Brookfield BRP Holdings (Canada) Inc.
Form 4
December 28, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROOKFIELD ASSET MANAGEMENT INC.

(Last) (First) (Middle)

BROOKFIELD PLACE, 181 BAY STREET, SUITE 300

(Street)

TORONTO, A6 M5J 2T3

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TERRAFORM GLOBAL, INC. [GLBL]

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ 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
_X_ Form filed by More than One Reporting Person

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			
Common Stock, Class A, $0.01 par value	12/28/2017		J		19,535,004 (5) (6)	D (5) (6)	$ 0	0 (5) (6)	I (2) (3) (9)	Held by Orion US Holdings 1 L.P. (1) (2) (3) (9)
Common Stock, Class A, $0.01 par value	12/28/2017		U		1,000 (5) (7)	D (5) (7)	$ 5.1 (5) (7)	0 (5) (7)	I (2) (4) (9)	Held by Brookfield BRP Holdings (Canada) Inc. (1) (2)

											(4) (9)
Common Stock, Class A, $0.01 par value	12/28/2017		J	1 (5) (8)	A	(5) (8)	(5) (8)	1 (5) (8)	I	(2) (3) (9)	Held by Orion US Holdings 1 L.P. (1) (2) (3) (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKFIELD ASSET MANAGEMENT INC. BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3				
Brookfield BRP Holdings (Canada) Inc. BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3				
Brookfield Renewable Partners L.P. BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3				

BREP Holding L.P.
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

BRP Bermuda GP Ltd
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Brookfield Renewable Partners Ltd
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Brookfield Renewable Energy L.P.
BROOKFIELD PLACE
181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

Signatures

/s/ A.J. Silber for Brookfield Asset Management Inc.	12/28/2017
**Signature of Reporting Person	Date
/s/ Andrea Rocheleau for Brookfield BRP Holdings (Canada) Inc.	12/28/2017
**Signature of Reporting Person	Date
/s/ Jane Sheere for Brookfield Renewable Energy L.P., by its general partner BREP Holding L.P., by its general partner BRP Bermuda GP Limited	12/28/2017
**Signature of Reporting Person	Date
/s/ Jane Sheere for Brookfield Renewable Partners L.P., by its general partner Brookfield Renewable Partners Limited	12/28/2017
**Signature of Reporting Person	Date
/s/ Jane Sheere for Brookfield Renewable Partners Limited	12/28/2017
**Signature of Reporting Person	Date
/s/ Jane Sheere for BREP Holding L.P., by its general partner BRP Bermuda GP Limited	12/28/2017
**Signature of Reporting Person	Date
/s/ Jane Sheere for BRP Bermuda GP Limited	12/28/2017
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) For the reasons discussed in the Remarks below, this and a separate Form 4 filed today are being jointly filed by and on behalf of each of the following persons (each, a "Reporting Person"): (i) Orion US Holdings 1 L.P.; (ii) Orion US GP LLC; (iii) Brookfield Infrastructure Fund III GP LLC; (iv) Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P.; (v) Brookfield BRP Holdings (Canada) Inc.; (vi) Brookfield Renewable Energy L.P.; (vii) Brookfield Renewable Partners L.P.; (viii) Brookfield Renewable Partners Limited; (ix) BREP Holding L.P.; (x) BRP Bermuda GP Limited; (xi) Brookfield Asset Management Inc.; and (xii) Partners Limited. The Reporting Persons are making these joint filings because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act").

(2) Each Reporting Person states that neither the filing of these statements nor anything herein or therein shall be deemed an admission that such person is, for the purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by these statements. Orion US Holdings 1 L.P., Brookfield Renewable Partners L.P. and Brookfield Renewable Energy L.P. each disclaims beneficial ownership of all the securities covered by these statements, including any securities that may be deemed to be beneficially owned by any other Reporting Person. Each other Reporting Person disclaims beneficial ownership of the securities covered by these statements, except to the extent of the pecuniary interest of such person in such securities.

