

Pattern Energy Group Inc.  
 Form 424B5  
 October 19, 2017  
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**Filed Pursuant to Rule 424(b)(5)**  
**Registration No. 333-219970**

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per unit</b>	<b>Proposed maximum aggregate offering price(1)</b>	<b>Amount of registration fee(2)</b>
Class A common stock, par value \$0.01 per share	9,200,000	\$23.40	\$215,280,000	\$26,802.36

- (1) Assumes exercise in full of the underwriters option to purchase up to 1,200,000 additional shares of Class A common stock.
- (2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in the registrant's Registration Statement on Form S-3 (File No. 333-219970) in accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended.

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**Prospectus Supplement**

**(To Prospectus dated August 14, 2017)**

**8,000,000 Shares**

**Pattern Energy Group Inc.**

**Class A Common Stock**

We are offering 8,000,000 shares of our Class A common stock, par value \$0.01 per share ( common stock ).

Our common stock is listed on the NASDAQ Global Select Market and on the Toronto Stock Exchange under the symbol PEGI. On October 17, 2017, the last reported sale price of our common stock on the NASDAQ Global Select Market was \$24.53 per share and on the Toronto Stock Exchange was C\$30.75 per share.

**Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page S-5 of this prospectus supplement. You should also consider the risk factors described in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.**

	<b>Per Share</b>	<b>Total</b>
Public offering price	\$ 23.40	\$ 187,200,000
Underwriting discounts and commissions	\$ 0.34	\$ 2,720,000
Net proceeds to us, before expenses	\$ 23.06	\$ 184,480,000

One of our existing stockholders, Public Sector Pension Investment Board ( PSP ), has indicated an intention to purchase \$15.0 million of shares of our common stock in the offering at a price per share equal to the public offering price. However, there can be no assurance as to whether PSP will participate in the offering or the number of shares that it will purchase if it participates in the offering.

We have granted the underwriters the right to purchase, within a period of 30 days beginning on the date of this prospectus supplement, up to an additional 1,200,000 shares of our common stock at the public offering price set forth above less underwriting discounts and commissions, solely to cover over-allotments, if any.

**Neither the Securities and Exchange Commission (the SEC ) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement and the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

Delivery of the shares of common stock offered hereby will be made on or about October 23, 2017.

*Book-Running Managers*

**Morgan Stanley**

**BofA Merrill Lynch**

*Co-Managers*

**KeyBanc Capital Markets**

**SOCIETE GENERALE**

**The date of this prospectus supplement is October 18, 2017**

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We and the underwriters have not authorized anyone to provide any information other than that contained in this prospectus supplement and the accompanying prospectus or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any free writing prospectus prepared by or on behalf of us to which we have referred you. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus supplement and the accompanying prospectus or incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate as of any date other than the date of such document. Our business, financial condition, results of operations and prospects may have changed since those dates.

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**ABOUT THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS**

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering of our common stock and also adds to and updates the information contained or incorporated by reference in the accompanying prospectus. The second part is the accompanying prospectus, which describes more general information regarding our securities, some of which does not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described under the heading **Where You Can Find More Information and Incorporation of Information by Reference** in this prospectus supplement and **Where You Can Find More Information** in the accompanying prospectus in their entirety before making an investment decision.

If the information set forth in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus or the information contained in any document incorporated by reference herein or therein, the information contained in the most recently dated document shall control. Unless the context otherwise requires, any reference herein to:

common stock refers to shares of our Class A common stock, par value \$0.01 per share;

MW refers to megawatts;

owned capacity of any particular project refers to the maximum, or rated, electricity generating capacity of the project in MW multiplied by our percentage ownership interest in the distributable cash flow of the project;

Pattern Development Companies refers collectively to Pattern Development 1.0 and Pattern Development 2.0 and their respective subsidiaries (excluding us and our subsidiaries);

Pattern Development 1.0 refers to Pattern Energy Group LP, a Delaware limited partnership, and, where the context so requires, its subsidiaries (excluding us and our subsidiaries);

Pattern Development 2.0 refers to Pattern Energy Group 2 LP, a Delaware limited partnership, and, where the context so requires, its subsidiaries; and

we, our, us, our company or Pattern Energy refers to Pattern Energy Group Inc., a Delaware corporation together with its consolidated subsidiaries.

