

Hannon Armstrong Sustainable Infrastructure Capital, Inc.  
Form 8-K  
November 09, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 9, 2016**

**HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**001-35877**  
**(Commission**

**File Number)**

**1906 Towne Centre Blvd, Suite 370 Annapolis,**

**46-1347456**  
**(IRS Employer**

**Identification No.)**

**Maryland 21401**

**(Address of principal executive offices)**

**(410) 571-9860**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

As previously reported, on May 9, 2016, Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the Company) entered into two separate ATM Equity Offering<sup>SM</sup> Sales Agreements with each of Merrill Lynch, Pierce, Fenner & Smith Incorporated and FBR Capital Markets & Co. (each, individually, an Agent and collectively, the Agents) pursuant to which the Company may sell, from time to time, shares of the Company's common stock, par value \$0.01 per share, having an aggregate offering price of up to \$75,000,000 (the Shares), through the Agents either as agents or principals. The Shares will be issued pursuant to the Company's shelf registration statement on Form S-3 (Registration No. 333-198157).

On November 9, 2016, the Company filed a prospectus supplement (the Prospectus Supplement), dated November 8, 2016, with the Securities and Exchange Commission in connection with the offer and sale of the Shares.

In connection with the filing of the prospectus supplement, the Company is filing as Exhibit 8.1 to this Current Report on Form 8-K an opinion of its tax counsel.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

No.	Description
8.1	Tax Opinion of Clifford Chance US LLP (including consent of such firm)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HANNON ARMSTRONG SUSTAINABLE

INFRASTRUCTURE CAPITAL, INC.

By: /s/ Steven L. Chuslo  
Name: Steven L. Chuslo  
Title: Executive Vice President and General  
Counsel

Date: November 9, 2016