

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) 02/14/2024	
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 Indirect 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
Warrant (right to buy)	\$0.01 ⁽⁶⁾⁽⁷⁾	02/14/2024		A ⁽³⁾⁽⁴⁾⁽⁵⁾		1		(6)(7)	(6)	Common Stock	41,752,640 ⁽³⁾⁽⁴⁾⁽⁵⁾	(3)(4)(5)	1	I	See Footnote ⁽¹⁾⁽²⁾

1. Name and Address of Reporting Person*
GIP III Sol Holdings, L.P.
 (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*
GIP III Sol Acquisition, LLC
 (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 deputation".
- On February 14, 2024, SunPower Corp. (the "Issuer") entered into a second lien credit agreement (the "Credit Agreement") with HoldCo, pursuant to which HoldCo provided an approximately \$175 million term loan facility comprised of a \$125 million tranche that was borrowed on February 14, 2024 (the "Tranche 1 Loans"), and a second tranche of up to \$50 million of loans is available to be borrowed upon the satisfaction of certain conditions (the "Tranche 2 Loans").
- In connection with the Credit Agreement, the Issuer agreed to issue to HoldCo warrants to purchase shares of the Issuer's common stock, par value \$0.001 per share (the "Common Stock"), in two tranches: (i) the first tranche ("First Tranche Warrant") reported herein consists of a warrant exercisable for 41,752,640 shares of Common Stock and (ii) the second tranche ("Second Tranche Warrants" and together with the First Tranche Warrant, the "Warrants") will consist of additional warrants exercisable for up to 33,402,112 shares of Common Stock.
- On February 14, 2024, concurrently with the issuance of the Tranche 1 Loans, the Issuer issued the First Tranche Warrant to HoldCo. The issuance of Second Tranche Warrants is subject to the Issuer's determination to call the Tranche 2 Loans, the size of the Tranche 2 Loans borrowed, Issuer's submission of an updated business plan, among other conditions not in the control of HoldCo, and accordingly the Second Tranche Warrants are not a "derivative security" (as such term is defined in Rule 16a-1(c) under the Securities Exchange Act of 1934, as amended ("Exchange Act")) and are therefore not reportable for purposes of Section 16 of the Exchange Act.
- The Warrants are exercisable at an initial exercise price of \$0.01 per share and will expire ten years following their 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 Warrants will be adjusted upward pursuant to an anti-dilution formula set forth in the Warrants. Additionally, pursuant to the terms of the Warrants, the number of shares for which the Warrants are 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.
- On February 14, 2024, the Issuer received executed written consents from stockholders approving the issuance of all shares of Common Stock issuable upon exercise of the First Tranche Warrant exceeding 19.99% of the number of shares of Common Stock outstanding as of that date (the "19.99% Cap"), the issuance of Second Tranche Warrants and the issuance of all shares of Common Stock issuable upon exercise of Second Tranche

Warrants. HoldCo may not exercise the Warrants to the extent that the number of shares of Common Stock to be issued to HoldCo upon such exercise would exceed the 19.99% Cap until the twentieth calendar day following the date that the Issuer mails an information statement to its stockholders.

GIP III SOL HOLDINGS, L.P.
By: Global Infrastructure GP III,
L.P., its general partner, By:
Global Infrastructure Investors, 02/16/2024
LLC, its general partner, By:
Name: Jonathan Bram Title:
Partner /s/ Jonathan Bram

GIP III SOL ACQUISITION,
LLC By: Name: Jonathan Bram 02/16/2024
Title: President /s/ Jonathan Bram

** 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.