

# **TPI COMPOSITES, INC**

Reported by  
**DEUTCH PHILIP J**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 07/29/16 for the Period Ending 07/27/16

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CIK 0001455684

Symbol TPIC

# FORM 4

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. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>DEUTCH PHILIP J</b>		<b>TPI COMPOSITES, INC [ TPIC ]</b>		<input checked="" type="checkbox"/> Director <input 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>1700 K STREET NW, SUITE 750</b>		<b>7/27/2016</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>WASHINGTON, DC 20006</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	7/27/2016		C		3800316 (1)	A	(1)	3800316	I	See Footnote (2)

**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				
Series A Convertible Preferred Stock	(3)	7/27/2016		C		2014.3876		(3)	(3)	Common Stock	2536242	\$0.00	0	I	See Footnote (2)
Series B Convertible Preferred Stock	(4)	7/27/2016		C		171.4518		(4)	(4)	Common Stock	219954	\$0.00	0	I	See Footnote (2)
Series B-1 Convertible Preferred Stock	(5)	7/27/2016		C		205.7422		(5)	(5)	Common Stock	372135	\$0.00	0	I	See Footnote (2)
Series C Convertible Preferred Stock	(6)	7/27/2016		C		327.0744		(6)	(6)	Common Stock	386413	\$0.00	0	I	See Footnote (2)
Senior Redeemable Preferred Stock	(7)	7/27/2016		C		60		(7)	(7)	Common Stock	285572	\$0.00	0	I	See Footnote (2)

### Explanation of Responses:

- This transaction represents the total number of shares of Common Stock of the Issuer (the "Issuer Common Stock") received upon the conversion of the Issuer's Series A Convertible Preferred Stock (the "Series A Shares"), Series B Convertible Preferred Stock (the "Series B Shares"), Series B-1 Convertible Preferred Stock (the "Series B-1 Shares"), Series C Convertible Preferred Stock (the "Series C Shares"), and Senior Redeemable Preferred Stock (the "Senior Shares"). The Series A Shares, Series B Shares, Series B-1 Shares, Series C Shares and Senior Shares are collectively referred to herein as the "Preferred Shares". See Footnotes 3, 4, 5, 6 and 7 for the conversion ratios of the classes of Preferred Shares.
- 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. 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.
- The Series A Shares automatically converted into Issuer Common stock on an approximately 1,259.06-for-1 basis upon the closing of the initial public offering of the Issuer without payment or further consideration. The Series A Shares were convertible at any time at the election of the Reporting Person and had no expiration date.
- The Series B Shares automatically converted into Issuer Common stock on an approximately 1,282.90-for-1 basis upon the closing of the initial public

offering of the Issuer without payment or further consideration. The Series B Shares were convertible at any time at the election of the Reporting Person and had no expiration date

- (5) The Series B-1 Shares automatically converted into Issuer Common stock on an approximately 1,808.75-for-1 basis upon the closing of the initial public offering of the Issuer without payment or further consideration. The Series B-1 Shares were convertible at any time at the election of the Reporting Person and had no expiration date.
- (6) The Series C Shares automatically converted into Issuer Common stock on an approximately 1,181.41-for-1 basis upon the closing of the initial public offering of the Issuer without payment or further consideration. The Series C Shares were convertible at any time at the election of the Reporting Person and had no expiration date.
- (7) The Senior Shares automatically converted into Issuer Common stock on an approximately 4,759.60-for-1 basis upon the closing of the initial public offering of the Issuer without payment or further consideration. The Senior Shares were convertible at any time at the election of the Reporting Person and had no expiration date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>DEUTCH PHILIP J 1700 K STREET NW, SUITE 750 WASHINGTON, DC 20006</b>	<b>X</b>	<b>X</b>		

**Signatures**

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

7/29/2016

\*\*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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