UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K/A

(Amendment No. 1)

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 5, 2018

SunPower Corporation

(Exact name of registrant as specified in its charter)

001-34166 (Commission File Number)

Delaware

(State or other jurisdiction of incorporation)

94-3008969 (I.R.S. Employer Identification No.)

77 Rio Robles, San Jose, California 95134 (Address of principal executive offices, with zip code)

(408) 240-5500

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Emerging growth company \Box

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

This current report on Form 8-K/A is being filed as an amendment to the current report on Form 8-K filed by SunPower Corporation (the "Company") with the Securities and Exchange Commission on November 5, 2018 (the "Original Form 8-K"). The Original Form 8-K reported the entry into a joint venture with certain affiliates of Hannon Armstrong Sustainable Infrastructure Capital, Inc. to acquire, own, manage, operate, finance, and maintain a portfolio of residential rooftop or ground-mounted solar photovoltaic electric generating systems (the "Transaction"). In connection with the Transaction, the Company will deconsolidate certain entities that have historically held the assets and liabilities comprising its residential lease business. This Form 8-K/A amends the Original Form 8-K to correct certain dates associated with the Transaction and to include the unaudited pro forma condensed consolidated financial information required by Item 9.01(b) of Form 8-K.

Item 8.01 Other Events

In the Original Form 8-K, the Company incorrectly stated the date upon which SunStrong Capital Acquisition OF, LLC, a wholly-owned subsidiary of the Company ("Borrower") borrowed approximately \$24.6 million (the "Initial Advance") under a subordinated, mezzanine loan agreement. The Initial Advance was not borrowed on November 5, 2018; rather the Borrower expects to borrow the Initial Advance on or about November 20, 2018.

Item 9.01 Financial Statements and Exhibits.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed consolidated financial information of the Company giving effect to the Transaction for the year ended December 31, 2017 and as of and for the nine months ended September 30, 2018 are filed herewith as Exhibit 99.1.

(d) Exhibits

Exhibit No.Description99.1Unaudited pro forma condensed consolidated financial information document(s) will be attached as exhibits.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUNPOWER CORPORATION

By:

Name:

Title:

November 9, 2018

/s/ MANAVENDRA S. SIAL

Manavendra S. Sial Executive Vice President and Chief Financial Officer On November 5, 2018, the Company reported entry into a joint venture with certain affiliates of Hannon Armstrong Sustainable Infrastructure Capital, Inc. to acquire, own, manage, operate, finance, and maintain a portfolio of residential rooftop or ground-mounted solar photovoltaic electric generating systems (the "Transaction"). In connection with the Transaction, the Company will deconsolidate certain entities that have historically held the assets and liabilities comprising its residential lease business (the "Residential Lease Portfolio").

The following unaudited pro forma condensed consolidated financial information of the Company is derived from the Company's historical consolidated financial statements and should be read in conjunction with the audited financial statements and notes thereto appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and the unaudited financial statements and notes thereto appearing in the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2018. The accompanying unaudited pro forma condensed consolidated statements of operations for the nine months ended September 30, 2018 and the fiscal year ended December 31, 2017 are presented as if the Transaction, as discussed in Item 9.01 of the 8-K/A, had been completed as of January 1, 2018 and January 2, 2017, respectively. The unaudited pro forma condensed consolidated balance sheet is presented as if the disposition had been completed as of September 30, 2018. The unaudited pro forma financial statements reflect the Transaction as an adjustment to the consolidated as reported balance sheet and consolidated as reported statements of operations, as the Transaction qualifies as significant in accordance with Regulation S-X Section 210.11-01(b)(2).

The unaudited pro forma condensed consolidated financial information has been presented for informational purposes only and is not indicative of any future results of operations or the results that might have occurred if the disposition had actually been completed on the indicated dates. The unaudited pro forma condensed consolidated financial statements are based on management's estimate of the effects on the financial statements of the Transaction. Pro forma adjustments are based on currently available information, historical results and certain assumptions that management believes are reasonable and described in the accompanying notes.

The unaudited pro forma condensed consolidated financial statements do not include earnings on proceeds and related tax effects that result directly from the Transaction, which will be included in the Company's operating results in future periods.

SUNPOWER CORPORATION UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET AS OF SEPTEMBER 30, 2018

	C	onsolidated, as reported	Historical adjustments	(a)	Pro forma adjustments	C	consolidated, as adjusted
Assets							
Current assets:							
Cash and cash equivalents	\$	220,789	\$ (5,402)	(c) \$	34,282	(b) \$	249,669
Restricted cash and cash equivalents, current							
portion		55,902	(20,597)	(c)	—		35,305
Accounts receivable, net		219,036	(22,944)	(c)	9,398	(h)	205,490
Contract assets		65,215	—		—		65,215
Inventories		382,888	—		—		382,888
Advances to suppliers, current portion		69,712	—		—		69,712
Project assets - plants and land, current portion		81,215	—		_		81,215
Prepaid expenses and other current assets		130,398	(10,387)	(c)	13,150	(b)	133,161
Total current assets		1,225,155	 (59,330)		56,830		1,222,655
Restricted cash and cash equivalents, net of current							
portion		75,694	(63,273)	(c)	—		12,421
Restricted long-term marketable securities		5,773	—		_		5,773
Property, plant and equipment, net		760,590	_		—		760,590
Solar power systems leased and to be leased, net		362,618	(276,044)	(c)	_		86,574
Advances to suppliers, net of current portion		117,096	—		—		117,096
Long-term financing receivables, net - held for sale		388,021	(381,366)	(c)	—		6,655
Other intangible assets, net		14,499	—		—		14,499
Other long-term assets		176,671	(19,173)	(c)	10,408	(e)	167,906
Total assets	\$	3,126,117	\$ (799,186)	\$	67,238	\$	2,394,169
Liabilities and Equity							
Current liabilities:							
Accounts payable	\$	358,173	\$ (12,412)	(c) \$	—	\$	345,761
Accrued liabilities		201,823	(1,617)	(c)	14,847	(b)	215,053
Contract liabilities, current portion		93,274			—		93,274
Short-term debt		65,885	(8,827)	(c)	—		57,058
Convertible debt, current portion					—		—
Total current liabilities		719,155	 (22,856)		14,847		711,146
Long-term debt		591,385	(442,925)	(c)	_	(b)	148,460
Convertible debt, net of current portion		817,881	_				817,881
Contract liabilities, net of current portion		142,798	_		_		142,798
Other long-term liabilities		803,885	(36,504)	(c)	4,415	(d)	771,796
Total liabilities		3,075,104	 (502,285)	_	19,262		2,592,081

Redeemable noncontrolling interests in subsidiaries	15,230	(15,230)	(c)	_	_	_
Equity:						
Preferred stock	—			—		-
Common stock	141	—		—	141	I
Additional paid-in capital	2,457,104	4,934	(c)	—	2,462,038	3
Accumulated deficit	(2,322,814)	(217,811)	(c)	58,016	(2,482,609))
Accumulated other comprehensive loss	(3,601)	(1,329)	(c)	—	(4,930))
Treasury stock, at cost	(186,788)	—		—	(186,788	3)
Total stockholders' equity	(55,958)	(214,206)		58,016	(212,148	3)
Noncontrolling interests in subsidiaries	91,741	(67,465)	(c)	(10,040)	14,236	5
Total equity	35,783	(281,671)		47,976	(197,912	2)
Total liabilities and equity \$	3,126,117	\$ (799,186)	\$	67,238	\$ 2,394,169)

See accompanying notes to unaudited pro forma condensed consolidated financial information.

