

VIVINT SOLAR, INC.

FORM 10-Q/A (Amended Quarterly Report)

Filed 11/20/14 for the Period Ending 09/30/14

Address	4931 NORTH 300 WEST PROVO, UT 84604
Telephone	(801) 377-9111
CIK	0001607716
Symbol	VSLR
SIC Code	3433 - Heating Equipment, Except Electric and Warm Air Furnaces
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 1
TO
FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2014

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 001-36642

VIVINT SOLAR, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

45-5605880
(I.R.S. Employer
Identification Number)

3301 N. Thanksgiving Way, Suite 500
Lehi, Utah 84043
(Address of principal executive offices) (Zip Code)

(877) 404-4129
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 3, 2014, 105,303,122 shares of the registrant's common stock were outstanding.

EXPLANATORY NOTE

Vivint Solar, Inc. (the “Company”) is filing this Amendment No. 1 (the “Amendment No. 1”) to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, which was originally filed on November 12, 2014 (the “Original Filing”) for the sole purpose of furnishing Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to Amendment No. 1 provides the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

Other than the addition of Exhibit 101, no other changes have been made to the Original Filing.

This Amendment No. 1 does not reflect events that may have occurred subsequent to the filing date of the Original Filing, and does not modify or update in any way disclosures made in the Form 10-Q for the quarter ended September 30, 2014.

Item 6. Exhibits

- 3.1* Amended and Restated Certificate of Incorporation of the Company
- 3.2* Amended and Restated Bylaws of the Company
- 10.1* Master Intercompany Framework Agreement between the Company and Vivint, Inc., dated September 30, 2014
- 10.2* Transition Services Agreement between the Company and Vivint, Inc., September 30, 2014
- 10.3* Form of Non-Competition Agreement between the Company and Vivint, Inc., dated September 30, 2014
- 10.4* Product Development and Supply Agreement between Vivint Solar Developer, LLC and Vivint, Inc., dated September 30, 2014
- 10.5* Marketing and Customer Relations Agreement between Vivint Solar Developer, LLC and Vivint, Inc., dated September 30, 2014
- 10.6* Trademark Assignment Agreement between Vivint Solar Licensing LLC and Vivint, Inc., dated September 30, 2014
- 10.7* Trademark Assignment Agreement between the Company and Vivint, Inc., dated September 30, 2014
- 10.8* Termination Agreement (Turnkey Full-Service Sublease Agreement) between Vivint Solar Holdings, Inc., and Vivint, Inc., dated September 30, 2014
- 10.9* Bill of Sale and Assignment between the Company and Vivint, Inc., dated September 30, 2014
- 10.10* Limited Liability Company Agreement of Vivint Solar Licensing, LLC, between the Company and Vivint, Inc., dated September 30, 2014
- 10.11* Trademark License Agreement between the Company and Vivint Solar Licensing, LLC, dated September 30, 2014
- 10.12* Loan Agreement, among Vivint Solar Financing I, LLC, Bank of America, N.A. and the parties named therein, dated as of September 12, 2014
- 10.13* Collateral Agency and Depositary Agreement among Vivint Solar Financing I, LLC, Bank of America, N.A. and the parties named therein, dated as of September 12, 2014
- 10.14* Pledge and Security Agreement among Vivint Solar Financing I, LLC, Bank of America, N.A. and the parties named therein, dated as of September 12, 2014
- 10.15* Form of Notice of Stock Option Grant and Stock Option Agreement under the 2014 Equity Incentive Plan
- 10.16* Form of Notice of Restricted Stock Unit Grant and Restricted Stock Unit Agreement under the 2014 Equity Incentive Plan
- 10.17* Form of Stock Option Agreement under the 2013 Omnibus Incentive Plan
- 31.1** Certification of Chief Executive Officer, pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002
- 31.2** Certification of Chief Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002
- 32.1* Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2* Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101.INS** XBRL Instance Document

101.SCH** XBRL Taxonomy Extension Schema Document

101.CAL** XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF** XBRL Taxonomy Extension Definition Linkbase Document

101.LAB** XBRL Taxonomy Extension Label Linkbase Document

101.PRE** XBRL Taxonomy Extension Presentation Linkbase Document

* Previously filed.

** Filed herewith.

SIGNATURES

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

VIVINT SOLAR, INC.

Date: November 19, 2014

/s/ GREGORY S. BUTTERFIELD

Gregory S. Butterfield
Chief Executive Officer and President
(Principal Executive Officer)

Date: November 19, 2014

/s/ DANA C. RUSSELL

Dana C. Russell
Chief Financial Officer and Executive Vice President
(Principal Financial Officer)

I, Gregory S. Butterfield, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q of Vivint Solar, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: November 19, 2014

/s/ Gregory S. Butterfield
Gregory S. Butterfield
Chief Executive Officer and President
(Principal Executive Officer)

I, Dana C. Russell certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q of Vivint Solar, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: November 19, 2014

/s/ Dana C. Russell

Dana C. Russell
Chief Financial Officer and Executive Vice President
(Principal Financial Officer)