**NOTICE TO INVESTORS**

We are a holding company with U.S. operating subsidiaries that are public utilities (as defined in the Federal Power Act, or FPA) and, therefore, subject to the jurisdiction of the U.S. Federal Energy Regulatory Commission, or FERC, under the FPA. As a result, the FPA places certain restrictions and requirements on the transfer of an amount of our

voting securities sufficient to convey direct or indirect control over us. See Risk Factors Risks Related to Ownership of our Class A Shares As a result of the FPA and FERC's regulations in respect of transfers of control, absent prior authorization by FERC, neither we nor Pattern Development 1.0 can convey, nor will an investor in our company generally be permitted to obtain, a direct and/or indirect voting interest in 10% or more of our issued and outstanding voting securities, and a violation of this limitation could result in civil or criminal penalties under the FPA and possible further sanctions imposed by FERC under the FPA, included in our Annual Report on Form 10-K for the year ended December 31, 2016 (the 2016 Annual Report ), filed with the SEC and incorporated by reference herein.

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**MARKET AND INDUSTRY DATA**

We obtained the industry, market and competitive position data used throughout the documents incorporated by reference in this prospectus supplement and the accompanying prospectus from our own internal estimates as well as from independent industry publications, government publications, reports by market research firms or other published independent sources. We did not commission any of these publications or reports. These publications generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy or completeness of such information. While we believe that each of these studies and publications is reliable, we have not independently verified such data and make no representation as to the accuracy of such information.

**TRADEMARKS**

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus include trademarks, such as the Pattern name and the Pattern logo, which are protected under applicable intellectual property laws and are our property and/or the property of our subsidiaries. This prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus also contain trademarks, service marks, copyrights and trade names of other companies, which are the property of their respective owners. We do not intend our use or display of other companies' trademarks, service marks, copyrights or trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies. Solely for convenience, our trademarks and tradenames referred to in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus may appear without the ® or ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to these trademarks and tradenames.



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In this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein, references to C\$ and Canadian dollars are to the lawful currency of Canada and references to \$, US\$ and U.S. dollars are to the lawful currency of the United States. All dollar amounts herein are in U.S. dollars, unless otherwise stated.

Our historical consolidated financial statements that are incorporated by reference in this prospectus supplement are presented in U.S. dollars. The following chart sets forth for each of 2014, 2015 and 2016, as well as each completed month or relevant interim period in any uncompleted month to date during 2017, the high, low, period average and period end exchange rates, as reported by the Bank of Canada, of Canadian dollars expressed as Canadian dollars per US\$1.00.

Year	Canadian Dollars per US\$1.00			
	High	Low	Period Average(1)	Period End
2014	C\$ 1.1643	C\$ 1.0614	C\$ 1.1045	C\$ 1.1601
2015	1.2803	1.1728	1.2425	1.2206
2016	1.4589	1.2544	1.3248	1.3427
Month				
January 2017	C\$ 1.3438	C\$ 1.3030	C\$ 1.3191	C\$ 1.3030
February 2017	1.3248	1.3004	1.3110	1.3248
March 2017	1.3513	1.3304	1.3386	1.3310
April 2017	1.3662	1.3275	1.3440	1.3662
May 2017	1.3743	1.3446	1.3607	1.3446
June 2017	1.3504	1.2977	1.3298	1.2977
July 2017	1.2982	1.2447	1.2689	1.2485
August 2017	1.2755	1.2482	1.2605	1.2536
September 2017	1.2480	1.2128	1.2283	1.2480
October 2017 (through October 17, 2017)	1.2549	1.2472	1.2511	1.2548

- (1) The average of the exchange rates, as reported by the Bank of Canada, on the last business day of each month during the relevant one-year period and, in respect of monthly or interim period information, the average of the exchange rates on each business day for the relevant period.