SUNPOWER CORPORATION UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2017

Residential leasing 199,106 189,933 9,641 (h) 18,8 Total revenue 1,794,046 189,933 9,641 (h) 1,8,8 Cost of revenue: Solar power systems, components, and other 1,436,349 - - - 1,436,31 Residential leasing 134,291 121,953 44,115 (d) 1,657,600 Total cost of revenue 1,570,600 67,980 5,226 1600 Operating expenses: - - 80,785 - - 273,43 Research and development 80,785 - - 273,43 624,335 601,011 - 223,346 Loss on busines diversitures - - - 67,248 67,233 3,552 - 273,34 Loss on busines diversitures - - - 61,233 601,011 - 23,34 Loss on busines diversitures - - - 61,248 (do 5,202) (do 5,202) (do 5,202) (do 5,202) (do 5,202)		С	onsolidated, as reported		Historical adjustments	(f)	Pro forma adjustments		С	onsolidated, as adjusted
Residential leasing 199,106 189,933 9,641 (h) 18,8 Total revenue 1,794,046 189,933 9,641 (h) 1,8,8 Cost of revenue:	Revenue:	<u>.</u>				_				
Total revenue 1,794,046 189,933 9,641 1,613,7 Cost of revenue: Solar power systems, components, and other 1,436,349 - - 1,436,3 Solar power systems, components, and other 134,291 121,953 4,415 (d) 16,7 Total cost of revenue 1,570,640 121,953 4,415 (d) 16,6 Operating expenses: Rescarch and development 80,785 - - 80,7 Gass profit (loss) 221,045 - - 271,4 Restructuring charges 21,045 - - 213,2 Total operating expenses 624,335 601,011 - 223,2 Total operating expenses 1,003,198 604,563 67,248 (a) 67,248 Operating expenses 1,003,198 604,563 66,2020 (305,52) (536,583) (62,022) (305,52) Other income (expense), net: - - - 21,00 - - 21,00 - (55,52) (556,890) (6	Solar power systems, components, and other	\$	1,594,940	\$	—				\$	1,594,940
Cost of revenue: Fundamental control Fundamental control Solar power systems, components, and other $1,436,349$ — — $ 1,436,37$ Residential leasing $134,291$ $121,953$ $4,415$ $160,67$ Total cost of revenue $1,570,640$ $121,953$ $4,415$ $1453,157$ Gross profit (loss) $223,406$ $67,980$ $5,226$ $160,67$ Operating expenses: Research and development $80,785$ — — $80,733$ $3,552$ — $272,434$ Restructuring charges $21,045$ — — $210,633$ $601,011$ — $223,406$ $67,248$ $602,222$ $(305,27)$ Total operating expenses $1,003,198$ $604,563$ $67,248$ $602,222$ $(305,27)$ $(305,283)$ $(62,022)$ $(305,283)$ $(62,022)$ $(305,27)$ $(305,283)$ $(62,022)$ $(305,283)$ $(62,022)$ $(406,07)$ Interest income $2,100$ — — $2,100$ — — $2,100$ — — $2,100$ $115,52$ $105,52$ $105,52$	Residential leasing		199,106		189,933		9,641	(h)		18,814
Solar power systems, components, and other $1,436,349$ $1,436,349$ Residential leasing $134,291$ $121,953$ $4,415$ (0) $165,7$ Total cost of revenue $1,570,640$ $121,953$ $4,415$ (0) $165,7$ Gross profit (loss) $223,406$ $67,980$ $5,226$ 1600.6 Operating expenses: $ 80,785$ $ 80,735$ Restructuring charges $210,445$ $ 277,33$ $3,552$ $ 277,33$ Loss on business divestitures $624,335$ $601,011$ $ 223,406$ $67,248$ $665,220$ Operating expenses $1,003,198$ $604,563$ $67,248$ $665,202$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$ $(305,22)$	Total revenue		1,794,046		189,933		9,641	_		1,613,754
Residential leasing 134,291 121,953 4,415 (a) 16,7 Total cost of revenue 1,570,640 121,953 4,415 1,453,1 Gross profit (loss) 223,406 67,980 5,226 160,0 Operating expenses: Research and development 80,785 - - 80,7 Sales, general and administrative 277,033 3,552 - 273,4 Restructuring charges 211,045 - - 210,4 Innpairment of residential lease assets 624,335 601,011 - 23,3 Loss on business divestitures - - 67,248 (a) 67,2 Other income (expense), net: - - - 61,248 (a) 65,2 Other income (expense), net: - - - 2,10 - - 2,1 Interest income 2,100 - - - 2,1 - 66,2,022) (d),5,5 Other income (expense), net (175,830) (20,307) - </td <td>Cost of revenue:</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	Cost of revenue:									
Total cost of revenue 1,570,640 121,953 4,415 1,453,1 Gross profit (loss) 223,406 67,980 5,226 160,6 Operating expenses: Research and development 80,785 — — 80,7 Research and development 80,785 — — 80,7 273,4 Restructuring charges 21,045 — — 210,0 Impairment of residential lease assets 624,335 601,011 — 223,3 Total operating expenses 1,003,198 604,563 67,248 60,7 Operating loss (779,792) (536,583) (62,022) (305,2 Other income (expense), net: — — — (87,640) — — (87,640) Interest income 2,100 — — — (87,640) — (155,5 Other income (expense), net (175,830) (20,307) — (155,5 (165,52) (165,52) (165,52) (165,52) (165,56,890) (62,022) (460,7)	Solar power systems, components, and other		1,436,349		—		—			1,436,349
Gross profit (loss) 223,406 67,980 5,226 160,00 Operating expenses: $223,406$ 67,980 5,226 160,00 Restructuring charges $21,045$ — — 273,4 Restructuring charges $21,045$ — — 21,04 Impairment of residential lease assets $624,335$ $601,011$ — 23,3 Loss on business divestitures — — — 67,248 (a) 64,5,2 Operating loss $(707,792)$ $(536,583)$ $(62,022)$ $(30,5,2)$ $(669,5)$ Other income (87,640) — — — (87,640) Interest expense $(90,290)$ $(20,307)$ — (87,640) Other income (expense), net $(175,830)$ $(20,307)$ — (87,640) Investes $3,943$ — — 35,52 Coss before income taxes and equity in earnings $(055,622)$ $(556,890)$ $(62,022)$ $(460,0,02)$ Investees $25,938$ —	Residential leasing		134,291		121,953		4,415	(d)		16,753
Operating expenses: Research and development $80,785$ $80,73,73,73,73,73,73,73,73,73,73,73,73,73,$	Total cost of revenue		1,570,640		121,953		4,415	_		1,453,102
Research and development $80,785$ $80,7$ Sales, general and administrative $277,033$ $3,552$ $277,4$ Restructuring charges $21,045$ $217,4$ Impairment of residential lease assets $624,335$ $601,011$ $23,3$ Loss on business divestitures $67,248$ (a) $67,24$ Operating loss $(779,792)$ $(536,583)$ $(62,022)$ $(305,52)$ Other income (expense), net: $2,10$ Interest income $2,100$ $2,10$ Interest income $2,100$ $2,10$ Interest income $(90,290)$ $(20,307)$ $(87,640)$ Other income (expense), net $(175,830)$ $(20,307)$ $3,55$ Ioss borbs income taxes and equity in earnings $(955,622)$ $(556,890)$ $(62,022)$ $(460,7)$ Resift from (provision for) income taxes $3,943$ <td>Gross profit (loss)</td> <td></td> <td>223,406</td> <td></td> <td>67,980</td> <td></td> <td>5,226</td> <td></td> <td></td> <td>160,652</td>	Gross profit (loss)		223,406		67,980		5,226			160,652
