

**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): October 27, 2017**

**PATTERN ENERGY GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware  
(State or other jurisdiction  
of incorporation)**

**001-36087  
(Commission  
File Number)**

**90-0893251  
(IRS Employer  
Identification Number)**

**Pier 1, Bay 3  
San Francisco, CA 94111**

(Address and zip code of principal executive offices)

**(415) 283-4000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01. Entry into a Material Definitive Agreement.**

In June 2017, in connection with the acquisition by Public Sector Pension Investment Board (“PSP Investments”) of shares of the Company’s outstanding Class A common stock from a selling shareholder, the seller had assigned to PSP Investments such seller’s existing piggyback registration rights with respect to such shares under the registration rights agreement between such seller and the Company.

On October 27, 2017, the Company agreed to extend such piggyback registration rights to the 641,025 shares of the Company’s Class A common stock (approximately \$15 million of shares) that PSP Investments purchased in the Company’s recent public offering which closed on October 23, 2017.

**Item 9.01. Financial Statements and Exhibits.**

**d. Exhibits**

Exhibit Number	Description
10.1	<a href="#">Registration Rights Agreement (Side Letter) among PSP Investments and the Company dated as of October 27, 2017.</a>

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**SIGNATURE**

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

Dated: October 30, 2017

PATTERN ENERGY GROUP INC.

By: /s/ Kim H. Liou  
Name: Kim H. Liou  
Title: Secretary

**Registration Rights Agreement (Side Letter)**

October 27, 2017

Public Sector Pension Investment Board  
Attention: Managing Director, Infrastructure Investments  
1250 René-Lévesque Blvd. West  
Suite 1400  
Montréal, Québec H3B 5E9  
Canada

Ladies and Gentlemen:

Reference is made to that certain Acknowledgment and Assignment Agreement (the “**Acknowledgment and Assignment Agreement**”), dated as of June 16, 2017, by and among Pattern Energy Group LP (“**Pattern Development 1.0**”), Public Sector Pension Investment Board (“**PSP**”) and Pattern Energy Group Inc. (the “**Company**” and together with PSP, the “**Parties**”) pursuant to which Pattern Development 1.0 conveyed, transferred and assigned to PSP piggyback registration rights under Section 2.2 of that certain Registration Rights Agreement (the “**Registration Rights Agreement**”), dated as of October 2, 2013, by and among the Company and the other parties thereto.

The Parties hereby agree that the 641,025 shares of the Company’s Class A common stock, par value \$0.01 per share, which have been purchased by PSP through an underwritten offering pursuant to a prospectus supplement dated October 18, 2017, as amended or supplemented from time to time, shall be considered “Registrable Shares” under the Registration Rights Agreement and shall be subject to and entitled to the benefits of the Acknowledgment and Assignment Agreement.

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Please confirm that the foregoing correctly sets forth the agreement between the Company and PSP. This letter agreement may be executed in one or more counterparts, each of which will be deemed an original, but all of which together shall constitute one and the same instrument.

Very truly yours,

PATTERN ENERGY GROUP INC.

By: /s/ Michael Lyon

Name: Michael Lyon

Title: CFO

CONFIRMED AND ACCEPTED,

as of the date first above written:

PUBLIC SECTOR PENSION INVESTMENT BOARD

By: /s/ Patrick Samson

Name: Patrick Samson

Title: Authorized Signatory

By: /s/ Michael Larkin

Name: Michael Larkin

Title: Authorized Signatory