The exchange rate, as reported by the Bank of Canada, in Canadian dollars on October 17, 2017 was US\$1.00 = C\$1.2548.

The above rates differ from the actual rates used in our consolidated historical financial statements and the calculation of cash available for distribution and dividends we declared and paid described elsewhere in this prospectus supplement and the documents incorporated by reference in this prospectus supplement. Our inclusion of these exchange rates is not meant to suggest that the U.S. dollar amounts actually represent such Canadian dollar amounts or that such amounts could have been converted into Canadian dollars at any particular rate or at all.

For information on the impact of fluctuations in exchange rates on our operations, see **Risk Factors** **Risks Related to Our Projects** **Currency exchange rate fluctuations may have an impact on our financial results and condition** and **Quantitative and Qualitative Disclosures about Market Risk** **Foreign Currency Exchange Rate Risk** included in our 2016 Annual Report incorporated by reference herein.

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**CAUTIONARY STATEMENT REGARDING THE USE OF NON-U.S. GAAP MEASURES**

This prospectus supplement, including documents incorporated by reference, contains references to Adjusted EBITDA and cash available for distribution, which are not measures under generally accepted accounting principles in the United States, or U.S. GAAP, and, therefore, may differ from definitions of these measures used by other companies in our industry. We disclose Adjusted EBITDA and cash available for distribution because we believe that these measures may assist investors in assessing our financial performance and the anticipated cash flow from our projects. None of these measures should be considered the sole measure of our performance, and they should not be considered in isolation from, or as a substitute for, the financial statements incorporated by reference in this prospectus supplement prepared in accordance with U.S. GAAP. For further discussion of the limitations of these non-U.S. GAAP measures and the reconciliations of net income (loss) to Adjusted EBITDA and net cash provided by (used in) operating activities to cash available for distribution, see Management's Discussion and Analysis of Financial Condition and Results of Operations Key Metrics Cash Available for Distribution and Adjusted EBITDA included in our 2016 Annual Report and our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2017 and June 30, 2017, each of which is incorporated by reference herein.

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**SUMMARY**

*This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus, or incorporated by reference in this prospectus supplement and the accompanying prospectus. As a result, this summary does not contain all of the information that may be important to you or that you should consider before investing in our common stock. You should read carefully this entire prospectus supplement, the accompanying prospectus and any related free writing prospectus, together with all documents incorporated by reference herein and therein, which are described under *Where You Can Find More Information and Incorporation of Information by Reference* in this prospectus supplement and under *Where You Can Find More Information* in the accompanying prospectus.*

**Overview**

We are an independent power company focused on owning and operating power projects with stable long-term cash flows in attractive markets with potential for continued growth of our business. We hold interests in 20 wind power projects, including the Mont Sainte-Marguerite wind power project we have committed to acquire, with a total owned interest of 2,736 MW in the United States, Canada and Chile that use proven and best-in-class technology. Each of our projects has contracted to sell all or a majority of its output pursuant to a long-term, fixed-price or variable price power sale agreement. Ninety-two percent of the electricity to be generated by our projects will be sold under our power sale agreements which have a weighted average remaining contract life of approximately 14.5 years as of June 30, 2017.

**Recent Developments**

The recent natural disasters, including the hurricanes in Texas and Puerto Rico, the earthquake in Mexico and the wildfires in California adversely impacted our operations in the third quarter. We evacuated our 283 megawatt ( MW ) Gulf Wind project in Texas prior to Hurricane Harvey and our 101 MW Santa Isabel project in Puerto Rico prior to the Irma and Maria hurricanes. We closed our Houston office for more than a week during Hurricane Harvey. Our operations center continued uninterrupted monitoring of our assets during all of these events, including evacuating and operating remotely during Hurricane Harvey. Project operations staff and third-party technicians safely returned to work shortly after the hurricanes at both the Gulf Wind and Santa Isabel projects.

