

# TPI COMPOSITES, INC Reported by GIOVACCHINI PAUL G

### FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 07/25/17 for the Period Ending 07/22/17

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



[] 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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

## 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 *													5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
GIOVACCH	IINI PAU	JL G		TI	PI C	OME	POSITE	S, II	NC [	TPIC	]					
(Last)	(First	(Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)							X Director Officer (giv	e title helow		10% Owner ther (specify	
10 MILL POND LANE							7/2	2/20	)17		omeer (grv	e title below	,	mer (speerry	ociow)	
	(Stre			4. ]	lf An	nendme	ent, Date C	rigir	nal Fil	ed (MM/I	DD/YYYY	6. Individual o	or Joint/G	roup Filing	Check Appl	icable Line)
SIMSBURY,	, <b>CT 060</b> '		)									X_Form filed by	y One Repo More than C	rting Person One Reporting P	erson	
			•	- Non-Der	ivati	ive Sec	urities Ac	quir	ed, Di	sposed	of, or Be	eneficially Owne	ed			
1.Title of Security (Instr. 3)		2.	Trans. Date	2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acquor Disposed of (D (Instr. 3, 4 and 5)		D)	5. Amount of Securit Following Reported (Instr. 3 and 4)	ities Beneficially Owned Transaction(s)		Form:	7. Nature of Indirect Beneficial Ownership	
							Code	V	Amou	(A) or (D)	Price					(Instr. 4)
Common Stock			,	7/22/2017			M		2880	A	\$0.00	2	880 (1)		D	
Common Stock												4778491 <sup>(2)</sup>			I	See footnote
	Tabl	le II - Deri	vative S	ecurities l	Bene	ficially	Owned (	e.g. ,	, puts,	calls, v	varrants	s, options, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	n Date I	3A. Deem Execution Date, if an		Derivativ Securitie		es Acquired isposed of		te Exercisable and ation Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	9. Number of derivative Securities Beneficially Owned Following	Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exerc	isable l	Expiration Date	Title	Amount or Number of Shares	Tran	Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Restricted Stock Units	<u>(3)</u>	7/22/2017		M			2880	1	<u>(4)</u>	<u>(4)</u>	Commo Stock	on 2880	\$0.00	0	D	

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

- (1) The Reporting Person is contractually obligated to turn over any proceeds from the sale of these shares to Landmark Growth Capital Partners, L.P. ("LGCP") and Landmark IAM Growth Capital L.P. ("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.
- (2) 3,236,968 shares of these securities are held of record by LGCP and 1,541,523 shares of these securities are held of record by 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 is an advisor to LEA LLC. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Exchange Act, except to the extent of his pecuniary interest therein, if any.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Common Stock.
- (4) All of the RSUs vest on the first anniversary of the effective date of the initial public offering of the Issuer; provided, that the Reporting Person continues to provide service to the Issuer through the vesting date. The RSUs do not have an expiration date.

#### **Reporting Owners**

Panarting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	rector 10% Owner Officer		Other		
GIOVACCHINI PAUL G						
10 MILL POND LANE	X	X				
SIMSBURY, CT 06070						

#### **Signatures**

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.