

# TPI COMPOSITES, INC Reported by ENERGY TECHNOLOGY PARTNERS, L.L.C.

#### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 05/18/17 for the Period Ending 05/17/17

Address 8501 N SCOTTSDALE ROAD

**GAINEY CENTER II, SUITE 100** 

SCOTTSDALE, AZ, 85253

Telephone 480-305-8910

CIK 0001455684

Symbol TPIC





[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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## 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. ]                                 | 2. Issuer Name and Ticker or Trading Symbol |               |  |                    |             |                 | <ol><li>Relationshi</li></ol> | 5. Relationship of Reporting Person(s) to Issuer  |   |   |   |   |  |
|--|---|-------------------------------|---------|--------------------------------------|---|---------------|--|--------------------|-------------|-----------------|-------------------------------|---|---|---|---|---|--|
|  |   |                               |         |                                      |   |               |  |                    |             |                 |                               |   | (Check all ap   | olicable)   |   |   |  |
| NGP Energy                                     | Technol   | logy Par                      | tners   | L.F                                  | . TI  | PI C          | COMP   | OSITE              | S, I        | NC [            | TPIC ]                        |   |   |   |   |   |  |
| (Last)   | (First  |                               | iddle)  |                                      |   | Date          | of Earli   | est Trans          | actio       | n (MM/          | OD/YYYY                       | )   | Director  |   | _X_1  | 0% Owner  |  |
| (Eust)   | (1 1150   | , (                           | ilaaio) |                                      |   |               |  |                    |             |                 |                               |   |   | ve title below  |   | Other (speci                                    | fy below)  |
| 1700 K STREET NW, SUITE 750                    |   |                               |         |                                      | 5/17/2017                                   |               |  |                    |             |                 | Director by I                 | Deputizati  | ion   |   |   |   |  |
|  | (Stre   | eet)                          |         |                                      | 4. ]  | If An         | nendme   | nt, Date (         | Origi       | nal File        | d (MM/D                       | D/YYY   | Y) 6. Individual  | or Joint/G  | roup Filing   | Check Appl                                      | icable Line)   |
| WASHINGT                                       | ON, DC  | 20006                         |         |                                      |   |               |  |                    |             |                 |                               |   | Form filed by   | One Report  | ing Person  |   |  |
| (City) (State) (Zip)                           |   |                               |         |                                      |   |               |  |                    |             |                 | X Form filed                  | X Form filed by More than One Reporting Person  |   |   |   |   |  |
|  |   |                               |         |                                      |   |               |  |                    |             |                 |                               |   | •   |   |   |   |  |
|  |   |                               | Table   | I - No                               | on-Der                                      | ivati         | ive Seci   | ırities Ac         | quir        | ed, Di          | sposed o                      | f, or l   | Beneficially Own  | ed  |   |   |  |
| 1. Title of Security (Instr. 3)                |   |                               |         | 2A. Deem<br>Execution<br>Date, if ar |   | on (Instr. 8) |  | or Disposed of (D) |             |                 |                               | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) |   | 6. 7. Nature<br>Ownership of Indirect<br>Form: Beneficial |   |   |  |
|  |   |                               |         |                                      |   |               |  | Code               | V           | Amoun           | (A) or (D)                    | Price   |   |   |   | Direct (D)<br>or Indirect<br>(I) (Instr.<br>4)  | Ownership<br>(Instr. 4)  |
| Common Stock 5/17/2017                         |   |                               | 2017    |                                      |   | s             |  | 135812             | 5 D         | \$16.35         | 5 2                           | 2442190   |   | I   | See<br>Footnote                                       |   |  |
|  | Tab   | le II - Der                   | ivative | Secu                                 | rities l                                    | Bene          | ficially   | Owned (            | e.g.        | , puts,         | calls, wa                     | arran   | ts, options, conve  | rtible sec  | urities)  |   |  |
| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative | 3. Trans. Date Execu<br>Date, |         | on (                                 | 4. Trans.<br>(Instr. 8)                     | Code          | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                    |             | Expiration Date |                               | Securi<br>Deriva  | e and Amount of<br>ties Underlying<br>tive Security<br>3 and 4) | Underlying Derivative Security                            |   | Ownership<br>Form of<br>Derivative<br>Security: | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  | Security  |                               |         |                                      | Code  | V             | (A)  | (D)                | Date<br>Exe | e<br>rcisable   | Expiration<br>Date            |   | Amount or Number of<br>Shares                                   |   | Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | Direct (D)<br>or Indirect<br>(I) (Instr.<br>4)  |  |

#### **Explanation of Responses:**

(1) These securities are held of record by NGP Energy Technology Partners, L.P. ("NGP LP"). NGP ETP, L.L.C. ("NGP ETP") is the general partner of NGP LP and Energy Technology Partners, L.L.C. ("ETP LLC") is the manager of NGP ETP. The Reporting Person is the manager of ETP LLC and may be deemed to share voting and investment power with respect to all shares held by NGP LP. This report on Form 4 is jointly filed by NGP LP, NGP ETP and ETP LLC. Each of the Reporting Persons 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 its pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

Reporting Owners

| Danastina Oroman Nama / Address      | Relationships |           |         |                          |  |  |
|--------------------------------------|---------------|-----------|---------|--------------------------|--|--|
| Reporting Owner Name / Address       | Director      | 10% Owner | Officer | Other                    |  |  |
| NGP Energy Technology Partners, L.P. |               |           |         |                          |  |  |
| 1700 K STREET NW, SUITE 750          |               | X         |         | Director by Deputization |  |  |
| WASHINGTON, DC 20006                 |               |           |         |                          |  |  |
| NGP ETP, L.L.C.                      |               |           |         |                          |  |  |
| 1700 K STREET NW, SUITE 750          |               | X         |         |                          |  |  |
| WASHINGTON, DC 20006                 |               |           |         |                          |  |  |
| Energy Technology Partners, L.L.C.   |               |           |         |                          |  |  |
| 1700 K STREET NW, SUITE 750          |               | X         |         |                          |  |  |
| WASHINGTON, DC 20006                 |               |           |         |                          |  |  |

| Sig | natı | ires |
|-----|------|------|
| ~-8 |      |      |

| /s/ Steven G. Fishbach, Attorney-in-Fact for NGP Energy Technology Partners, L.P. | 5/18/2017 |  |
|---|-----------|--|
| **Signature of Reporting Person   | Date      |  |
| /s/ Steven G. Fishbach, Attorney-in-Fact for NGP ETP, L.L.C.                      | 5/18/2017 |  |

| —Signature of Reporting Person  | Date      |
|---|-----------|
| /s/ Steven G. Fishbach, Attorney-in-Fact for Energy Technology Partners, L.L.C. | 5/18/2017 |
| 78/ Steven G. Fishbach, Attorney-in-Fact for Energy Technology Farthers, L.L.C. | 3/10/2017 |

\*\*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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