The Gulf Wind project in Texas suspended operations for approximately two days and sustained no damage from Hurricane Harvey. The preliminary evaluation of the 101 MW Santa Isabel project in Puerto Rico reports no material damage to the turbines or the project from Hurricane Maria, while additional detailed evaluations continue. However, our Santa Isabel project is shut-in as a result of Hurricane Maria. We are working with PREPA to support PREPA's broader efforts to restore the high voltage grid so the project can help support providing much needed power to the Puerto Rican communities.

In addition, wind conditions during the third quarter of 2017 were below the long-term average experienced. All of the foregoing adversely affected our production and revenues in the third quarter and as a result we expect our operating loss for the third quarter of 2017 to be materially and substantially greater and our cash available for distribution to be materially and substantially lower, in each case, than the corresponding amounts in the third quarter of 2016. The foregoing are preliminary estimates prepared internally by management and have not been reviewed or audited by our independent registered public accounting firm. There can be no assurance that our actual results for the third quarter, which have not been finalized as of the date of this prospectus supplement, will not differ materially from management's estimates or that they will not be lower than market expectations, including those of research analysts. We expect to publicly announce actual results for the third quarter during the second week of November 2017.

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**Corporate Information**

Our principal executive offices are located at Pier 1, Bay 3, San Francisco, California 94111, and our telephone number is (415) 283-4000. Our website is [www.patternenergy.com](http://www.patternenergy.com). We make our periodic reports and other information filed or furnished to the SEC or the Canadian Securities Administrators available, free of charge, through our website, as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC or the Canadian Securities Administrators. Except as specifically noted, information on our website is not incorporated by reference into this prospectus supplement and the accompanying prospectus and does not constitute a part of this prospectus supplement and the accompanying prospectus.

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**THE OFFERING**

Common stock offered	8,000,000 shares of our common stock.
Common stock to be outstanding after this offering	95,637,816 shares of our common stock.
Over-allotment option	We have granted the underwriters the right to purchase, within a period of 30 days beginning on the date of this prospectus supplement, up to an additional 1,200,000 shares of our common stock, solely to cover over-allotments, if any.
Use of proceeds	<p>We estimate that the net proceeds from this offering will be approximately \$183.8 million, after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us.</p> <p>We intend to use the net proceeds from this offering for general corporate purposes, which may include:</p> <ul style="list-style-type: none"><li>funding acquisitions, including from third parties or drop downs of Mont Sainte-Marguerite, El Cabo, Belle River, Otsuki Wind, Futtsu Solar, Kanagi Solar, Ohorayama and Tsugaru from the identified right of first offer (ROFO) list included in our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017;</li><li>funding investments, including any capital call requests from Pattern Development 2.0; or</li><li>depending on the timing, sequencing and significance of any potential acquisitions from the identified ROFO list, the repayment of indebtedness.</li></ul> <p>We have not received notices from either of the Pattern Development Companies that it is seeking a purchaser under our project purchase rights with such companies, and we do not have any binding agreements for any such acquisitions (other than for an interest in the Mont Sainte-Marguerite project).</p>

Exchange listing

Our common stock is listed on the NASDAQ Global Select Market and the Toronto Stock Exchange under the symbol PEGI.

Risk factors

You should read the Risk Factors section of this prospectus supplement and in our 2016 Annual Report and our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2017 and June 30, 2017, respectively, each of which is incorporated by reference in this prospectus supplement and the accompanying prospectus, for a discussion of certain of the factors to consider carefully before deciding to purchase any shares of our common stock.



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Unless otherwise stated, all applicable share, per share and related information in this prospectus supplement is as of June 30, 2017 and excludes 1,540,261 shares of our common stock available for future issuance under our equity incentive award plan.