Sales, general and administrative 277,033 $3,552$ 273,4 Restructuring charges $21,045$ $210,01$ Impairment of residential lease assets $624,335$ $601,011$ $23,3$ Loss on business divestitures $67,248$ 00 $67,248$ $005,23,33$ Operating loss $(779,792)$ $(536,583)$ $(62,022)$ $(305,23,33)$ Other income (expense), net: $2,100$ $2,11,11,11,11,11,11,11,11,11,11,11,11,11$	Operating expenses:									
Restructuring charges $21,045$ — — -1 $21,045$ Impairment of residential lease assets $624,335$ $601,011$ — $23,35$ Loss on business divestitures — — — $67,248$ (a) $67,278$ Total operating expenses $1,003,198$ $604,563$ $67,248$ (a) $67,278$ Operating loss $(779,792)$ $(536,583)$ $(62,022)$ $(355,23)$ Other income (expense), net: Interest income $2,100$ — — $21,06$ Interest income $(90,290)$ $(20,307)$ — $(69,50)$ $(69,50)$ Other income (expense), net $(175,830)$ $(20,307)$ — $(155,50)$ Loss before income taxes and equity in earnings $(955,622)$ $(556,890)$ $(62,022)$ $(460,7)$ Benefit from (provision for) income taxes $3,943$ — — $25,938$ Net loss $(925,741)$ $(556,890)$ $(62,022)$ $(430,8)$ Net loss attributable to noncontrolling interests	Research and development		80,785		_		_			80,785
Impairment of residential lease assets $624,335$ $601,011$ - $23,3$ Loss on business divestitures - - $67,248$ $67,248$ $465,8$ Operating loss $(779,792)$ $(536,583)$ $(62,022)$ $(305,23)$ Other income (expense), net: - - $2,100$ - - $2,101$ - $(62,022)$ $(69,52)$ Other income (expense), net: - (90,290) $(20,307)$ - (69,52) Other, net (87,640) - - (87,660) - - (87,640, - - (155,52) (56,890) (62,022) (460,73,53) (20,307) - (155,52) (56,890) (62,022) (460,73,53) (20,307) - 3,55 (460,73,53) (20,307) - 3,55 (460,73,53) (20,307) - (155,55,52) (55,6890) (62,022) (460,73,53) (450,73) (450,73) (450,73) (450,73) (450,73) (450,73) (450,73) (450,73) (450,73) (450,73) (450,73) (450,73) (450,73) (450,72) (450,83) (450,83)<	Sales, general and administrative		277,033		3,552					273,481
Loss on business divestitures - - 67,248 (a) 67,2 Total operating expenses 1,003,198 604,563 67,248 465,8 Operating loss (779,792) (536,583) (62,022) (305,2 Other income (expense), net: - - - 2,1 Interest income 2,100 - - (69,5) Other, net (87,640) - - (87,640) Other income (expense), net (175,830) (20,307) - (155,5) Loss before income taxes and equity in earnings (955,622) (556,890) (62,022) (460,7) Rendift from (provision for) income taxes 3,943 - - 3,5) Equity in earnings (losses) of unconsolidated investees 25,938 - - 25,5 Net loss attributable to noncontrolling interests and redeemable noncontrolling interests 241,747 241,747 - - Net loss attributable to stockholders: \$ (683,994) \$ (315,143) \$ (62,022) \$ (430,8	Restructuring charges		21,045							21,045
Total operating expenses 1,003,198 604,563 67,248 465,8 Operating loss (779,792) (536,583) (62,022) (305,2 Other income (expense), net: Interest income 2,100 - - 2,1 Interest expense (90,290) (20,307) - (69,5) Other net (87,640) - - (87,60) Other net (175,830) (20,307) - (155,5) Loss before income taxes and equity in earnings (losses) of unconsolidated investees (955,622) (556,890) (62,022) (460,7) Benefit from (provision for) income taxes 3,943 - - 3,5 Equity in earnings (losses) of unconsolidated investees (25,741) (556,890) (62,022) (430,8) Net loss attributable to noncontrolling interests and redeemable noncontrolling interests 241,747 241,747 - Net loss attributable to stockholders: \$ (683,994) \$ (315,143) \$ (62,022) \$ (430,8)	Impairment of residential lease assets		624,335		601,011					23,324
Operating loss $(779,792)$ $(536,583)$ $(62,022)$ $(305,2)$ Other income (expense), net: Interest income $2,100$ $2,1$ Interest income $2,100$ $2,1$ Interest income $(90,290)$ $(20,307)$ $(69,5)$ Other, net $(87,640)$ $(87,640)$ Loss before income taxes and equity in earnings $(02,0307)$ $(155,5)$ Loss before income taxes and equity in earnings $(055,622)$ $(556,890)$ $(62,022)$ $(460,7)$ Benefit from (provision for) income taxes $3,943$ $3,5$ Equity in earnings (losses) of unconsolidated investees $25,938$ $25,9$ Net loss (925,741) $(556,890)$ $(62,022)$ $(430,8)$ Net loss attributable to noncontrolling interests $241,747$ - Net loss attributable to stockholders: - - 5 $(430,8)$ Net loss per share attributable to stockholders:	Loss on business divestitures		_		_		67,248	(a)		67,248
Other income (expense), net: 1 <t< td=""><td>Total operating expenses</td><td></td><td>1,003,198</td><td>_</td><td>604,563</td><td>-</td><td>67,248</td><td>_</td><td></td><td>465,883</td></t<>	Total operating expenses		1,003,198	_	604,563	-	67,248	_		465,883
Interest income $2,100$ $ 2,1$ Interest expense $(90,290)$ $(20,307)$ $ (69,9)$ Other, net $(87,640)$ $ (87,640)$ Other income (expense), net $(175,830)$ $(20,307)$ $ (155,5)$ Loss before income taxes and equity in earnings $(955,622)$ $(556,890)$ $(62,022)$ $(460,7)$ Benefit from (provision for) income taxes $3,943$ $ 3,5$ Equity in earnings (losses) of unconsolidated investees $(955,622)$ $(556,890)$ $(62,022)$ $(4400,7)$ Net loss $(925,741)$ $(556,890)$ $(62,022)$ $(430,8)$ Net loss attributable to stockholders $241,747$ $ -$ Net loss attributable to stockholders: 5 $(683,994)$ 5 (2.26) 5 (0.45) 5 $(33,6)$ Net loss per share attributable to stockholders: $ -$	Operating loss		(779,792)		(536,583)	_	(62,022))		(305,231)
Interest expense $(90,290)$ $(20,307)$ $(69,5)$ Other, net $(87,640)$ $(87,640)$ Other income (expense), net $(175,830)$ $(20,307)$ $(155,52)$ Loss before income taxes and equity in earnings $(955,622)$ $(556,890)$ $(62,022)$ $(460,7)$ Benefit from (provision for) income taxes $3,943$ $3,5$ Equity in earnings (losses) of unconsolidated investees $25,938$ $25,95$ Net loss $(925,741)$ $(556,890)$ $(62,022)$ $(430,8)$ Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $241,747$ $241,747$ $25,936$ Net loss attributable to stockholders: - - $25,936$ $(315,143)$ \$ $(62,022)$ \$ $(430,8)$ Net loss per share attributable to stockholders: - - - $(22,6)$ \$ (0.45) \$ $(33, 26)$ Diluted \$ $(4,91)$ \$ (2.26) \$ (0.45) \$ $(33, 26)$ $(33, 26)$ $(33, 26)$ $(33, 26)$ Net loss per share attributa	Other income (expense), net:									
