

Fink Jesse  
 Form 3  
 May 01, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |  |   |   |  |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â MissionPoint HA Parallel Fund, LLC</p> <p>(Last) (First) (Middle)</p> <p>20 MARSHALL STREET,<br/>             SUITE 300</p> <p>(Street)</p> <p>NORWALK,Â CTÂ 06854</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/23/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>             (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)       | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 381,893  | I   | See Footnotes <u>(1)</u> <u>(2)</u>                      |
| Common Stock, par value \$0.01 per share | 537,798  | I   | See Footnotes <u>(2)</u> <u>(3)</u>                      |
| Common Stock, par value \$0.01 per share | 3,643  | I   | See Footnote <u>(4)</u>                                  |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| Operating Partnership<br>Units                | Â (5)  | Â (6)              | Common<br>Stock  | 326,437                          | \$ (5)   | I  | See Footnotes (2)<br>(7)                                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MissionPoint HA Parallel Fund, LLC<br>20 MARSHALL STREET, SUITE 300<br>NORWALK,Â CTÂ 06854       | Â X           | Â         | Â       | Â     |
| MissionPoint HA Parallel Fund II, LLC<br>20 MARSHALL STREET, SUITE 300<br>NORWALK,Â CTÂ 06854    | Â X           | Â         | Â       | Â     |
| MissionPoint HA Parallel Fund III, LLC<br>20 MARSHALL STREET, SUITE 300<br>NORWALK,Â CTÂ 06854   | Â X           | Â         | Â       | Â     |
| MISSIONPOINT CAPITAL PARTNERS FUND I L P<br>20 MARSHALL STREET, SUITE 300<br>NORWALK,Â CTÂ 06854 | Â X           | Â         | Â       | Â     |
| MissionPoint Capital Partners LLC<br>20 MARSHALL STREET, SUITE 300<br>NORWALK,Â CTÂ 06854        | Â X           | Â         | Â       | Â     |
| Fink Jesse<br>20 MARSHALL STREET, SUITE 300<br>NORWALK,Â CTÂ 06854                               | Â X           | Â         | Â       | Â     |

## Signatures

|  |            |
|--|------------|
| By: MissionPoint HA Parallel Fund, LLC, By: MissionPoint Capital Partners LLC, its<br>Manager, /s/ Mark Cirilli, as Executive Committee Member     | 05/01/2013 |
| **Signature of Reporting Person  | Date       |
| By: MissionPoint HA Parallel Fund II, LLC, By: MissionPoint Capital Partners LLC, its<br>Manager, /s/ Mark Cirilli, as Executive Committee Member  | 05/01/2013 |
| **Signature of Reporting Person  | Date       |
| By: MissionPoint HA Parallel Fund III, LLC, By: MissionPoint Capital Partners LLC, its<br>Manager, /s/ Mark Cirilli, as Executive Committee Member | 05/01/2013 |
| **Signature of Reporting Person  | Date       |
|  | 05/01/2013 |

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By: MissionPoint Capital Partners Fund I, L.P., By: MissionPoint Capital Partners LLC, its Manager, /s/ Mark Cirilli, as Executive Committee Member

Signature of Reporting Person

Date

By: MissionPoint Capital Partners LLC, /s/ Mark Cirilli, as Executive Committee Member

05/01/2013

Signature of Reporting Person

Date

By: /s/ Jesse Fink

05/01/2013

Signature of Reporting Person

Date

Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) These shares are held directly by MissionPoint HA Parallel Fund, LLC ("Fund I").

MissionPoint Capital Partners LLC ("MissionPoint") is the sole manager of Fund I, MissionPoint HA Parallel Fund II, LLC ("Fund II"), MissionPoint HA Parallel Fund III, LLC ("Fund III") and MissionPoint Capital Partners Fund I, L.P. ("MPCP" and collectively with Fund I, Fund II and Fund III, the "MissionPoint Funds"). Mr. Jesse Fink and Mr. Mark Cirilli are the executive committee members of MissionPoint and have voting and dispositive power over the securities held by the MissionPoint Funds. Mr. Cirilli serves as the representative of the MissionPoint Funds on the Issuer's board of directors. Each of MissionPoint and Mr. Fink disclaims beneficial ownership of the securities held by the MissionPoint Funds except to the extent, if any, of their respective pecuniary interest therein. MPCP disclaims beneficial ownership of the securities held by Fund I, Fund II and Fund III except to the extent, if any, of its pecuniary interest therein.

(3) These shares are held directly by Fund II.

On April 23, 2013, Mr. Cirilli was granted 3,643 shares of restricted Common Stock that were issued pursuant to the Issuer's Equity Incentive Plan. These shares vest as to one fourth on April 23, 2014, one fourth on April 23, 2015, one fourth on April 23, 2016 and one fourth on April 23, 2017. These shares are held directly by Mr. Cirilli and were issued to Mr. Cirilli in connection with his services to the

(4) Issuer as a director. Mr. Cirilli, pursuant to an arrangement with MissionPoint, will assign any remuneration received for service as a director of the Issuer. Such remuneration will then offset the management fees payable to MissionPoint by MPCP. Each of the MissionPoint Funds and Mr. Fink disclaims beneficial ownership in such shares held by Mr. Cirilli, except to the extent, if any, of their respective pecuniary interest therein.

The operating partnership units ("OP Units") represent units of limited partnership interests in Hannon Armstrong Sustainable Infrastructure, L.P. (the "Operating Partnership"), of which the Issuer is the sole general manager. The OP Units have the rights and preferences as set forth in the partnership agreement of the Operating Partnership, and will, beginning 180 days after completion of the Issuer's initial public offering, become redeemable in exchange for, at the Issuer's option, either (i) shares of common stock of the Issuer on a one-for-one basis or (ii) a cash amount equal to the product of (A) the number of redeemed OP Units, multiplied by (B) the "Cash Amount" (as defined in the partnership agreement of the Operating Partnership).

(5) The OP Units do not have any expiration date.

(7) These OP Units are held directly by Fund III.

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Remarks:

Exhibit 99.1 - Joint Filer Information

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.