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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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)

1800 West Ashton Blvd.
Lehi, Utah 84043
(877) 404-4129

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

David Bywater
Chief Executive Officer
1800 West Ashton Blvd.
Lehi, Utah 84043
(877) 404-4129

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

C. Dan Black
Chief Legal Officer, Executive Vice President and Secretary
Vivint Solar, Inc.
1800 West Ashton Blvd.
Lehi, Utah 84043
(877) 404-4129

Robert G. Day
Michael Nordtvedt
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

From time to time after the effective date of this registration statement.
(Approximate date of commencement of proposed sale to the public)

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-227014

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price(1)	Amount of registration fee(2)
Secondary Offering:		
Common Stock, par value \$0.01 per share	\$31,200,000	\$4,050

- (1) The registrant previously registered the offer and sale of certain securities, including its common stock, par value \$0.01 per share, having a proposed maximum aggregate offering price of \$200,000,000 pursuant to a Registration Statement on Form S-3 (File No. 333-227014), which was filed with the Securities and Exchange Commission on August 24, 2018 and declared effective on September 11, 2018 (the "Prior Registration Statement"). As of the date hereof, a balance of \$156,000,000 of such securities remains to be offered and sold under the Prior Registration Statement. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), an additional amount of the registrant's common stock to be resold by a selling stockholder with a proposed maximum aggregate offering price of \$31,200,000 is hereby registered, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. The securities registered hereunder also include such indeterminate number of shares of common stock as may be issued upon conversion, exchange or exercise of any securities that provide for such issuance or pursuant to the antidilution provisions of any of such securities.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act.

This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

The registrant is filing this Registration Statement pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and General Instruction IV(A) to Form S-3 to register the resale by a selling stockholder of an additional \$31,200,000 of the registrant's common stock, par value \$0.01 per share. In accordance with Rule 462(b), this Registration Statement incorporates by reference the contents of the registrant's [Registration Statement on Form S-3](#) (File No. 333-227014), filed with the Securities and Exchange Commission on August 24, 2018 and declared effective on September 11, 2018, including all exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinion and consents are listed on the Exhibit Index and filed herewith.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1)
24.1*	Powers of Attorney

* Previously filed on the signature page of the Registrant's Registration Statement on Form S-3 (File No. 333-227014), filed with the Securities and Exchange Commission on August 24, 2018, and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lehi, State of Utah, on August 17, 2020.

VIVINT SOLAR, INC.

By: /s/ David Bywater
David Bywater
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Bywater</u> David Bywater	Chief Executive Officer and Director (Principal Executive Officer)	August 17, 2020
<u>/s/ Dana Russell</u> Dana Russell	Chief Financial Officer, Executive Vice President and Assistant Secretary (Principal Financial and Accounting Officer)	August 17, 2020
<u>/s/ David F. D'Alessandro</u> David F. D'Alessandro	Director	August 17, 2020
<u>*</u> Bruce McEvoy	Director	August 17, 2020
<u>/s/ Jay D. Pauley</u> Jay D. Pauley	Director	August 17, 2020
<u>/s/ Todd R. Pedersen</u> Todd R. Pedersen	Director	August 17, 2020
<u>/s/ Ellen S. Smith</u> Ellen S. Smith	Director	August 17, 2020
<u>/s/ Joseph S. Tibbets, Jr.</u> Joseph S. Tibbets, Jr.	Director	August 17, 2020
<u>/s/ Peter F. Wallace</u> Peter F. Wallace	Director	August 17, 2020

*By: /s/ David Bywater
David Bywater
Attorney-in-fact

August 17, 2020

Vivint Solar, Inc.
1800 West Ashton Blvd.
Lehi, UT 84043

Re: Registration Statement on Form S-3 filed pursuant to Rule 462(b)

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-3 (the “**462(b) Registration Statement**”) filed by Vivint Solar, Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission (the “**Commission**”) pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the “**Securities Act**”), in connection with the registration under the Securities Act of additional shares of the Company’s common stock, par value \$0.01 per share, with an aggregate offering price of \$31,200,000 (the “**Shares**”). The 462(b) Registration Statement incorporates by reference the Company’s Registration Statement on Form S-3 (File No. 333-2207014) (the “**Prior Registration Statement**” and, together with the 462(b) Registration Statement, the “**Registration Statements**”), which was filed with the Commission on August 24, 2018 and declared effective on September 11, 2018, including the prospectus which forms part of the Prior Registration Statement (the “**Prospectus**”). We understand that the Shares will be resold by a selling stockholder (the “**Selling Stockholder**”) as described in the Prospectus and a prospectus supplement to be filed thereto.

We are acting as counsel for the Company in connection with the sale of the Shares by the Selling Stockholder. In such capacity, we have examined the Registration Statements and the Prospectus. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

On the basis of the foregoing, we are of the opinion that the Shares have been duly authorized and are validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the 462(b) Registration Statement, and we consent to the reference of our name under the caption “Legal Matters” in the Prospectus. In giving such consent, we do not believe that we are “experts” within the meaning of such term as used in the Securities Act or the rules and regulations of the Commission issued thereunder with respect to any part of the Registration Statements, including this opinion as an exhibit.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the reference of our firm under the caption “Experts” in the Registration Statement on Form S-3 of Vivint Solar, Inc. filed pursuant to Rule 462(b) of the Securities Act of 1933 and the related Prospectus of Vivint Solar, Inc. for the registration of shares of its common stock, and to the incorporation by reference therein of our reports dated March 10, 2020, with respect to the consolidated financial statements of Vivint Solar, Inc., and the effectiveness of internal control over financial reporting of Vivint Solar, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Salt Lake City, UT
August 17, 2020