Other, net (87,640) - (87,67,67) Other income (expense), net (175,830) (20,307) (155,57) Loss before income taxes and equity in earnings (losses) of unconsolidated investees (955,622) (556,890) (62,022) (460,7) Benefit from (provision for) income taxes 3,943 3,5 Equity in earnings (losses) of unconsolidated investees 25,938 25,5 Net loss (925,741) (556,890) (62,022) (430,8 Net loss attributable to noncontrolling interests and redeemable noncontrolling interests 241,747 241,747 - Net loss attributable to stockholders: \$ (491) \$ (2.26) \$ (0.45) \$ (3 - 139,370 139,370 139,370 139,370 139,370 139,370 139,370	Interest income		2,100		—		_			2,100
Other income (expense), net $(175,830)$ $(20,307)$ $$ $(155,5)$ Loss before income taxes and equity in earnings (losses) of unconsolidated investees $(955,622)$ $(556,890)$ $(62,022)$ $(460,7)$ Benefit from (provision for) income taxes $3,943$ $ 3,52$ Equity in earnings (losses) of unconsolidated investees $25,938$ $ 25,55$ Net loss $(925,741)$ $(556,890)$ $(62,022)$ $(430,8)$ Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $241,747$ $ -$ Net loss attributable to stockholders: $$ (683,994)$ $$ (315,143)$ $$ (62,022)$ $$ (430,8)$ Net loss per share attributable to stockholders: $$ (64.91)$ $$ (2.26)$ $$ (0.45)$ $$ (33,6)$ Net loss per share attributable to stockholders: $$ (4.91)$ $$ (2.26)$ $$ (0.45)$ $$ (33,6)$ Net loss per share attributable to stockholders: $$ (4.91)$ $$ (2.26)$ $$ (0.45)$ $$ (33,6)$ Net loss per share attributable to stockholders: $$ (39,70)$ $$ (39,370)$ $$ (39,370)$ $$ (39,370)$ Neighted-average shares: $$ (39,370)$ $$ (39,370)$ $$ (39,370)$ $$ (39,370)$ $$ (39,370)$	Interest expense		(90,290)		(20,307)		_			(69,983)
Loss before income taxes and equity in earnings (losses) of unconsolidated investees $(955,622)$ $(556,890)$ $(62,022)$ $(460,7)$ Benefit from (provision for) income taxes $3,943$ $ 3,956$ Equity in earnings (losses) of unconsolidated investees $25,938$ $ 25,936$ Net loss $(925,741)$ $(556,890)$ $(62,022)$ $(430,8)$ Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $241,747$ $ -$ Net loss attributable to stockholders\$ $(683,994)$ \$ $(315,143)$ \$ $(62,022)$ \$Net loss attributable to stockholders\$ (6491) \$ (2.26) \$ (0.45) \$ $(33,8)$ Net loss per share attributable to stockholders: (2.26) \$ (0.45) \$ $(33,8)$ Net loss per share attributable to stockholders: (2.26) \$ (0.45) \$ $(33,8)$ Net loss per share attributable to stockholders: $(32,6)$ \$ $(34,6)$ Net loss per share attributable to stockholders: $(32,6)$ \$ (0.45) \$ $(33,6)$ Net loss per share attributable to stockholders: $(32,6)$ \$ (0.45) \$ $(33,6)$ Net loss per share attributable to stockholders: $(33,6)$ Basic\$(4,91)<	Other, net		(87,640)		_		_			(87,640)
(losses) of unconsolidated investees (955,622) (556,890) (62,022) (460,7) Benefit from (provision for) income taxes 3,943 - - 3,9 Equity in earnings (losses) of unconsolidated investees 25,938 - - 25,9 Net loss (925,741) (556,890) (62,022) (430,8) Net loss attributable to noncontrolling interests and redeemable noncontrolling interests 241,747 241,747 - - Net loss attributable to stockholders: \$ (683,994) \$ (315,143) \$ (62,022) \$ (430,8) Net loss per share attributable to stockholders: -	Other income (expense), net		(175,830)	_	(20,307)	-	_	_		(155,523)
Equity in earnings (losses) of unconsolidated investees $25,938$ $ 25,938$ Net loss (925,741) (556,890) (62,022) (430,8 Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $241,747$ $ -$ Net loss attributable to stockholders \$ (683,994) \$ (315,143) \$ (62,022) \$ (430,8) Net loss per share attributable to stockholders: - <td></td> <td></td> <td>(955,622)</td> <td></td> <td>(556,890)</td> <td>-</td> <td>(62,022)</td> <td>)</td> <td></td> <td>(460,754)</td>			(955,622)		(556,890)	-	(62,022))		(460,754)
investees $25,938$ - - $25,938$ Net loss (925,741) (556,890) (62,022) (430,8) Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $241,747$ $241,747$ - - Net loss attributable to stockholders \$ (683,994) \$ (315,143) \$ (62,022) \$ (430,8) Net loss attributable to stockholders \$ (683,994) \$ (315,143) \$ (62,022) \$ (430,8) Net loss per share attributable to stockholders: - <td< td=""><td>Benefit from (provision for) income taxes</td><td></td><td>3,943</td><td></td><td>_</td><td></td><td>_</td><td></td><td></td><td>3,943</td></td<>	Benefit from (provision for) income taxes		3,943		_		_			3,943
Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $241,747$ $241,747$ $-$ Net loss attributable to stockholders\$ (683,994)\$ (315,143)\$ (62,022)\$ (430,8)Net loss per share attributable to stockholders: $ -$ Net loss per share attributable to stockholders: $ -$ Net loss per share attributable to stockholders: $ -$ <			25,938		_		_			25,938
Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $241,747$ $-$ Net loss attributable to stockholders\$ (683,994)\$ (315,143)\$ (62,022)\$ (430,80)Net loss per share attributable to stockholders: $ -$ Net loss per share attributable to stockholders: $ -$ Basic\$ (4.91)\$ (2.26)\$ (0.45)\$ (33, 20, 20, 20, 20, 20, 20, 20, 20, 20, 20	Net loss		(925,741)		(556,890)	-	(62,022))		(430,873)
Net loss per share attributable to stockholders: - Basic \$ (4.91) \$ (2.26) \$ (0.45) \$ (3.90) - Diluted \$ (4.91) \$ (2.26) \$ (0.45) \$ (3.90) Weighted-average shares: - - Basic 139,370 139,370 139,370					241,747					
- Basic \$ (4.91) \$ \$ (2.26) \$ \$ (0.45) \$ \$ (3.75) \$ - Diluted \$ (4.91) \$ \$ (2.26) \$ \$ (0.45) \$ \$ (3.75) \$ - Diluted \$ (4.91) \$ \$ (2.26) \$ \$ (0.45) \$ \$ (3.75) \$ Weighted-average shares: - - - - - 139,370 \$	Net loss attributable to stockholders	\$	(683,994)	\$	(315,143)	-	\$ (62,022))	\$	(430,873)
- Diluted \$ (4.91) \$ (2.26) \$ (0.45) \$ (3 Weighted-average shares: - Basic 139,370 139,370 139,370 139,370 139,370	Net loss per share attributable to stockholders:									
Weighted-average shares: - - - 139,370 <th< td=""><td>- Basic</td><td>\$</td><td>(4.91)</td><td>\$</td><td>(2.26)</td><td></td><td>\$ (0.45)</td><td>)</td><td>\$</td><td>(3.09)</td></th<>	- Basic	\$	(4.91)	\$	(2.26)		\$ (0.45))	\$	(3.09)
Weighted-average shares: - - 139,370	- Diluted									(3.09)
- Basic 139,370 139,370 139,370 139,370	Weighted-average shares:									
			139,370		139,370		139,370			139,370
- Diated 137,370 137,370 137,370 137,370 137,370	- Diluted		139,370		139,370		139,370			139,370

