

**TPI COMPOSITES, INC**  
Filed by  
**ANGELENO INVESTORS II L P**

**FORM SC 13G/A**  
(Amended Statement of Ownership)

Filed 02/10/20

Address 8501 N SCOTTSDALE ROAD  
GAINEY CENTER II, SUITE 100  
SCOTTSDALE, AZ, 85253  
Telephone 480-305-8910  
CIK 0001455684  
Symbol TPIC

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**United States  
Securities and Exchange Commission  
Washington, D.C. 20549**

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**Schedule 13G**

**(Rule 13d-102)**

**Information to be Included in Statements Filed Pursuant  
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed  
Pursuant to § 240.13d-2**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)\***

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**TPI Composites, Inc.**  
(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**87266J104**  
(CUSIP Number)

**December 31, 2019**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	Names of Reporting Persons <b>Angeleno Investors II, L.P.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
	6	Shared Voting Power <b>1,398,243</b>
	7	Sole Dispositive Power <b>0</b>
	8	Shared Dispositive Power <b>1,398,243</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person <b>1,398,243</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9 <b>4.0%</b>	
12	Type of Reporting Person <b>PN</b>	

1	Names of Reporting Persons <b>Angeleno Group Management II, LLC</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
	6	Shared Voting Power <b>1,398,243</b>
	7	Sole Dispositive Power <b>0</b>
	8	Shared Dispositive Power <b>1,398,243</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person <b>1,398,243</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9 <b>4.0%</b>	
12	Type of Reporting Person <b>OO (Limited Liability Company)</b>	

1	Names of Reporting Persons <b>Angeleno Group, LLC</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
	6	Shared Voting Power <b>1,398,243</b>
	7	Sole Dispositive Power <b>0</b>
	8	Shared Dispositive Power <b>1,398,243</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person <b>1,398,243</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9 <b>4.0%</b>	
12	Type of Reporting Person <b>OO (Limited Liability Company)</b>	

**ITEM 1. (a) Name of Issuer:**

TPI Composites, Inc. (the "Issuer")

**(b) Address of Issuer's Principal Executive Offices:**

8501 N. Scottsdale Rd. Gainey Center II, Suite 100, Scottsdale, Arizona 85253

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:

Angeleno Investors II, L.P.  
Angeleno Group Management II, LLC  
Angeleno Group, LLC

**(b) Address or Principal Business Office:**

The business address of the Reporting Persons is 2029 Century Park East, Suite 2980, Los Angeles, California 90067.

**(c) Citizenship of each Reporting Person is:**

Each of the Reporting Persons is organized in the state of Delaware.

**(d) Title of Class of Securities:**

Common stock, par value \$0.01 per share, ("Common Stock").

**(e) CUSIP Number:**

87266J104

**ITEM 3.**

Not applicable.

**ITEM 4. Ownership.****(a-c)**

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2019, based upon 35,180,706 shares of Common Stock outstanding as of October 31, 2019.

<b>Reporting Person</b>	<b>Amount beneficially owned</b>	<b>Percent of class:</b>	<b>Sole power to vote or to direct the vote:</b>	<b>Shared power to vote or to direct the vote:</b>	<b>Sole power to dispose or to direct the disposition of:</b>	<b>Shared power to dispose or to direct the disposition of:</b>
Angeleno Investors II, L.P.	1,398,243	4.0%	0	1,398,243	0	1,398,243
Angeleno Group Management II, LLC	1,398,243	4.0%	0	1,398,243	0	1,398,243
Angeleno Group, LLC	1,398,243	4.0%	0	1,398,243	0	1,398,243

Angeleno Investors II, L.P. is the record holder of the shares of Common Stock reflected in the table above. Angeleno Group Management II, LLC is the general partner of Angeleno Investors II, L.P. Angeleno Group, LLC is the managing member of Angeleno Group Management II, LLC.

**ITEM 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**ITEM 8. Identification and Classification of Members of the Group.**

Not applicable.

**ITEM 9. Notice of Dissolution of Group.**

Not applicable.

**ITEM 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 10, 2020

**ANGELENO INVESTORS II, L.P.**

By: Angeleno Group Management II, LLC, its general partner

By: Angeleno Group, LLC, its managing member

By: /s/ Yaniv Tepper

Name: Yaniv Tepper

Title: Member

**ANGELENO GROUP MANAGEMENT II, LLC**

By: Angeleno Group, LLC, its managing member

By: /s/ Yaniv Tepper

Name: Yaniv Tepper

Title: Member

**ANGELENO GROUP, LLC**

By: /s/ Yaniv Tepper

Name: Yaniv Tepper

Title: Member

**LIST OF EXHIBITS**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 13, 2017).