

TPI COMPOSITES, INC
 Form 4
 July 29, 2016

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 *
GENERAL ELECTRIC CO

(Last) (First) (Middle)

3135 EASTON TURNPIKE,

(Street)

FAIRFIELD, CT 06828

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TPI COMPOSITES, INC [TPIC]

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

07/27/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/27/2016 | | C | (A) or (D) Price 2,843,664 (2) | A (2) 2,843,664 | I | Note (1) |

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

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 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Series B Convertible Preferred Stock | (3) | 07/27/2016 | | C | 1,715.1869 | (3) | (3) | Common Stock | 2,200 |
| Series B-1 Convertible Preferred Stock | (4) | 07/27/2016 | | C | 171.452 | (4) | (4) | Common Stock | 310 |
| Senior Redeemable Preferred Stock | (5) | 07/27/2016 | | C | 60 | (5) | (5) | Common Stock | 285 |
| Super Senior Redeemable Preferred Stock | (6) | 07/27/2016 | | C | 10 | (6) | (6) | Common Stock | 47 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06828 | | X | | |
| GE Ventures Ltd 3220 AVIATION HOUSE WESTPARK SHANNON, COUNTY CLARE, L2 00000 | | X | | |

Signatures

/s/ Barbara Lane, Attorney-in-fact/General Electric Company

07/29/2016

__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) Directly owned by GE Ventures Limited, which is a wholly-owned subsidiary of General Electric Company ("General Electric"). General Electric disclaims beneficial ownership of the securities of the Issuer held by GE Ventures Limited, except to the extent of its pecuniary interest, and the filing of this Form shall not be deemed an admission that General Electric is the beneficial owner of any equity securities of the Issuer for purposes of Section 16 or any other purpose.

(2) This transaction represents the total number of shares of Common Stock of the Issuer (the "Issuer Common Stock") received upon the conversion of the Issuer's Series B Convertible Preferred Stock (the "Series B Shares"), Series B-1 Convertible Preferred Stock (the "Series B-1 Shares"), Senior Redeemable Preferred Stock (the "Senior Shares") and Super Senior Redeemable Preferred Stock (the "Super Senior Shares"). The Series B Shares, Series B-1 Shares, Senior Shares and Super Senior Shares are collectively referred to herein as the "Preferred Shares".

(3) The Series B Shares automatically converted into Issuer Common Stock on an approximately 1,282.90-for-1 basis upon the closing of the initial public offering of the Issuer without payment or further consideration. The Series B Shares were convertible at any time at the election of the Reporting Person and had no expiration date.

(4) The Series B-1 Shares automatically converted into Issuer Common Stock on an approximately 1,808.75-for-1 basis upon the closing of the initial public offering of the Issuer without payment or further consideration. The Series B-1 Shares were convertible at any time at the election of the Reporting Person and had no expiration date.

(5) The Senior Shares automatically converted into Issuer Common Stock on an approximately 4,759.60-for-1 basis upon the closing of the initial public offering of the Issuer without payment or further consideration. The Senior Shares were convertible at any time at the election of the Reporting Person and had no expiration date.

(6) The Super Senior Shares automatically converted into Issuer Common Stock on an approximately 4,759.60-for-1 basis upon the closing of the initial public offering of the Issuer without payment or further consideration. The Super Senior Shares were convertible at any time at the election of the Reporting Person and had no expiration date.

Remarks:

Exhibit 99.1 - Joint Filer Information, incorporated herein by reference.

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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