See accompanying notes to unaudited pro forma condensed consolidated financial information.

SUNPOWER CORPORATION UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018

Operating expenses: Research and development $65,799$ $65,799$ Sales, general and administrative $205,996$ $3,653$ $202,343$ Restructuring charges $18,604$ $818,604$ $818,604$ $818,604$ $818,604$ $818,604$ $818,604$ $818,604$ $818,604$ $818,604$ $818,604$ $802,226$ $802,226$ $802,226$ $802,226$ $802,226$ $828,266$ $828,266$ $828,266$ $802,226$ $828,266$ $828,266$ $888,2756$ $828,266$ $828,2756$ $828,266$ $828,2756$		Co	onsolidated, as reported	Historical adjustments	(f)	Pro forma adjustments		C	onsolidated, as adjusted
Residential leasing 228,205 206,829 9,398 (b) 30,774 Total revenue 1,209,248 206,829 9,398 (1,071,817) Cost of revenue: Solar power systems, components, and other 1,405,047 — — 1,405,047 Residential leasing 154,113 120,747 4,415 (a) 38,081 Total cost of revenue 1,559,460 120,747 4,415 (a) 38,081 Gross profit (loss) (290,212) 80,082 4,983 (371,311) Operating expenses: — — — — 202,343 Research and development 65,799 — — — 18,604 Impairment of residential lease assets 170,898 160,525 — 100,373 (Gain) loss on business divestitures (59,947) — 67,248 305,020 Operating loss on business divestitures (29,142) (20,008) — (26,673) Other income (expense), net: — — 2,280 — — (2,	Revenue:						•		
Total revenue 1,269,248 206,829 9,398 1,071,817 Cost of revenue: Solar power systems, components, and other 1,405,047 — — 1,405,047 Residential leasing 154,413 120,747 4,415 (d) 38,081 Total cost of revenue 1,559,460 120,747 4,415 (d) 38,081 Operating expenses: Cost of revenue 1,559,460 120,747 4,415 (1,443,128 Operating expenses: Research and development 65,799 — — 65,799 Sales, general and administrative 205,996 3,653 — 202,343 Restructuring charges 18,604 — — 18,604 Impairment of residential lease assets 170,898 160,525 — 10,373 (Gain) loss on business divestitures (59,477) — 67,248 (a) 7,901 Operating loss (d92,162) (78,096) (62,265) (67,6331) Other income (expense), net: — — 2,280 —	Solar power systems, components, and other	\$	1,041,043	\$ —		\$ —		\$	1,041,043
Cost of revenue: Intervention Interven	Residential leasing		228,205	206,829		9,398	(h)		30,774
Solar power systems, components, and other $1,405,047$ $ 1,405,047$ Residential leasing $154,413$ $120,747$ $4,415$ (d) $38,081$ Total cost of revenue $1,559,460$ $120,747$ $4,415$ $1,443,128$ Gross profit (loss) $(290,212)$ $86,082$ 4.983 $(37,131)$ Operating expenses: $(290,212)$ $86,082$ 4.983 $(37,131)$ Sales, general and administrative $205,996$ $3,653$ $ 202,343$ Restructuring charges $18,604$ $ 10,373$ (Gain) loss on business divestitures $559,377$ $ 67,248$ (a) $7,901$ Total operating expenses $401,950$ $164,178$ $67,248$ (a) $7,901$ Operating loss $(692,162)$ $(78,096)$ $(62,265)$ $(676,331)$ Other income (expense), net: $(26,741)$ $(20,908)$ $ (2,803)$ Interest income $2,280$ $ (2,833)$ $ (2,833)$ Other, net $48,775$ $ -$	Total revenue		1,269,248	206,829		 9,398			1,071,817
Residential leasing 154,413 120,747 4,415 (d) 38,081 Total cost of revenue 1.559,460 120,747 4,415 1,443,128 Gross profit (loss) (290,212) 86,082 4,983 (371,311) Operating expenses: Research and development 65,799 — — 65,799 Sales, general and administrative 205,996 3,653 — 202,343 Restructuring charges 18,604 — — 18,604 Impairment of residential lease assets 170,898 160,525 — 10,373 (Gain) loss on business divestitures (59,347) — 67,248 305,020 Operating loss (692,162) (78,096) (62,265) (67,31) Other income (expense), net: Interest income 2,280 — — 4,8775 Other income (expense), net (26,741) (20,908) — (65,833) Other, net (47,756) — — (71,803) (losses) of unconsolidated investees (9,389)	Cost of revenue:								
Total cost of revenue $1,559,460$ $120,747$ 4.415 $1.443,128$ Gross profit (loss) (290,212) $86,082$ $4,983$ (371,311) Operating expenses: Research and development $65,799$ $ 65,799$ Sales, general and administrative $205,996$ $3,653$ $ 202,343$ Research and development $cross profit (loss)$ $ 18,604$ Impairment of residential lease assets $170,898$ $160,525$ $ 103,373$ (Gain) loss on business divestitures $(53,347)$ $ 67,248$ $305,020$ Operating loss $(692,162)$ $(78,096)$ $(62,265)$ $(67,311)$ Other income (expense), net: $48,775$ $ 2280$ Interest income $2,280$ $ (28,01)$ Other, net $48,775$ $ (48,775)$ Other, net genesiti from (provision for) income taxes $(9,389)$ $ (9,389)$ <t< td=""><td>Solar power systems, components, and other</td><td></td><td>1,405,047</td><td>—</td><td></td><td>—</td><td></td><td></td><td>1,405,047</td></t<>	Solar power systems, components, and other		1,405,047	—		—			1,405,047
Gross profit (loss) (290,212) 86,082 4,983 (371,311) Operating expenses: (290,212) 86,082 4,983 (371,311) Rescarch and development 65,799 — — 65,799 Sales, general and administrative 205,996 3,653 — 202,343 Restructuring charges 18,604 — — 18,604 Impairment of residential lease assets 170,898 160,525 — 10,373 (Gain) loss on business divestitures (692,162) (78,096) (62,265) (676,331) Operating loss (692,162) (78,096) (62,265) (676,888) Other income (expense), net:	Residential leasing		154,413	120,747		4,415	(d)		38,081
Operating expenses: Research and development $65,799$ $65,799$ Sales, general and administrative $205,996$ $3,653$ $202,343$ Restructuring charges $18,604$ $818,604$ $818,604$ $818,604$ $818,604$ $818,604$ $818,604$ $818,604$ $818,604$ $818,604$ $818,604$ $802,226$ $802,226$ $802,226$ $802,226$ $802,226$ $828,266$ $828,266$ $828,266$ $802,226$ $828,266$ $828,266$ $888,2756$ $828,266$ $828,2756$ $828,266$ $828,2756$	Total cost of revenue		1,559,460	120,747		 4,415			1,443,128
Research and development 65,799 — — — 65,799 Sales, general and administrative 205,996 3,653 — 202,343 Restructuring charges 18,604 — — — Impairment of residential lease assets 170,898 160,525 — 10,373 (Gain) loss on business divestitures (59,347) — 67,248 (a) 7,901 Total operating expenses 401,950 164,178 67,248 (a) 7,901 Operating loss (692,162) (78,096) (62,265) (676,331) Other income (expense), net: — — — 2,280 Interest income 2,280 — — 2,280 Other, net 48,775 — — 48,775 Other, net (26,741) (20,908) — (5,833) Loss before income taxes and equity in carnings (0,389) — — (17,059) Resistributable to noncontolidated investees (718,903) (99,004) (62,265)	Gross profit (loss)		(290,212)	86,082		4,983			(371,311)
Sales, general and administrative 205,996 $3,653$ 202,343 Restructuring charges 18,604 18,604 Impairment of residential lease assets 170,898 160,525 10,373 (Gain) loss on business divestitures (59,347) 67,248 7,901 Total operating expenses 401,950 164,178 67,248 305,020 Operating loss (692,162) (78,096) (62,265) (667,331) Other income (expense), net: 2,280 Interest income 2,280 2,280 Other, net 48,775 48,775 Other, net (26,741) (20,908) (682,164) Benefit from (provision for) income taxes (9,389) (9,389) Loss before income faxes and equity in earnings (718,903) (99,004) (62,265) (682,164) Benefit from (provision for) income taxes (9,389) (17,059) Net loss attributable to noncontrolling interests 22,434 87,578	Operating expenses:								