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**RISK FACTORS**

*An investment in our common stock involves a high degree of risk. You should carefully consider the risk factors below, as well as carefully read the Risk Factors section of our 2016 Annual Report and our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2017 and June 30, 2017, respectively, each of which is incorporated by reference in this prospectus supplement and the accompanying prospectus, for a discussion of certain of the factors to consider carefully before deciding to purchase our common stock. You should also read all other information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus before deciding to invest in our common stock. If any of the risks actually occur, they may materially harm our business, financial condition, operating results or cash flow. As a result, the market price of our common stock could decline, and you could lose all or part of your investment. Additional risks and uncertainties that are not yet identified or that we think are immaterial may also materially harm our business, operating results, financial condition or cash flow and could result in a complete or partial loss of your investment.*

*This prospectus supplement, the accompanying prospectus and the incorporated documents also contain forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described in this prospectus supplement and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. See Special Note on Forward-Looking Statements in the accompanying prospectus and Cautionary Note Regarding Forward-Looking Statements in this prospectus supplement and any documents incorporated by reference herein.*

**Risks Related to the Offering**

***We have broad discretion in the use of the net proceeds from this offering and may not use them effectively.***

We have broad discretion in the use of the net proceeds from this offering and may not use them effectively. We intend to use the net proceeds from this offering for general corporate purposes, which may include: funding acquisitions, including from third parties or drop downs of Mont Sainte-Marguerite, El Cabo, Belle River, Otsuki Wind, Futtsu Solar, Kanagi Solar, Ohorayama and Tsugaru from the identified ROFO list included in our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017; funding investments, including any capital call requests from Pattern Development 2.0; or depending on the timing, sequencing and significance of any potential acquisitions from the identified ROFO list, the repayment of indebtedness. We have not received notices from either of the Pattern Development Companies that it is seeking a purchaser under our project purchase rights with such companies, and we do not have any binding agreements for any such acquisitions (other than for an interest in the Mont Sainte-Marguerite project). Our management will have broad discretion in the application of the net proceeds from this offering and could spend the proceeds in ways that do not improve our results of operations or enhance the value of our common stock. The failure by our management to apply these funds effectively could result in financial losses, and these financial losses could have a material adverse effect on our business and cause the price of our common stock to decline. Pending their use, we may invest the net proceeds from this offering in a manner that does not produce income or that loses value. See Use of Proceeds.

***We may need to raise additional capital. If we are unable to obtain such capital on favorable terms or at all, we may not be able to execute on our business plans and our business, financial condition and results of operations may be adversely affected.***

We expect to devote substantial financial resources to our acquisition activities. As a result of our funding requirements, we likely will need to sell additional equity or debt securities or seek additional financing through other

arrangements to increase our cash resources. In addition, we may issue common stock or securities convertible into common stock in connection with an acquisition or business combination. Any sale of additional equity or convertible securities may result in dilution to our stockholders. Public or private financing may not be

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available in amounts or on terms acceptable to us, if at all. If we are unable to obtain additional financing, we may be required to delay, reduce the scope of, or eliminate one or more of our planned acquisition activities, which could adversely affect our business, financial condition and operating results.

***Our Santa Isabel project in Puerto Rico has been shut-in as a result of Hurricane Maria.***

Our 101 MW Santa Isabel project located on the south coast of Puerto Rico sells 100% of its electricity

