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rely upon the "private placement" exemption from the registration requirements of the Securities Act provided by Section 4(a)(2) thereof in connection with the sale of these shares of Class A common stock and accordingly, these shares will not be registered under the Securities Act.

Throughout this prospectus, we refer to this concurrent private placement of Class A common stock as the "Class A Common Private Placement" and collectively with the Units Private Placements as the "Private Placements." For a further discussion of these private placement transactions, see "Certain relationships and related party transactions—Private Placements."

Offering Transactions

Concurrently with the completion of this offering, based on an assumed initial public offering price of \$20.00 per share, which is the midpoint of the range listed on the cover page of this prospectus:

- we will amend and restate Global's certificate of incorporation to provide for Class A common stock, Class B common stock and Class B1 common stock (which Class B1 common stock may be issued in the future upon a reset of IDR target distribution levels or in connection with acquisitions from our Sponsor or third parties), at which time SunEdison's interest in Global's common equity will solely be shares of Class B common stock and interests in Global LLC (as described below) and the restricted shares issued under the 2014 Incentive Plan will automatically convert into a number of shares of Class A common stock that represent an aggregate 5.6% economic interest in Global LLC, subject to certain adjustments to prevent dilution;
- we will amend Global LLC's operating agreement to provide for Class A units, Class B units and Class B1 units (which Class B1 units may be issued in the future upon a reset of IDR target distribution levels or in connection with acquisitions from our Sponsor or third parties) and to convert our Sponsor's interest in Global's common equity into Class B units, issue to Global a number of Class A units equal to the number of shares of Class A common stock (including any restricted shares) outstanding immediately after Global amends and restates its certificate of incorporation as described above, issue the IDRs to our Sponsor and appoint Global as the sole managing member of Global LLC;
- Global will issue 56,570,000 shares of its Class A common stock to the purchasers in this offering (or 65,055,500 shares if the underwriters exercise in full their option to purchase additional shares of Class A common stock) in exchange for net proceeds of approximately \$1,041.4 million (or approximately \$1,198.8 million if the underwriters exercise in full their option to purchase additional shares of Class A common stock), after deducting underwriting discounts and commissions, the structuring fee and offering expenses payable by us;
- Global will (i) issue 27,353,801 shares of its Class A common stock on account of the Class D units of Global LLC issued to the purchasers in the Units Private Placements and will receive the same number of newly issued Class A units in Global LLC and (ii) issue 3,375,000 shares of its Class A common stock to the purchasers in the Class A Common Private Placement;
- Global will issue 11,313,850 shares, 409,700 shares and 526,316 shares of Class A common stock to Renova, BioTherm (or its affiliate) and GME, which are the selling parties in the Renova Transaction, BioTherm Transaction and the GME Transaction, respectively;
- Global will use all of the net proceeds from this offering and the Class A Common Private Placement to purchase newly issued Class A units of Global LLC, representing 33.5% of Global LLC's outstanding membership units (or 38.3% if the underwriters exercise in full their option to purchase additional shares of Class A common stock);