

# **PATTERN ENERGY GROUP INC.**

Filed by  
**PATTERN RENEWABLES LP**

## **FORM SC 13D/A** (Amended Statement of Beneficial Ownership)

Filed 04/19/18

Address	PIER 1 BAY 3 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

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 6)\*

**Pattern Energy Group Inc.**

(Name of Issuer)

**Class A Common Stock, par value \$0.01**

(Title of Class of Securities)

**70338P 100**

(CUSIP Number)

**Dianna Rosser Aprile  
c/o Riverstone Holdings LLC  
712 Fifth Avenue, 36th Floor  
New York, NY 10019  
(212) 993-0076**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**April 17, 2018**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

**Note** : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* 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).

1 Names of Reporting Persons  
Pattern Renewables LP

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2 Check the Appropriate Box if a Member of a Group

(a)

---

(b)

---

3 SEC Use Only

---

4 Source of Funds (See Instructions)  
OO

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5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

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6 Citizenship or Place of Organization  
Delaware

---

7 Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
2

---

9 Sole Dispositive Power  
0

---

10 Shared Dispositive Power  
2

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
2

---

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

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13 Percent of Class Represented by Amount in Row (11)  
Less than 0.1%

---

14 Type of Reporting Person  
PN

---

1 Names of Reporting Persons  
Pattern Renewables GP LLC

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2 Check the Appropriate Box if a Member of a Group

(a)

---

(b)

---

3 SEC Use Only

---

4 Source of Funds (See Instructions)  
OO

---

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
Delaware

---

7 Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
2

---

9 Sole Dispositive Power  
0

---

10 Shared Dispositive Power  
2

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
2

---

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13 Percent of Class Represented by Amount in Row (11)

Less than 0.1%

---

14 Type of Reporting Person  
OO (Limited Liability Company)

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1 Names of Reporting Persons  
Pattern Development Finance Company LLC

---

2 Check the Appropriate Box if a Member of a Group

(a)

---

(b)

---

3 SEC Use Only

---

4 Source of Funds (See Instructions)  
OO

---

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
Delaware

---

7 Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
7,175,860

---

9 Sole Dispositive Power  
0

---

10 Shared Dispositive Power  
7,175,860

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
7,175,860

---

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13 Percent of Class Represented by Amount in Row (11)

7.3%

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14 Type of Reporting Person  
OO (Limited Liability Company)

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1	Names of Reporting Persons Pattern Energy Group LP
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2	Check the Appropriate Box if a Member of a Group
(a)	<input type="checkbox"/>
(b)	<input type="checkbox"/>

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3	SEC Use Only
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4	Source of Funds (See Instructions) OO
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5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
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6	Citizenship or Place of Organization Delaware
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7	Sole Voting Power 0
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Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 7,175,862
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 7,175,862

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11	Aggregate Amount Beneficially Owned by Each Reporting Person 7,175,862
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12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>
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13	Percent of Class Represented by Amount in Row (11)
----	--

7.3%

---

14 Type of Reporting Person  
PN

---

1 Names of Reporting Persons  
Pattern Energy GP LLC

---

2 Check the Appropriate Box if a Member of a Group

(a)

---

(b)

---

3 SEC Use Only

---

4 Source of Funds (See Instructions)  
OO

---

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
Delaware

---

7 Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
7,175,862

---

9 Sole Dispositive Power  
0

---

10 Shared Dispositive Power  
7,175,862

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
7,175,862

---

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13 Percent of Class Represented by Amount in Row (11)

7.3%

---

14 Type of Reporting Person  
OO (Limited Liability Company)

---

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1	Names of Reporting Persons Pattern Energy Group Holdings LP
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2	Check the Appropriate Box if a Member of a Group
(a)	<input type="checkbox"/>
(b)	<input type="checkbox"/>

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3	SEC Use Only
---	--------------

---

4	Source of Funds (See Instructions) OO
---	--

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5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
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6	Citizenship or Place of Organization Delaware
---	--

---

7	Sole Voting Power 0
---	------------------------

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Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 7,175,862
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 7,175,862

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11	Aggregate Amount Beneficially Owned by Each Reporting Person 7,175,862
----	---

---

12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>
----	--

---

13	Percent of Class Represented by Amount in Row (11)
----	--

7.3%

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14 Type of Reporting Person  
PN