(3) The following Reporting Persons may be deemed to beneficially own the securities held by Orion US Holdings 1 L.P.: Orion US GP LLC, as general partner of Orion US Holdings 1 L.P.; Brookfield Infrastructure Fund III GP LLC, as indirect general partner of Orion US Holdings 1 L.P. and Orion US GP LLC; Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P., as investment advisor to Brookfield Infrastructure Fund III GP LLC; Brookfield Asset Management Inc., as the ultimate parent of Brookfield Infrastructure Fund III GP LLC and Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P.; and Partners Limited, which holds 85,120 Class B limited voting shares of Brookfield Asset Management Inc., representing 100% of such shares, and 867,495 Class A limited voting shares of Brookfield Asset Management Inc., representing approximately 0.1% of such shares.

(4) The following Reporting Persons may be deemed to beneficially own the securities held by Brookfield BRP Holdings (Canada) Inc.: Brookfield Renewable Energy L.P., as the parent of Brookfield BRP Holdings (Canada) Inc.; Brookfield Renewable Partners L.P., as parent of Brookfield Renewable Energy L.P.; Brookfield Renewable Partners Limited, as general partner of Brookfield Renewable Partners L.P.; BREP Holding L.P., as general partner of Brookfield Renewable Energy L.P.; BRP Bermuda GP Limited, as general partner of BREP Holding L.P.; Brookfield Asset Management Inc., as the ultimate parent of Brookfield Renewable Partners Limited and BRP Bermuda GP Limited; and Partners Limited, which holds 85,120 Class B limited voting shares of Brookfield Asset Management Inc., representing 100% of such shares, and 867,495 Class A limited voting shares of Brookfield Asset Management Inc., representing approximately 0.1% of such shares.

(5) On Dec. 28, 2017, pursuant to the Agreement and Plan of Merger, dated as of March 6, 2017 (the "Merger Agreement"), by and among the Issuer, Orion US Holdings 1 L.P. and BRE GLBL Holdings Inc. ("Merger Sub"), Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation in the Merger and a wholly-owned subsidiary of Orion US Holdings 1 L.P. At the effective time of the Merger (the "Effective Time"), holders of shares of Class A common stock, par value $0.01 per share, of the Issuer (the "Class A Shares") issued and outstanding immediately prior to the Effective Time, other than Class A Shares owned by Orion US Holdings 1 L.P., Merger Sub or any other direct or indirect wholly-owned subsidiary of Orion US Holdings 1 L.P. (the "Orion Shares") and certain other Class A Shares, were entitled to receive $5.10 in cash for each Class A Share owned by such holder immediately prior to the Effective Time (the "Per Share Merger Consideration").

(6) Pursuant to the Merger Agreement, at the Effective Time, all 19,535,004 Orion Shares were cancelled without payment of any consideration therefor.

(7) Pursuant to the Merger Agreement, at the Effective Time, all 1,000 Class A Shares held directly by Brookfield BRP Holdings (Canada) Inc. were converted into the right to receive the Per Share Merger Consideration and cancelled.

(8) Pursuant to the Merger Agreement, at the Effective Time, each share of common stock, par value $0.01 per share, of Merger Sub issued and outstanding immediately prior to the Effective Time, of which there was one such share, was converted into one share of Class A common stock, par value $0.01 per share, of the Issuer as the surviving corporation in the Merger. At the Effective Time, Orion US Holdings 1 L.P. became the sole direct holder of such share.

(9) As a result of the consummation of the Merger, the Class A Shares will be delisted from the Nasdaq Global Select Market and deregistered pursuant to Section 12(g)(4) of the Act, and the Issuer will no longer have any securities registered pursuant to Section 12 of the Act. Accordingly, this Form 4 is being filed as an exit Form 4 with respect to each Reporting Person, indicating no further reporting will be required of such Reporting Person.

Remarks:

Because an electronically filed joint filing is limited to a maximum of ten reporting persons, this Form 4 is one of two filed too

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.