

VIVINT SOLAR, INC.

Reported by
313 ACQUISITION LLC

FORM 3

(Initial Statement of Beneficial Ownership)

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

Address	4931 NORTH 300 WEST PROVO, UT 84604
Telephone	(801) 377-9111
CIK	0001607716
Symbol	VSLR
Fiscal Year	12/31

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person * 313 Acquisition LLC	2. Date of Event Requiring Statement (MM/DD/YYYY) 9/30/2014	3. Issuer Name and Ticker or Trading Symbol Vivint Solar, Inc. [VSLR]
(Last) (First) (Middle) C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) NEW YORK, NY 10154 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	82359374	I	See Footnotes (1) (2) (3)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- (1) Shares of Common Stock, par value \$0.01 per share ("Common Shares") of Vivint Solar, Inc. (the "Issuer") that are directly held by 313 Acquisition LLC. 313 Acquisition LLC is managed by a board of managers and Blackstone Capital Partners VI L.P. ("BCP VI"), as managing member.
- (2) Blackstone Management Associates VI L.L.C. is the general partner of BCP VI. BMA VI L.L.C. is the sole member of Blackstone Management Associates VI L.L.C. Blackstone Holdings III L.P. is the managing member of BMA VI L.L.C. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (3) Each of such Reporting Persons may be deemed to beneficially own the shares beneficially owned by 313 Acquisition LLC, but each (other than 313 Acquisition LLC to the extent of its direct holdings) disclaims beneficial ownership of such shares, except to the extent

of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
313 Acquisition LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Capital Partners VI L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY		X		
Blackstone Management Associates VI L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BMA VI L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154		X		
Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Group L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		

Signatures

313 Acquisition LLC; By: Blackstone Capital Partners VI L.P., its managing member, By: Blackstone Management Associates VI L.L.C., its general partner, By: BMA VI L.L.C., its sole member; By: /s/ John G. Finley; Title: Chief Legal Officer

9/30/2014

** Signature of Reporting Person

Date

BLACKSTONE CAPITAL PARTNERS VI L.P. By: Blackstone Management Associates VI L.L.C., its general partner, By: BMA VI L.L.C., its sole member; By: /s/ John G. Finley; Title: Chief Legal Officer

9/30/2014

** Signature of Reporting Person

Date

BLACKSTONE MANAGEMENT ASSOCIATES VI L.L.C. By: BMA VI L.L.C., its sole member By: /s/ John G. Finley; Title: Chief Legal Officer

9/30/2014

** Signature of Reporting Person

Date

BMA VI L.L.C. By: /s/ John G. Finley; Title: Chief Legal Officer

9/30/2014

** Signature of Reporting Person

Date

BLACKSTONE HOLDINGS III L.P.; By: Blackstone Holdings III GP L.P., its general partner; By: Blackstone Holdings III GP Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer	9/30/2014
** Signature of Reporting Person	Date
BLACKSTONE HOLDINGS III GP L.P.; By: Blackstone Holdings III GP Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer	9/30/2014
** Signature of Reporting Person	Date
BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer	9/30/2014
** Signature of Reporting Person	Date
THE BLACKSTONE GROUP L.P.; By: Blackstone Group Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer	9/30/2014
** Signature of Reporting Person	Date
BLACKSTONE GROUP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer	9/30/2014
** Signature of Reporting Person	Date
STEPHEN A SCHWARZMAN /s/ Stephen A. Schwarzman	9/30/2014
** 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 5(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.

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