANCISCO, CA 94111 |
| Telephone   | (415) 283-4000                             |
| CIK         | 0001561660                                 |
| Symbol      | PEGI                                       |
| SIC Code    | 4911 - Electric Services                   |
| Industry    | Independent Power Producers                |
| Sector      | Utilities                                  |
| Fiscal Year | 12/31                                      |

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

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person -<br><b>Shugart Christopher M.</b><br>(Last) (First) (Middle)<br><b>PIER 1, BAY 3</b><br>(Street)<br><b>SAN FRANCISCO, CA 94111</b><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>Pattern Energy Group Inc. [ PEGI ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Senior VP, Operations</b> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>3/15/2017</b>  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)   |  |  |

**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            | 3/15/2017      |                                   | A                         |   | 5775  | (1)        | A     | \$0   | 60690  | D   |
| Class A Common Stock            | 3/15/2017      |                                   | A                         |   | 3828  | (2)        | A     | \$0   | 64518  | D   |

**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 | Title   | Amount or Number of Shares |  |  |  |  |

### Explanation of Responses:

( Represents the maximum number of shares which may become earned and vested based on relative total shareholder return over the three-year period ending 1) December 31, 2019. The actual amount eligible for vesting will be between 0 and 100% of this number, depending on actual performance.

( 2) Vests in 3 equal annual installments starting in December 2017.

### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| <b>Shugart Christopher M.</b><br><b>PIER 1, BAY 3</b><br><b>SAN FRANCISCO, CA 94111</b> |               |           | <b>Senior VP, Operations</b> |       |

### Signatures

/s/ **Dyann S. Blaine, attorney-in-fact**

**3/17/2017**

\*\*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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