

# **TPI COMPOSITES, INC**

Reported by  
**GIOVACCHINI PAUL G**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/15/18 for the Period Ending 05/11/18

Address	8501 N SCOTTSDALE ROAD GAINEY CENTER II, SUITE 100 SCOTTSDALE, AZ, 85253
Telephone	480-305-8910
CIK	0001455684
Symbol	TPIC
SIC Code	3510 - Engines And Turbines
Industry	Renewable Energy Equipment & Services
Sector	Energy

# FORM 4

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

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continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>GIOVACCHINI PAUL G</b>			<b>TPI COMPOSITES, INC [ TPIC ]</b>			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
<b>10 MILL POND LANE</b>			<b>5/11/2018</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SIMSBURY, CT 06070</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/11/2018		X		72191.00	A	\$9.35	4850682.00	I	See Footnote (1)
Common Stock	5/11/2018		S (2)		24440.00	D	\$27.62	4826242.00	I	See Footnote (1)
Common Stock								2880.00 (3)	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Warrants	\$9.35	5/11/2018		X		72191.00		(4)	(4)	Common Stock	72191.00	\$0.00	0.00	I	See Footnote (1)

### Explanation of Responses:

- These securities are held of record by Landmark Growth Capital Partners, L.P. ("LGCP") and Landmark IAM Growth Capital, L.P. ("Landmark IAM"). Landmark Growth Capital Partners, LLC ("LGCP LLC") is the general partner of both Landmark LGCP and Landmark IAM, and Landmark Equity Advisors, LLC ("LEA LLC") is the managing member of LGCP LLC. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- On May 11, 2018, LGCP and Landmark IAM exercised a warrant to purchase 72,191 shares of common stock for \$9.35 a share. LGCP and Landmark IAM paid the exercise price on a cashless basis, resulting in the issuer withholding of 24,440 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 47,751 shares. The issuer also paid \$46.95 to the reporting person in lieu of a fractional shares.
- The Reporting Person is contractually obligated to turn over any proceeds from the sale of these shares to LGCP and Landmark IAM. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his pecuniary interest therein, if any.
- These securities are exercisable for Common Stock and are exercisable at any time until the earlier of (i) December 24, 2022, (ii) two (2) years following the effective date of the issuer's initial public offering or (iii) the date of a merger event, as defined in the warrant.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIOVACCHINI PAUL G				

10 MILL POND LANE SIMSBURY, CT 06070	X	X		
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**Signatures**

/s/ Steven G. Fishbach, Attorney-in-Fact

5/15/2018

\*\*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 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).

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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