
United States
Securities and Exchange Commission
Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**Information to be Included in Statements Filed Pursuant to § 240.13d-1(a) and
Amendments Thereto Filed Pursuant to § 240.13d-2(a)**

**Under the Securities Exchange Act of 1934
(Amendment No. 12)***

SunPower Corporation
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

867652 406
(CUSIP Number)

Lee Young
Legal Director, Corporate Transaction
TOTAL S.A.
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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 31, 2020
(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 § 240.13d-7 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 Total S.A.	
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) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization France	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	Sole Voting Power 0
	8	Shared Voting Power 89,931,228
	9	Sole Dispositive Power 0
	10	Shared dispositive power 89,931,228
11	Aggregate Amount Beneficially Owned by Each Reporting Person 89,931,228	
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) 51.02%*	
14	Type of Reporting Person CO	

* Includes 5,126,775 shares of Common Stock issuable upon conversion of the convertible debentures issued by Issuer to Total Solar on June 11, 2014 and 3,275,680 shares of Common Stock issuable upon conversion of the convertible debentures acquired by Total Solar from the Issuer on December 9, 2015. Percentage calculated based on 167,879,488 shares of Common Stock outstanding as of November 25, 2019 as reported by the Issuer in the Prospectus Supplement filed with the Securities and Exchange Commission on November 22, 2019.

1	Names of Reporting Persons Total Gaz Electricité Holdings France SAS	
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) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization France	
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* Includes 5,126,775 shares of Common Stock issuable upon conversion of the convertible debentures issued by Issuer to Total Solar on June 11, 2014 and 3,275,680 shares of Common Stock issuable upon conversion of the convertible debentures acquired by Total Solar from the Issuer on December 9, 2015. Percentage calculated based on 167,879,488 shares of Common Stock outstanding as of November 25, 2019 as reported by the Issuer in the Prospectus Supplement filed with the Securities and Exchange Commission on November 22, 2019.

1	Names of Reporting Persons Total Solar Intl SAS	
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) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization France	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	Sole Voting Power 0
	8	Shared Voting Power 89,931,228
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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) 51.02%*	
14	Type of Reporting Person CO	

* Includes 5,126,775 shares of Common Stock issuable upon conversion of the convertible debentures issued by Issuer to Total Solar on June 11, 2014 and 3,275,680 shares of Common Stock issuable upon conversion of the convertible debentures acquired by Total Solar from the Issuer on December 9, 2015. Percentage calculated based on 167,879,488 shares of Common Stock outstanding as of November 25, 2019 as reported by the Issuer in the Prospectus Supplement filed with the Securities and Exchange Commission on November 22, 2019.

Explanatory Note

This Amendment No. 12 (this “Amendment”) amends and supplements the statement on Schedule 13D filed on June 23, 2011, as amended on July 1, 2011, November 21, 2011, December 23, 2011, February 2, 2012, March 1, 2012, June 6, 2013, June 18, 2014, December 10, 2015, November 25, 2019 and January 21, 2020 (the “Filing”), by the Reporting Persons relating to the Shares of the Issuer. Information reported in the Filing remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Filing.

Item 5. Interest in Securities of the Issuer.

Item 5(a) and (b) of the Filing is amended and restated in its entirety as follows:

The number and percentage of shares of Common Stock to which this Statement relates is 89,931,228, constituting 51.02% of the 167,879,488 shares of Common Stock outstanding as of November 25, 2019 as reported by the Issuer in the Prospectus Supplement filed with the Securities and Exchange Commission on November 22, 2019, which includes 5,126,775 shares of Common Stock issuable upon conversion of the convertible debentures issued by Issuer to Total Solar on June 11, 2014 and 3,275,680 shares of Common Stock issuable upon conversion of the convertible debentures acquired by Total Solar from the Issuer on December 9, 2015.

Total Solar is an indirect wholly owned subsidiary of Total Gaz, which is an indirect wholly owned subsidiary of Total. As a result, each of Total Solar, Total Gaz and Total may be deemed to beneficially own the foregoing Shares.

As of the date of this Statement, the Reporting Persons are the only beneficial owners of the foregoing Shares. To the best of the Reporting Persons’ knowledge, none of the persons listed on Schedule A is the beneficial owner of any Shares.

Item 5(c) of the Filing is amended and supplemented as follows:

From the January 15, 2020 through February 3, 2020, Total Gaz purchased 2,952,091 shares of Common Stock, in a series of transactions at prices ranging from \$8.15 to \$8.90 per share in open market transactions on the New York Stock Exchange. Details by date, listing the number of shares purchased 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.

<u>Date</u>	<u>Shares Purchased</u>	<u>Weighted Average Price per Share</u>
January 15, 2020	173,058	\$ 8.4747
January 16, 2020	355,382	\$ 8.8207
January 17, 2020	209,807	\$ 8.7758
January 21, 2020	180,612	\$ 8.7589
January 22, 2020	346,774	\$ 8.726
January 24, 2020	157,602	\$ 8.741

January 27, 2020	400,408	\$8.4033
January 28, 2020	13,636	\$8.4723
January 29, 2020	211,677	\$ 8.755
January 30, 2020	84,221	\$8.6567
January 31, 2020	499,786	\$8.5429
February 3, 2020	319,128	\$8.7128

Other than as described in this Item 5(c) herein, neither the Reporting Persons nor, to the best of the Reporting Persons' knowledge, any of the persons listed on Schedule A has effected any transaction in the Shares since the filing of the last amendment to this Filing.

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: February 4, 2020

TOTAL S.A.

By: /s/ Aurélien Hamelle

Name: Aurélien Hamelle

Title: General Counsel

TOTAL GAZ ELECTRICITÉ HOLDINGS FRANCE SAS

By: /s/ Laurent Vivier

Name: Laurent Vivier

Title: Managing Director

TOTAL SOLAR INTL SAS

By: /s/ Vincent Guèrard

Name: Vincent Guèrard

Title: Managing Director