

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SUNPOWER CORP</u> (Last) (First) (Middle) <u>77 RIO ROBLES</u> (Street) <u>SAN JOSE</u> <u>CA</u> <u>95134</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>8point3 Energy Partners LP [CAFD]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/24/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Units in 8point3 Operating Company, LLC	(2)(3)	06/24/2015		A		8,778,190		(2)(3)	(2)(3)	See Footnote ⁽⁴⁾	8,778,190 ⁽²⁾⁽³⁾	(5)	8,778,190	I	By Subsidiary ⁽⁵⁾⁽⁶⁾
Subordinated Units in 8point3 Operating Company, LLC	(2)(3)	06/24/2015		A		20,104,885		(2)(3)	(2)(3)	See Footnote ⁽⁴⁾	20,104,885 ⁽²⁾⁽³⁾	(5)	20,104,885	I	By Subsidiary ⁽⁵⁾⁽⁶⁾
See Footnote ⁽¹⁾	(2)(3)	06/24/2015		A		28,883,075		(2)(3)	(2)(3)	See Footnote ⁽⁴⁾	28,883,075 ⁽²⁾⁽³⁾	(5)	28,883,075	I	By Subsidiary ⁽⁵⁾⁽⁶⁾

1. Name and Address of Reporting Person* <u>SUNPOWER CORP</u> (Last) (First) (Middle) <u>77 RIO ROBLES</u> (Street) <u>SAN JOSE</u> <u>CA</u> <u>95134</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>SunPower HoldCo, LLC</u> (Last) (First) (Middle) <u>77 RIO ROBLES</u> (Street) <u>SAN JOSE</u> <u>CA</u> <u>95134</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>SunPower YC Holdings, LLC</u> (Last) (First) (Middle) <u>77 RIO ROBLES</u> (Street) <u>SAN JOSE</u> <u>CA</u> <u>95134</u> (City) (State) (Zip)
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Explanation of Responses:

- 1. Class B Shares representing limited partner interests in 8point3 Energy Partners LP.
- 2. Pursuant to an exchange agreement, dated June 24, 2015, certain holders can tender Common Units in 8point3 Operating Company, LLC ("OpCo") and an equal number of Class B shares representing limited partnership interests in 8point3 Energy Partners LP (the "Partnership") (together, the "Tendered Units") for redemption by the Partnership and OpCo. Such holder has the right to receive, at the election of OpCo with the approval of the conflicts committee of the Board of Directors of the General Partner (as defined below), either the number of Class A shares representing limited partnership interests in the Partnership ("Class A Shares") equal to the number of Tendered Units or a cash payment equal to the number of Tendered Units multiplied by the then current trading price of the Class A Shares.
- 3. (Continued from Footnote 2) In addition, the Partnership has the right but not the obligation, to directly purchase such Tendered Units for, subject to the approval of the conflicts committee of the Board of Directors of the General Partner, cash or Class A Shares at its election. Subordinated Units in OpCo will convert to Common Units in OpCo on a one-for-one basis once certain distribution thresholds have been achieved.
- 4. Class A Shares representing limited partner interests in 8point3 Energy Partners LP.
- 5. These securities were acquired by SunPower YC Holdings, LLC ("YC Holdings") in connection with the contribution of certain assets, which were recorded at a carryover basis of \$127.7 million.
- 6. This Form 4 is being filed jointly by SunPower Corporation ("SunPower"), SunPower HoldCo, LLC ("HoldCo") and YC Holdings (together, the "Reporting Persons"). SunPower is the sole member of HoldCo, which is the sole member of YC Holdings. YC Holdings holds a 50% interest in 8point3 Holding Company, LLC ("Holdings") and Holdings is the sole member of 8point3 General Partner, LLC (the "General Partner"), which owns the non-economic general partner interest in the Partnership.

Remarks:

On the basis of the relationship between the Reporting Persons (whether directly or through their affiliates) and certain directors of the General Partner, the general partner of the Partnership, the Reporting Persons may be deemed to be directors of the Partnership. The filing of this Statement shall not be construed as an admission that any Reporting Person is, for purposes of Section 13(d) of the Exchange Act, as amended, the beneficial owner of any security.

/s/ Natalie F. Jackson, as
Authorized Signatory of SunPower 06/25/2015
HoldCo, LLC
/s/ Natalie F. Jackson, as
Authorized Signatory of SunPower 06/25/2015
YC Holdings, LLC
/s/ Charles D. Boynton, as
Authorized Signatory of SunPower 06/25/2015
Corporation

** 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.