Restructuring charges 18,604 18,604 Impairment of residential lease assets 170,898 160,525 10,373 (Gain) loss on business divestitures $(59,347)$ $67,248$ (a) $7,901$ Total operating expenses $401,950$ $164,178$ $67,248$ (a) $7,901$ Operating loss $(692,162)$ $(78,096)$ $(62,265)$ $(67,31)$ Other income (expense), net: Interest income $2,280$ $2,280$ Interest expense $(77,796)$ $(20,908)$ (56,888) Other, net $48,775$ (682,164) Benefit from (provision for) income taxes $(9,389)$ (9,389) Equity in earnings (losses) of unconsolidated investees $(71,969)$ $(99,004)$ $(62,265)$ $(708,612)$ Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $92,434$ $87,578$ <	Research and development		65,799						65,799
Impairment of residential lease assets 170,898 160,525 — 10,373 (Gain) loss on business divestitures $(59,347)$ — $67,248$ $305,020$ Operating loss $(692,162)$ $(78,096)$ $(62,265)$ $(676,331)$ Other income (expense), net: Interest income $2,280$ — — $2,280$ Interest income $2,280$ — — $48,775$ — $48,775$ Other income (expense), net: $(26,741)$ $(20,908)$ — $(58,88)$ Other, net $48,775$ — — $48,775$ Other income (expense), net $(26,741)$ $(20,908)$ — $(58,331)$ Loss before income taxes and equity in earnings $(058,95)$ (0000) $(62,265)$ $(682,164)$ Benefit from (provision for) income taxes $(9,389)$ — — $(17,059)$ Loss before income taxes and equity in earnings $(17,059)$ — — $(17,059)$ Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $92,434$	Sales, general and administrative		205,996	3,653					202,343
(Gain) loss on business divestitures $(59,347)$ - $67,248$ $7,901$ Total operating expenses $401,950$ $164,178$ $67,248$ $305,020$ Operating loss $(692,162)$ $(78,096)$ $(62,265)$ $(676,31)$ Other income (expense), net: $2,280$ $2,280$ Interest income $2,280$ $2,280$ Other, net $48,775$ - $48,775$ -Other income (expense), net: $(26,741)$ $(20,908)$ - $(62,265)$ Other income (expense), net $(26,741)$ $(20,908)$ - $(62,265)$ Other income (expense), net $(26,741)$ $(20,908)$ - $(62,265)$ Loss before income taxes and equity in earnings (losses) of unconsolidated investees $(718,903)$ $(99,004)$ $(62,265)$ $(682,164)$ Benefit from (provision for) income taxes $(9,389)$ $(70,598)$ Equity in earnings (losses) of unconsolidated investees $(745,351)$ $(99,004)$ $(62,265)$ $(708,612)$ Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $92,434$ $87,578$ - $48,856$ Net loss attributable to stockholders: $$ (652,917)$ $$ (11,426)$ $$ (62,265)$ $$ (703,756)$ Net loss attributable to stockholders: $48,56$ Net loss attributable to stockholders: $$ (4,64)$ $$ (0.08)$ $$ (0.44)$ $$ (5.00)$ Net loss attributable to stockholders: $$ (3.00)$ $$ (0.44)$	Restructuring charges		18,604						18,604
Total operating expenses 401,950 164,178 67,248 305,020 Operating loss (692,162) (78,096) (62,265) (676,331) Other income (expense), net: 2,280 $ -$ 2,280 Interest income 2,280 $ -$ 2,280 $-$ 48,775 Other, net 48,775 $ -$ 48,775 $-$ 48,775 Other income (expense), net (26,741) (20,908) $-$ (58,838) Loss before income taxes and equity in earnings (05,624) (62,265) (682,164) Benefit from (provision for) income taxes (9,389) $ -$ (9,389) Equity in earnings (losses) of unconsolidated investees (17,059) $-$ (708,612) Net loss attributable to noncontrolling interests and redeemable noncontrolling interests 92,434 87,578 $-$ 4,856 Net loss attributable to stockholders: \$ (62,265) \$ (703,756) Net loss attributable to stockholders: \$ 92,434 <td>Impairment of residential lease assets</td> <td></td> <td>170,898</td> <td>160,525</td> <td></td> <td>_</td> <td></td> <td></td> <td>10,373</td>	Impairment of residential lease assets		170,898	160,525		_			10,373
Operating loss (692,162) (78,096) (62,265) (676,331) Other income (expense), net: Interest income 2,280 2,280 Interest income 2,280 2,280 Interest expense (77,796) (20,908) (56,888) Other, net 48,775 48,775 Other income (expense), net (26,741) (20,908) (58,33) Loss before income taxes and equity in earnings (losses) of unconsolidated investees (718,903) (99,004) (62,265) (682,164) Benefit from (provision for) income taxes (9,389) - (9,389) Equity in earnings (losses) of unconsolidated investees (17,059) - - (17,059) Net loss (745,351) (99,004) (62,265) (708,612) Net loss attributable to noncontrolling interests 92,434 87,578 - 4,856 Net loss per share attributable to stockholders: - - 4,856 (703,756) -	(Gain) loss on business divestitures		(59,347)	_		67,248	(a)		7,901
Other income (expense), net: 1 <td< td=""><td>Total operating expenses</td><td></td><td>401,950</td><td> 164,178</td><td></td><td> 67,248</td><td></td><td></td><td>305,020</td></td<>	Total operating expenses		401,950	 164,178		 67,248			305,020
Interest income 2,280 — — 2,280 Interest expense $(77,796)$ $(20,908)$ — $(56,888)$ Other, net $48,775$ — — $48,775$ Other income (expense), net $(26,741)$ $(20,908)$ — $(62,265)$ $(682,164)$ Benefit from (provision for) income taxes $(9,389)$ — — $(9,389)$ Equity in earnings (losses) of unconsolidated investees $(17,059)$ — — $(17,059)$ Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $92,434$ $87,578$ — $4,856$ Net loss attributable to stockholders: \$ $(652,917)$ \$ $(11,426)$ \$ $(62,265)$ \$ $(703,756)$ Net loss attributable to stockholders: \$ (4.64) \$ (0.08) \$ (0.44) \$ (5.00) Net loss attributable to stockholders: \$ (4.64) \$ (0.08) \$ (0.44) \$ (5.00) Net loss per share attributable to stockhold	Operating loss		(692,162)	 (78,096)		 (62,265)	-		(676,331)
Interest expense $(77,796)$ $(20,908)$ — $(56,888)$ Other, net $48,775$ — — $48,775$ Other income (expense), net $(26,741)$ $(20,908)$ — $(5,833)$ Loss before income taxes and equity in earnings (losses) of unconsolidated investees $(71,96)$ $(99,004)$ $(62,265)$ $(682,164)$ Benefit from (provision for) income taxes $(9,389)$ — — — $(9,389)$ Equity in earnings (losses) of unconsolidated investees $(17,059)$ — — $(17,059)$ Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $92,434$ $87,578$ — $4,856$ Net loss attributable to stockholders: \$ $(652,917)$ \$ $(11,426)$ \$ $(62,265)$ \$ $(703,756)$ Net loss per share attributable to stockholders: - — $4,856$ $(703,756)$ $(11,426)$ \$ $(0,44)$ \$ (5.00) Net loss per share attributable to stockholders: - - $(4,64)$ (0.08) (0.44) \$ (5.00) Diluted \$ $(4.6$	Other income (expense), net:								