generation including environmental attributes to Puerto Rico Electric Power Authority ( PREPA ) under a 20-year power sale agreement ( PPA ). On September 20, 2017, Hurricane Maria, a category 4 hurricane, made direct landfall on Puerto Rico and caused substantial damage to PREPA s electricity transmission and distribution assets. PREPA declared a force majeure under the PPA with respect to its assets, relieving it of its obligations to perform substantially all of its obligations under the PPA, excluding its obligation to make payments thereunder. As of the date of this prospectus supplement, PREPA is current with respect to payments due under the PPA. We currently have a \$2.65 million receivable for production prior to the hurricane; \$2.28 million of that amount we expect to receive in mid-to-late October and the balance due and expected in mid-to late-November. While these payments are not relieved under the force majeure, no assurances can be given that PREPA will pay these receivables or any future receivables. PREPA s failure to make payments when due (after an applicable cure period) may constitute an event of default under the Santa Isabel financing agreement and may materially adversely affect the value of the Santa Isabel project. Even though the Santa Isabel financing agreement is non-recourse to us, it is secured by the Santa Isabel project and any exercise of remedies by the lender could have a material adverse effect on our business prospects, financial condition and results of operations. Further, given the current condition of PREPA s transmission and distribution assets and the logistical complexity associated with remediating the damage, no assurances can be given as to when the force majeure under the PPA will abate and PREPA s performance will resume under the PPA, or how the disruption will affect PREPA s bankruptcy-like proceedings under Title III of the Puerto Rico Oversight, Management, and Economic Stability Act. Please see Item 1A. Risk Factors Our projects rely on a limited number of key power purchasers in our Quarterly Report in Form 10-Q for the fiscal quarter ended June 30, 2017.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus, as well as any free writing prospectuses, to which we have referred you, contain forward-looking statements. All statements other than statements of historical fact included in this prospectus supplement and the accompanying prospectus are forward-looking statements. You can identify these statements by forward-looking words such as anticipate, believe, could, estimate, expect, intend, may, should, will, would, or similar words. You should read statements that contain these words carefully because they discuss our current plans, strategies, prospects, and expectations concerning our business, operating results, financial condition, and other similar matters. While we believe that these forward-looking statements are reasonable as and when made, there may be events in the future that we are not able to predict accurately or control, and there can be no assurance that future developments affecting our business will be those that we anticipate. Our forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. We are under no duty to update any of these forward-looking statements after the date of this prospectus supplement to conform our prior statements to actual results or revised expectations. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to:

our ability to complete acquisitions of power projects;

our ability to complete construction of our construction projects and transition them into financially successful operating projects;

fluctuations in supply, demand, prices and other conditions for electricity, other commodities and renewable energy credits;

our electricity generation, our projections thereof and factors affecting production, including wind and other conditions, other weather conditions, availability and curtailment;

changes in law, including applicable tax laws;

public response to and changes in the local, state, provincial and federal regulatory framework affecting renewable energy projects, including the U.S. federal production tax credit, investment tax credit and potential reductions in renewable portfolio standards requirements;

the ability of our counterparties to satisfy their financial commitments or business obligations;

the availability of financing, including tax equity financing, for our power projects;

an increase in interest rates;

our substantial short-term and long-term indebtedness, including additional debt in the future;

competition from other power project developers;

development constraints, including the availability of interconnection and transmission;

potential environmental liabilities and the cost and conditions of compliance with applicable environmental laws and regulations;

our ability to operate our business efficiently, manage capital expenditures and costs effectively and generate cash flow;

our ability to retain and attract executive officers and key employees;

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our ability to keep pace with and take advantage of new technologies;

the effects of litigation, including administrative and other proceedings or investigations, relating to our wind power projects under construction and those in operation;

conditions in energy markets as well as financial markets generally, which will be affected by interest rates, foreign currency exchange rate fluctuations and general economic conditions;

the effectiveness of our currency risk management program;

the effective life and cost of maintenance of our wind turbines and other equipment;

the increased costs of, and tariffs on, spare parts;

scarcity of necessary equipment;

negative public or community response to wind power projects;

the value of collateral in the event of liquidation; and

other factors discussed under the caption "Risk Factors" in this prospectus supplement, our 2016 Annual Report and our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2017 and June 30, 2017, respectively, each of which is incorporated by reference in this prospectus supplement.

We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions, including industry data referenced elsewhere in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. While we believe our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. Important factors that could cause actual results to differ materially from our expectations are disclosed under the caption "Risk Factors" in this prospectus supplement and in our 2016 Annual Report and our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2017 and June 30, 2017, respectively, each of which is incorporated by reference in this prospectus supplement and the accompanying prospectus. All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements in this prospectus supplement and the accompanying prospectus as well as other cautionary statements that are made from time to time in our other filings with the SEC and applicable Canadian securities regulatory authorities or public communications. You should evaluate all forward-looking statements made in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus in the context of these risks and uncertainties.

