

Pattern Energy Group Holdings GP LLC
 Form 4/A
 February 03, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 R/C Renewable Energy GP II, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
 Pattern Energy Group Inc. [PEGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 712 FIFTH AVENUE, 36TH FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/31/2014

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

(Street)
 NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/05/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
				(A) or (D) Price			
Class A Common Stock	12/31/2014		C	15,407,808 A \$ 0	16,108,546 (1)	I	See Footnotes (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
R/C Renewable Energy GP II, L.L.C. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X		
Pattern Energy Group Holdings LP 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X		
Pattern Energy GP, LLC 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X		
Pattern Energy Group LP 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X		
Pattern Renewables GP LLC 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X		
Pattern Renewables LP 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X		
Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X		
R/C Wind II LP 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X		
Pattern Energy Group Holdings GP LLC 712 FIFTH AVENUE, 36TH FLOOR		X		

NEW YORK, NY 10019

Signatures

/s/ Thomas Walker, Authorized Person of R/C Renewable Energy GP II, L.L.C.	02/03/2015
__Signature of Reporting Person	Date
/s/ Daniel M. Elkhort, Vice President of Pattern Energy Group Holdings LP	02/03/2015
__Signature of Reporting Person	Date
/s/ Daniel M. Elkhort, Vice President of Pattern Energy GP LLC	02/03/2015
__Signature of Reporting Person	Date
/s/ Dyann S. Blaine, Vice President of Pattern Energy Group LP	02/03/2015
__Signature of Reporting Person	Date
/s/ Dyann S. Blaine, Vice President of Pattern Renewables GP LLC	02/03/2015
__Signature of Reporting Person	Date
/s/ Dyann S. Blaine, Vice President of Pattern Renewables LP	02/03/2015
__Signature of Reporting Person	Date
/s/ Thomas Walker, Authorized Person of R/C Renewable Energy GP II, L.L.C., sole member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C.	02/03/2015
__Signature of Reporting Person	Date
/s/ Thomas Walker, Authorized Person of R/C Renewable Energy GP II, L.L.C., sole member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., general partner of R/C Wind II LP	02/03/2015
__Signature of Reporting Person	Date
/s/ Thomas Walker, Authorized Person of R/C Renewable Energy GP II, L.L.C., sole member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., general partner of R/C Wind II LP, managing member of Pattern Energy Group Holdings GP LLC	02/03/2015
__Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(1) This amendment to the Form 4 filed by the Reporting Persons on January 5, 2014 (the "Original Form 4") restates the first row of Table I of the Original Form 4 and corrects the number of shares of Class A common stock of the Issuer reported in Box 5. The number of securities reported in the Original Form 4 omitted 700,738 shares of Class A common stock that were reported in previous Form 4s filed by the reporting persons.

(2) Held of record by Pattern Renewables LP. Pattern Renewables GP LLC is the general partner of Pattern Renewables LP. Pattern Energy Group LP is the sole member of Pattern Renewables GP LLC. Pattern Energy GP LLC is the general partner of Pattern Energy Group LP. Pattern Energy Group Holdings LP is the managing member of Pattern Energy GP LLC. Pattern Energy Group Holdings GP LLC is the general partner of Pattern Energy Group Holdings LP. R/C Wind II LP is the managing member of Pattern Energy Group Holdings GP LLC. Riverstone/Carlyle Renewable Energy Grant GP, L.L.C. is the general partner of R/C Wind II LP. R/C Renewable Energy GP II, LLC is the managing member of Riverstone/Carlyle Renewable Energy Grant GP, L.L.C.

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- R/C Renewable Energy GP II, LLC is managed by an eight-person investment committee. Pierre F. Lapeyre, Jr., David M. Leuschen, Ralph C. Alexander, Lord John Browne of Madingley, Michael B. Hoffman, Stephen J. Schaefer, Daniel A. D'Aniello and Edward J. Mathias, as the members of the investment committee of R/C Renewable Energy GP II, LLC, may be deemed to share beneficial ownership of the shares beneficially owned by R/C Wind II LP. Such individuals expressly disclaim any such beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.