Other, net $48,775$ $48,775$ Other income (expense), net $(26,741)$ $(20,908)$ $(5,833)$ Loss before income taxes and equity in earnings (losses) of unconsolidated investees $(718,903)$ $(99,004)$ $(62,265)$ $(682,164)$ Benefit from (provision for) income taxes $(9,389)$ $(9,389)$ Equity in earnings (losses) of unconsolidated investees $(17,059)$ $(17,059)$ Net loss $(745,351)$ $(99,004)$ $(62,265)$ $(708,612)$ Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $92,434$ $87,578$ $4,856$ Net loss attributable to stockholders:\$ $(652,917)$ \$ $(11,426)$ \$ $(62,265)$ \$ $(703,756)$ Net loss per share attributable to stockholders: $4,856$ \$ $(11,426)$ \$ (0.08) \$ (0.44) \$ (5.00) Net loss per share attributable to stockholders: $4,646$ \$ (0.08) \$ (0.44) \$ (5.00) Net loss per share attributable to stockholders: $4,856$ (0.44) \$ (5.00) Net loss per share attributable to stockholders: $4,856$ $4,664$ \$ (0.08) \$ (0.44) \$ <td>Interest income</td> <td></td> <td>2,280</td> <td>_</td> <td></td> <td>—</td> <td></td> <td></td> <td>2,280</td>	Interest income		2,280	_		—			2,280
Other income (expense), net $(26,741)$ $(20,908)$ $ (5,833)$ Loss before income taxes and equity in earnings (losses) of unconsolidated investees $(718,903)$ $(99,004)$ $(62,265)$ $(682,164)$ Benefit from (provision for) income taxes $(9,389)$ $ (9,389)$ Equity in earnings (losses) of unconsolidated investees $(17,059)$ $ (17,059)$ Net loss $(745,351)$ $(99,004)$ $(62,265)$ $(708,612)$ Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $92,434$ $87,578$ $ 4,856$ Net loss attributable to stockholders:\$ $(652,917)$ \$ $(11,426)$ \$ $(62,265)$ \$ $(703,756)$ Net loss per share attributable to stockholders:\$ (4.64) \$ (0.08) \$ (0.44) \$ (5.00) Net loss per share attributable to stockholders: $40,722$ $140,722$ $140,722$ $140,722$ $140,722$ $140,722$ $140,722$	Interest expense		(77,796)	(20,908)		_			(56,888)
Loss before income taxes and equity in earnings (losses) of unconsolidated investees $(718,903)$ $(99,004)$ $(62,265)$ $(682,164)$ Benefit from (provision for) income taxes $(9,389)$ $ (9,389)$ Equity in earnings (losses) of unconsolidated investees $(17,059)$ $ (17,059)$ Net loss $(745,351)$ $(99,004)$ $(62,265)$ $(708,612)$ Net loss attributable to noncontrolling interests and redeemable noncontrolling interests $92,434$ $87,578$ $ 4,856$ Net loss attributable to stockholders: $$ (652,917)$ $$ (11,426)$ $$ (62,265)$ $$ (703,756)$ Net loss attributable to stockholders: $$ (4.64)$ $$ (0.08)$ $$ (0.44)$ $$ (5.00)$ Net loss attributable to stockholders: $$ (4.64)$ $$ (0.08)$ $$ (0.44)$ $$ (5.00)$ Net loss attributable to stockholders: $$ (4.64)$ $$ (0.08)$ $$ (0.44)$ $$ (5.00)$ Net loss per share attributable to stockholders: $$ (4.64)$ $$ (0.08)$ $$ (0.44)$ $$ (5.00)$ Net loss per share attributable to stockholders: $$ (4.64)$ $$ (0.08)$ $$ (0.44)$ $$ (5.00)$ Net loss per share attributable to stockholders: $$ (4.64)$ $$ (0.08)$ $$ (0.44)$ $$ (5.00)$ Net loss per share attributable to stockholders: $$ (4.64)$ $$ (0.08)$ $$ (0.44)$ $$ (5.00)$ Net loss per share attributable to stockholders: $$ (4.64)$ $$ (0.08)$ $$ (0.44)$ $$ (5.00)$ Net loss per share attributable to stockholders: $$ (4$	Other, net		48,775	_		—			48,775
(losses) of unconsolidated investees (718,903) (99,004) (62,265) (682,164) Benefit from (provision for) income taxes (9,389) - - (9,389) Equity in earnings (losses) of unconsolidated investees (17,059) - - (17,059) Net loss (745,351) (99,004) (62,265) (708,612) Net loss attributable to noncontrolling interests and redeemable noncontrolling interests 92,434 87,578 - 4,856 Net loss attributable to stockholders \$ (652,917) \$ (11,426) \$ (62,265) \$ (703,756) Net loss per share attributable to stockholders: - - 4,856 \$ (0.08) \$ (0.44) \$ (5.00) - Diluted \$ (4.64) \$ (0.08) \$ (0.44) \$ (5.00) Weighted-average shares: - 140,722 140,722 140,722 140,722 140,722	Other income (expense), net		(26,741)	 (20,908)		 	-		(5,833)
Equity in earnings (losses) of unconsolidated investees (17,059) — — (17,059) Net loss (745,351) (99,004) (62,265) (708,612) Net loss attributable to noncontrolling interests and redeemable noncontrolling interests 92,434 87,578 — 4,856 Net loss attributable to stockholders \$ (652,917) \$ (11,426) \$ (62,265) \$ (703,756) Net loss per share attributable to stockholders: - - 4,856 (703,756) - - 4,856 Net loss per share attributable to stockholders: - - - - - 4,856 Net loss per share attributable to stockholders: - <td></td> <td></td> <td>(718,903)</td> <td> (99,004)</td> <td></td> <td> (62,265)</td> <td>-</td> <td></td> <td>(682,164)</td>			(718,903)	 (99,004)		 (62,265)	-		(682,164)
investees (17,059) — — (17,059) Net loss (745,351) (99,004) (62,265) (708,612) Net loss attributable to noncontrolling interests and redeemable noncontrolling interests 92,434 87,578 — 4,856 Net loss attributable to stockholders \$ (652,917) \$ (11,426) \$ (62,265) \$ (703,756) Net loss per share attributable to stockholders: - - - 4,856 Net loss per share attributable to stockholders: - - - 4,856 - - - - - - 4,856 Net loss per share attributable to stockholders: -	Benefit from (provision for) income taxes		(9,389)	_		_			(9,389)
Net loss attributable to noncontrolling interests and redeemable noncontrolling interests 92,434 87,578 — 4,856 Net loss attributable to stockholders \$ (652,917) \$ (11,426) \$ (62,265) \$ (703,756) Net loss per share attributable to stockholders: - - 4,856 - - - 4,856 Net loss per share attributable to stockholders: - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - <td></td> <td></td> <td>(17,059)</td> <td>_</td> <td></td> <td>_</td> <td></td> <td></td> <td>(17,059)</td>			(17,059)	_		_			(17,059)
Net loss attributable to noncontrolling interests $92,434$ $87,578$ — $4,856$ Net loss attributable to stockholders\$ (652,917)\$ (11,426)\$ (62,265)\$ (703,756)Net loss per share attributable to stockholders:— $4,856$ 5 (0.08) \$ (0.44)\$ (5.00)Net loss per share attributable to stockholders:— $4,856$ 5 (0.44) \$ (5.00)Net loss per share attributable to stockholders:— $4,856$ 5 (0.44) \$ (5.00)Diluted\$ (4.64)\$ (0.08)\$ (0.44)\$ (5.00)Weighted-average shares: $140,722$ $140,722$ $140,722$ $140,722$ $140,722$	Net loss	. <u> </u>	(745,351)	 (99,004)		 (62,265)			(708,612)
Net loss per share attributable to stockholders: - Basic \$ (4.64) \$ (0.08) \$ (0.44) \$ (5.00) - Diluted \$ (4.64) \$ (0.08) \$ (0.44) \$ (5.00) Weighted-average shares: - - Basic 140,722 140,722 140,722									
- Basic \$ (4.64) \$ (0.08) \$ (0.44) \$ (5.00) - Diluted \$ (4.64) \$ (0.08) \$ (0.44) \$ (5.00) - Diluted \$ (4.64) \$ (0.08) \$ (0.44) \$ (5.00) Weighted-average shares: - - Basic 140,722 140,722 140,722	Net loss attributable to stockholders	\$	(652,917)	\$ (11,426)		\$ (62,265)	-	\$	(703,756)
- Diluted \$ (4.64) \$ (0.08) \$ (0.44) \$ (5.00) Weighted-average shares: - Basic 140,722 140,722 140,722 140,722	Net loss per share attributable to stockholders:								
Weighted-average shares: - Basic 140,722 140,722 140,722 140,722	- Basic	\$	(4.64)	\$ (0.08)		\$ (0.44)		\$	(5.00)
Weighted-average shares: - 140,722 140,722 140,722 140,722	- Diluted								(5.00)
	Weighted-average shares:								
	- Basic		140,722	140,722		140,722			140,722
	- Diluted								140,722