We caution you that the important factors referenced above may not contain all of the factors that are important to you. In addition, we cannot assure you that we will realize the results or developments we expect or anticipate or, even if those results or developments are substantially realized, that they will result in the consequences we anticipate or affect us or our operations in the way we expect.

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**USE OF PROCEEDS**

We estimate that the net proceeds from this offering will be approximately \$183.8 million (or \$211.5 million if the underwriters exercise their over-allotment option in full), after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

We intend to use the net proceeds from this offering for general corporate purposes, which may include:

funding acquisitions, including from third parties or drop downs of Mont Sainte-Marguerite, El Cabo, Belle River, Otsuki Wind, Futtsu Solar, Kanagi Solar, Ohorayama and Tsugaru from the identified ROFO list included in our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017;

funding investments, including any capital call requests from Pattern Development 2.0; or

depending on the timing, sequencing and significance of any potential acquisitions from the identified ROFO list, the repayment of indebtedness.

We have not received notices from either of the Pattern Development Companies that it is seeking a purchaser under our project purchase rights with such companies, and we do not have any binding agreements for any such acquisitions (other than for an interest in the Mont Sainte-Marguerite project).

As of October 17, 2017, we had an outstanding drawn loan balance of \$252 million under the revolving credit facility, which has a four-year term ending in December 2018. Loans under the revolving credit facility are either base rate loans or Eurodollar rate loans. The base rate loans accrue interest at a fluctuating rate per annum equal to the greatest of (i) the prime rate, (ii) the federal funds rate plus 0.50% and (iii) the Eurodollar rate that would be in effect for a Eurodollar rate loan with an interest period of one month plus 1.0%, plus an applicable margin ranging from 1.25% to 1.75% (depending upon our applicable leverage ratio). The Eurodollar rate loans accrue interest at a rate per annum equal to LIBOR, as published by Reuters, plus an applicable margin ranging from 2.25% to 2.75% (depending on our applicable leverage ratios).

Affiliates of Morgan Stanley & Co. LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated are lenders under our revolving credit facility and, if we repay outstanding indebtedness under our revolving credit facility using the net proceeds from any offering of common stock under this prospectus supplement, may receive a substantial portion of the net proceeds of such particular offering. See Underwriting Other Relationships.

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Our common stock began trading on September 27, 2013 on the NASDAQ Global Market (and subsequently qualified for the NASDAQ Global Select Market) under the trading symbol PEGI and on the Toronto Stock Exchange under the trading symbol PEG. Our common stock now trades on the Toronto Stock Exchange under the trading symbol PEGI. On October 17, 2017, the last reported sale price of our common stock on the NASDAQ Global Select Market was \$24.53 per share and on the Toronto Stock Exchange was C\$30.75 per share. The following table sets forth, for the periods indicated, the high and low prices for our shares of common stock traded on the NASDAQ Global Select Market.

	Price Range	
	High	Low
<b>Year Ending December 31, 2017</b>		
Fourth Quarter (through October 17, 2017)	\$ 24.94	\$ 23.74
Third Quarter	\$ 26.56	\$ 22.87
Second Quarter	\$ 25.42	\$ 19.82
First Quarter	\$ 21.28	\$ 18.83
<b>Year Ended December 31, 2016</b>		
Fourth Quarter	\$ 23.01	\$ 18.68
Third Quarter	\$ 25.13	\$ 22.27
Second Quarter	\$ 23.02	\$ 17.70
First Quarter	\$ 21.01	\$ 14.56
<b>Year Ended December 31, 2015</b>		
Fourth Quarter	\$ 24.08	\$ 16.96
Third Quarter	\$ 29.81	\$ 18.18
Second Quarter	\$ 32.00	\$ 27.13
First Quarter	\$ 31.20	\$ 24.13

The following table sets forth, for the periods indicated, the high and low prices for our shares of common stock traded on the Toronto Stock Exchange.

	Price Range	
	High	Low
<b>Year Ending December 31, 2017</b>		