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1	Names of Reporting Persons Pattern Energy Group Holdings GP LLC
---	--

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2	Check the Appropriate Box if a Member of a Group
(a)	<input type="checkbox"/>
(b)	<input type="checkbox"/>

---

3	SEC Use Only
---	--------------

---

4	Source of Funds (See Instructions) OO
---	--

---

5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
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6	Citizenship or Place of Organization Delaware
---	--

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7	Sole Voting Power 0
---	------------------------

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Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 7,175,862
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 7,175,862

---

11	Aggregate Amount Beneficially Owned by Each Reporting Person 7,175,862
----	---

---

12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>
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13	Percent of Class Represented by Amount in Row (11)
----	--

7.3%

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14 Type of Reporting Person  
OO (Limited Liability Company)

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1	Names of Reporting Persons R/C Wind II LP
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2	Check the Appropriate Box if a Member of a Group
(a)	<input type="checkbox"/>
(b)	<input type="checkbox"/>

---

3	SEC Use Only
---	--------------

---

4	Source of Funds (See Instructions) OO
---	--

---

5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
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6	Citizenship or Place of Organization Delaware
---	--

---

7	Sole Voting Power 0
---	------------------------

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Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 7,175,862
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 7,175,862

---

11	Aggregate Amount Beneficially Owned by Each Reporting Person 7,175,862
----	---

---

12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>
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13	Percent of Class Represented by Amount in Row (11)
----	--

7.3%

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14 Type of Reporting Person  
PN

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1	Names of Reporting Persons Riverstone/Carlyle Renewable Energy Grant GP, L.L.C.
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2	Check the Appropriate Box if a Member of a Group
(a)	<input type="checkbox"/>
(b)	<input type="checkbox"/>

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3	SEC Use Only
---	--------------

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4	Source of Funds (See Instructions) OO
---	--

---

5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
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6	Citizenship or Place of Organization Delaware
---	--

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7	Sole Voting Power 0
---	------------------------

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Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 7,175,862
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 7,175,862

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11	Aggregate Amount Beneficially Owned by Each Reporting Person 7,175,862
----	---

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12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>
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13	Percent of Class Represented by Amount in Row (11)
----	--

7.3%

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14 Type of Reporting Person  
OO (Limited Liability Company)

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1 Names of Reporting Persons  
R/C Renewable Energy GP II, L.L.C.

---

2 Check the Appropriate Box if a Member of a Group

(a)

---

(b)

---

3 SEC Use Only

---

4 Source of Funds (See Instructions)  
OO

---

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
Delaware

---

7 Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
7,175,862

---

9 Sole Dispositive Power  
0

---

10 Shared Dispositive Power  
7,175,862

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
7,175,862

---

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13 Percent of Class Represented by Amount in Row (11)

7.3%

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14 Type of Reporting Person  
OO (Limited Liability Company)

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### Explanatory Note

This Amendment No. 6 to Schedule 13D (this “Amendment No. 6”) amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the “SEC”) on November 12, 2014 (as amended to date, the “Schedule 13D”), relating to the Class A common stock, par value \$0.01 (the “Class A shares”) of Pattern Energy Group Inc. (the “Issuer”). Capitalized terms used herein without definition shall have the meaning set forth in the Schedule 13D.

#### Item 5. Interest in Securities of the Issuer

Item 5(a) - (b) of the Schedule 13D is amended and restated in its entirety by inserting the following information:

The following sets forth, as of the date of this Schedule 13D, the aggregate number and percentage of Class A shares beneficially owned by each of the Reporting Persons, as well as the number of Class A shares as to which each Reporting Person has the sole power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition of, based on 97,865,865 Class A shares outstanding as of February 23, 2018.