See accompanying notes to unaudited pro forma condensed consolidated financial information.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

See the introduction to unaudited pro forma financial information. The unaudited pro forma condensed consolidated balance sheet was prepared assuming the Transaction occurred as of September 30, 2018 and included "Pro Forma Adjustments" as follows:

(a) This adjustment reflects the elimination of historical assets and liabilities associated with the residential lease entities being deconsolidated as a result of the Transaction and includes the loss on sale. A summary of the loss on sale is calculated as follows (\$ in thousands):

Net proceeds from sale	\$ 153,775
Total assets related to sale	(799,186)
Total liabilities related to the sale	581,375
Fair value of retained investment	10,408
Obligation to complete leases under construction	(13,620)
Net loss on sale	\$ (67,248)

The obligation to complete leases under construction represents the Company's estimated remaining cost to construct and install solar power systems and components including materials, mounting systems, inverters and construction subcontract and dealer costs. Failure to complete construction could result in the forfeiture of the advanced deposits received.

(b) This adjustment reflects the proceeds received net of estimates for certain expenses related to the Transaction as follows (\$ in thousands):

Proceeds from sale of membership interest in SunStrong Capital Holdings, LLC	\$ 10,000
Assumption of mezzanine loans by HA SunStrong Parent	132,128
Contingent consideration	13,150
Other costs and expenses related to the sale	(1,503)
Net proceeds from sale	\$ 153,775

On November 5, 2018, the Company and HA SunStrong Capital LLC ("HA SunStrong Parent"), entered into a Purchase and Sale Agreement (the "PSA"), which will have the effect of deconsolidating a substantial majority of the Company's Residential Lease Portfolio, as part of the Company's previously announced decision to sell a portion of its interest in its portfolio of residential lease assets. Pursuant to the PSA, the Company sold to HA SunStrong Parent, in exchange for consideration of \$10.0 million, membership units representing a 49.0% membership interest in SunStrong Capital Holdings, LLC ("SunStrong"), formerly a wholly-owned subsidiary of the Company.

On August 10, 2018, SunStrong Capital Acquisition, LLC, a subsidiary of SunStrong ("Mezzanine Loan 1 Borrower"),

and SunStrong Capital Lender LLC, a subsidiary of Hannon Armstrong entered into a mezzanine loan agreement under which Mezzanine Loan 1 Borrower borrowed a subordinated, mezzanine loan of \$110.5 million (the "Mezzanine Loan 1") and incurred issuance costs of \$0.8 million related to the loan. On August 31, 2018, the Company repaid a principal amount of \$2.1 million that resulted in an adjusted Mezzanine Loan 1 balance, net of issuance costs, of \$107.5 million. On November 5, 2018, SunStrong Capital Acquisition OF, LLC, a wholly-owned subsidiary of SunStrong ("Mezzanine Loan 2 Borrower"), and SunStrong Capital Lender 2 LLC, a subsidiary of Hannon Armstrong, entered into a loan agreement under which, Mezzanine Loan 2 Borrower may borrow a subordinated, mezzanine loan of up to \$32.0 million (the "Mezzanine Loan 2"). The borrowing facilities provided by the Mezzanine Loan 2 have been determined in consideration of the residential lease assets under construction as of November 5, 2018 and the expectation of placing such assets in service. On November 20, 2018, Mezzanine Loan 2 Borrower is expected to borrow approximately \$24.6 million. Mezzanine Loan 2 Borrower is expected to draw approximately \$5.8 million against the Mezzanine Loan 2 of which \$3.4 million were associated with residential lease assets for which construction was completed at the close of the Transaction. In connection with the execution of the PSA, HA SunStrong Parent assumed all current and future debt service obligations associated with both the Mezzanine Loan 1 and Mezzanine Loan 2.

On November 5, 2018, the cash that will be generated from the sale of future solar renewable energy credits along with equity interests held by SunStrong in the underlying project companies were pledged to secure a warehousing loan from Credit Agricole Corporate and Investment Bank ("Credit Agricole"). Borrowed Sunshine, LLC, ("CA Loan Borrower") formerly a

wholly-owned subsidiary of the Company, entered into a loan agreement with Credit Agricole on January 5, 2018 under which the CA Loan Borrower may borrow a subordinated loan of up to \$170.0 million. As of November 5, 2018, the CA Loan Borrower had borrowed approximately \$97.0 million and this debt will be assumed by SunStrong under the terms of the PSA. The CA Loan Borrower expects to draw an additional amount of approximately \$19.1 million and this amount will be distributed to the Company as a special distribution in conjunction with completing certain residential solar systems subject to leases that were under construction at the close of the Transaction. Of the \$19.1 million, \$9.7 million were associated with residential lease assets for which construction was completed at the close of the Transaction. The special distribution to the Company is expected to be made before the end of the second quarter of fiscal 2019.

The expected additional draw on Mezzanine Loan 2 and the distribution from the warehousing loan from Credit Agricole associated with residential lease assets for which construction was completed at the close of the Transaction are collectively referred as the "Contingent Consideration".

Other costs and expenses associated with the Transaction include professional services including legal, advisory and banking support.

(c) These adjustments reflect net assets that would have been acquired by the purchaser at September 30, 2018.

(d) This adjustment represents an estimated liability associated with certain warranty obligations for defects in materials and workmanship related to installed systems for the residential lease assets business which the Company retained. The estimated liability is approximately \$4.4 million.

(e) Following the closing of the PSA, the Company retained a 51% membership interest in SunStrong. The Company estimates the fair value of the retained interest using an income approach based the discounted cash flows expected to be distributed to the Company in proportion to its membership interests, following other priority payments and distributions pursuant to the terms of the Amended and Restated Limited Liability Company Operating Agreement of SunStrong.

The unaudited pro forma condensed consolidated statements of operations for the nine months ended September 30, 2018 and the year ended December 31, 2017 have been presented as if the Transaction was completed as of January 1, 2018 and January 2, 2017, respectively. These statements include "Pro Forma Adjustments" as follows:

(f) These pro forma adjustments as reflected in the pro forma condensed consolidated statement of operations are derived as follows (\$ in thousands):

	Historical A	Adjustments	
	12 months ended December 31, 2017	9 months ended September 30, 2018	Basis
Total revenue	\$ 189,933	\$ 206,829	Residential leasing revenue specific to the Residential Lease Portfolio
Total cost of revenue	121,953	120,747	Cost of solar systems sold and depreciation expense
Total operating expenses	604,563	164,178	Sales, general and administrative and impairment of residential lease assets directly attributable to the Residential Lease Portfolio. Excludes corporate and general overhead not transferred in the sale
Interest expense	(20,307)	(20,908)	Interest expense associated with nonrecourse debt financing
Net loss attributable to noncontrolling interests and redeemable noncontrolling interests	241,747	87,578	Represents the portion of net loss in consolidated subsidiaries impacted by the Transaction that are not attributable to the Company
Net loss attributable to stockholders	(315,143)	(11,426)	

(g) The pro forma condensed consolidated statements of operations have been adjusted to give effect to the loss on disposition of the residential lease assets business.

(h) The adjustments to pro forma revenue reflect amounts associated with these arrangements:

- SunPower Capital Services, LLC, a wholly-owned subsidiary of the Company ("SunPower Services") acts as the lease servicer to the various project companies under lease servicing agreements. SunPower Services earned lease servicing fees of \$3.5 million and \$3.4 million for the 12 months ended December 31, 2017 and 9 months ended September 30, 2018, respectively.
- SunPower Corporation, Systems provides the project companies with operations and maintenance services under a separate management services agreement. SunPower Corporation, Systems earned operations and maintenance services fees of \$5.7 million for both the 12 months ended December 31, 2017 and 9 months ended September 30, 2018.

The lease servicing and operations and maintenance services fees were previously eliminated in connection with consolidation given the residential lease entities were consolidated subsidiaries of the Company. Pursuant to the PSA, the Company sold a portion of its interest of the entities holding the residential lease assets and will continue to earn lease servicing and operations and maintenance services fees.

• On November 5, 2018 (the "Commencement Date"), SunPower Services and SunStrong entered into a management agreement whereby SunPower Services will provide all day-to-day management including, collection and other management services, monitoring, operational performance and maintenance of the solar assets by the maintenance services provider, administering communications with and providing reporting to tax equity investors with respect to their investments in the solar assets, and compliance with the respective obligations of SunStrong's subsidiaries with the related project documents. SunPower Services shall receive a service fee in the amount of \$50,000 for the period from the Commencement Date to the six-month anniversary of the Commencement Date, and thereafter \$375,000 annually. Fees for the management agreement are reflected as adjustments to pro forma revenue.