

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>GIP III Sol Holdings, L.P.</u> (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS, 30TH FLOOR (Street) NEW YORK NY 10105 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUNPOWER CORP [SPWR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/30/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant (right to buy)	\$0.01 ⁽⁴⁾	05/30/2024		A ⁽³⁾	1		(4)	(4)	Common Stock	33,402,112 ⁽³⁾⁽⁴⁾	(3)	1	I	See Footnote ⁽¹⁾⁽²⁾

1. Name and Address of Reporting Person* <u>GIP III Sol Holdings, L.P.</u> (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS, 30TH FLOOR (Street) NEW YORK NY 10105 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>GIP III Sol Acquisition, LLC</u> (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS, 30TH FLOOR (Street) NEW YORK NY 10105 (City) (State) (Zip)

Explanation of Responses:

- The securities reported herein are held directly by Sol Holding, LLC ("HoldCo"). TotalEnergies Renewables USA, LLC owns a number of units of HoldCo equal to 50% of the outstanding units plus one unit, and GIP III Sol Acquisition, LLC, owns a number of units of HoldCo equal to 50% of the outstanding units minus one unit. The sole member of GIP III Sol Acquisition, LLC is GIP III Sol Holdings, L.P. The general partner of GIP III Sol Holdings, L.P. is Global Infrastructure GP III, L.P.
- The General Partner of Global Infrastructure GP III, L.P. is Global Infrastructure Investors III, LLC. As a result, each of the foregoing entities is a Reporting Person and may be deemed to beneficially own the securities reported herein; however, each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. Solely for purposes of Section 16 of the Exchange Act, each Reporting Person may be deemed a "director by deputization".
- On May 30, 2024, SunPower Corp. (the "Issuer") borrowed \$50 million from Holdco (the "Tranche 2 Loans") and concurrently issued Holdco a warrant (the "Second Tranche Warrant") to purchase up to 33,402,112 shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") pursuant to the second lien credit agreement (the "Credit Agreement"), dated February 14, 2024, by and between the Issuer and Holdco.
- The Second Tranche Warrant is exercisable at an initial exercise price of \$0.01 per share and will expire ten years following its issuance. Upon certain issuances of Common Stock by the Issuer at a price less than 92.5% of the 10-day VWAP of the Common Stock, the number of shares of Common Stock that the holder will be entitled to purchase upon exercise of the Second Tranche Warrant will be adjusted upward pursuant to an anti-dilution formula set forth in the Second Tranche Warrant. Additionally, pursuant to the terms of the Second Tranche Warrant, the number of shares for which the Second Tranche Warrant is exercisable and the exercise price for such shares may be adjusted for stock splits, reclassifications, share combinations, dividends or distributions made by the Issuer on the Common Stock, certain other issuances of Common Stock or securities convertible into Common Stock and similar adjustments.

GIP III SOL HOLDINGS, L.P.
 By: Global Infrastructure GP III,
 L.P., its general partner By: /s/ 06/03/2024
 Jonathan Bram Name: Jonathan
 Bram Title: Partner

GIP III SOL ACQUISITION,
LLC By: /s/ Jonathan Bram
Name: Jonathan Bram Title:
President

06/03/2024

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.