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or to direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition	Shared power to dispose or to direct the disposition
Pattern Renewables LP	2	*	0	2	0	2
Pattern Renewables GP LLC	2	*	0	2	0	2
Pattern Development Finance Company LLC	7,175,860	7.3%	0	7,175,860	0	7,175,860
Pattern Energy Group LP	7,175,862	7.3%	0	7,175,862	0	7,175,862
Pattern Energy GP LLC	7,175,862	7.3%	0	7,175,862	0	7,175,862
Pattern Energy Group Holdings LP	7,175,862	7.3%	0	7,175,862	0	7,175,862
Pattern Energy Group Holdings GP LLC	7,175,862	7.3%	0	7,175,862	0	7,175,862
R/C Wind II LP	7,175,862	7.3%	0	7,175,862	0	7,175,862
Riverstone/Carlyle Renewable Energy Grant GP, L.L.C.	7,175,862	7.3%	0	7,175,862	0	7,175,862
R/C Renewable Energy GP II, L.L.C.	7,175,862	7.3%	0	7,175,862	0	7,175,862

\* Less than 0.1%

R/C Renewable Energy GP II is the managing member of R/C Renewable Energy Grant GP, which is the general partner of R/C Wind II, which is the managing member of PEG Holdings GP, which is the general partner of PEG Holdings, which is the managing member of Pattern Energy GP, which is the general partner of PEG LP, which is the sole member of Pattern Renewables GP, which is the general partner of Pattern Renewables. Accordingly, each of the foregoing entities may be deemed to share beneficial ownership of the shares held by Pattern Renewables. PEG LP is the sole member of Pattern Finco. As a result, R/C Renewable Energy

GP II, R/C Renewable Energy Grant GP, R/C Wind II, PEG Holdings GP, PEG Holdings, Pattern Energy GP and PEG LP may be deemed to share beneficial ownership of the shares held by Pattern Finco. 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 Pattern Renewables. Such individuals expressly disclaim any such beneficial ownership.

Item 5(c) of the Schedule 13D is amended and supplemented by inserting the following information:

From the date of the most recent amendment to this Schedule 13D through April 18, 2018, Pattern Finco disposed of 176,100 Class A shares, in a series of transactions at prices ranging from \$17.36 to \$18.07 per share in open market transactions on the Nasdaq Global Select Market. Details by date, listing the number of shares of Class A shares disposed of and the weighted average price per share are provided below. The Reporting Persons undertake to provide, upon request by the staff of the SEC, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for these transactions.

Date	Equity Shares Disposed Of	Weighted Average Price per Share
April 13, 2018	50,397	\$ 17.4785
April 16, 2018	56,503	\$ 17.5035
April 17, 2018	37,100	\$ 17.7815
April 18, 2018	32,100	\$ 17.9273

Except for the transactions disclosed in this Item 5(c), none of the Reporting Persons or Related Persons has effected any transactions in the Class A shares of the Issuer since the most recent filing on Schedule 13D.

- (d) None.
- (e) Not applicable.



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**SIGNATURES**

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.

**Date :** April 19, 2018

**PATTERN RENEWABLES LP**

By: /s/ Dyann S. Blaine

Name: Dyann S. Blaine

Title: Vice President

**PATTERN RENEWABLES GP LLC**

By: /s/ Dyann S. Blaine

Name: Dyann S. Blaine

Title: Vice President

**PATTERN DEVELOPMENT FINANCE COMPANY LP**

By: /s/ Dyann S. Blaine

Name: Dyann S. Blaine

Title: Vice President

**PATTERN ENERGY GROUP LP**

By: /s/ Dyann S. Blaine

Name: Dyann S. Blaine

Title: Vice President

**PATTERN ENERGY GP LLC**

By: /s/ Dyann S. Blaine

Name: Dyann S. Blaine

Title: Vice President

**PATTERN ENERGY GROUP HOLDINGS LP**

By: /s/ Daniel M. Elkort  
Name: Daniel M. Elkort  
Title: Vice President

**PATTERN ENERGY GROUP HOLDINGS GP LLC**

By: R/C 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, L.L.C., its sole member

By: /s/ Peter Haskopoulos  
Name: Peter Haskopoulos  
Title: Authorized Person

**R/C WIND II LP**

By: Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., its general partner  
By: R/C Renewable Energy GP II, L.L.C., its sole member

By: /s/ Peter Haskopoulos  
Name: Peter Haskopoulos  
Title: Authorized Person

**RIVERSTONE/CARLYLE RENEWABLE ENERGY GRANT GP, L.L.C.**

By: R/C Renewable Energy GP II, L.L.C., its sole member

By: /s/ Peter Haskopoulos  
Name: Peter Haskopoulos  
Title: Authorized Person

**R/C RENEWABLE ENERGY GP II, L.L.C.**

By: /s/ Peter Haskopoulos

Name: Peter Haskopoulos

Title: Authorized Person