

Hannon Armstrong Sustainable Infrastructure Capital, Inc.  
 Form 4  
 March 17, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Chuslo Steven

2. Issuer Name and Ticker or Trading Symbol  
 Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1906 TOWNE CENTRE BLVD.  
 SUITE 370  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/15/2017

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 GENERAL COUNSEL & EVP

ANNAPOLIS, MD 21401

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.01 per share	03/15/2017		A		14,353	A	\$ 0 <u>(1)</u>
Common stock, par value \$0.01 per share	03/15/2017		A		20,500	A	\$ 0 <u>(2)</u>
Common stock, par value \$0.01	03/15/2017		A		41,000	A	\$ 0 <u>(3)</u>

per share

Common  
stock, par  
value \$0.01  
per share

4,700 <sup>(4)</sup> I

By  
significant  
other

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)

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 Transaction (Instr. 5)
				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

Chuslo Steven  
1906 TOWNE CENTRE BLVD. SUITE 370  
ANNAPOLIS, MD 21401

GENERAL  
COUNSEL &  
EVP

## Signatures

/s/ Steven  
Chuslo

03/17/2017

\*\*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).

## Edgar Filing: Hannon Armstrong Sustainable Infrastructure Capital, Inc. - Form 4

(1) On March 15, 2017, the reporting person was granted 14,353 shares of restricted Common Stock that were issued pursuant to the 2013 Hannon Armstrong Sustainable Infrastructure Capital Inc. Equity Incentive Plan, as amended (the "Plan"). The shares vest on March 5, 2019.

(2) On March 15, 2017, the reporting person was granted 20,500 shares of restricted Common Stock that were issued pursuant to the Plan. The shares will vest in equal installments of one-third of the full amount on March 15, 2018, March 5, 2019 and March 5, 2020.

(3) On March 15, 2017, the reporting person was awarded up to a maximum of 41,000 Restricted Stock Units ("RSUs") under the Plan, which represent the right to receive one share of Common Stock of the issuer for each RSU at vesting. The RSUs vest on March 5, 2020 if certain absolute and relative stockholder return targets are achieved on or prior to such date. The number of RSUs to be awarded to the reporting person range from zero to 41,000 based on the Company's performance relative to the return targets. The RSUs reported on this Form 4 assume the reporting person receives the maximum possible grant. Dividend equivalents will accrue on the RSUs from the grant date, but the reporting person is not entitled to receive the dividend equivalents until the RSUs vest. The grant is being reported here for informational purposes only.

(4) These shares are held by the reporting person's significant other. The reporting person disclaims ownership other than to the extent of his pecuniary interest.

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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