
**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): August 30, 2017

**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)

46-1347456
(IRS Employer
Identification No.)

**1906 Towne Centre Blvd, Suite 370 Annapolis,
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))
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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

Item 8.01 Other Events.

As previously reported on a Form 8-K filed on August 22, 2017, Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters named in Schedule A thereto (the “Underwriters”), in connection with the offer and sale by the Company to the Underwriters of \$135,000,000 aggregate principal amount of its 4.125% Convertible Senior Notes due 2022 (the “Notes”), which closed on August 22, 2017. Pursuant to the Underwriting Agreement, the Underwriters were granted the option to purchase within 30 days of August 16, 2017 up to an additional \$15,000,000 aggregate principal amount of Notes from the Company, solely to cover over-allotments.

On August 25, 2017, the Underwriters exercised their over-allotment option to purchase an additional \$15,000,000 aggregate principal amount of the Notes. The net proceeds from the sale of the additional Notes, after deducting the underwriting discount and estimated offering expenses, were approximately \$14.6 million.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Clifford Chance US LLP (including consent of such firm)
23.1	Consent of Clifford Chance US LLP (included in Exhibit 5.1)

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: August 30, 2017

CLIFFORD CHANCE US LLP
 31 WEST 52ND STREET
 NEW YORK, NY 10019-6131
 TEL +1 212 878 8000
 FAX +1 212 878 8375
 www.cliffordchance.com

August 30, 2017

Hannon Armstrong Sustainable Infrastructure Capital Inc.
 1906 Towne Centre Blvd
 Suite 370
 Annapolis, Maryland 21401

Ladies and Gentlemen:

We have acted as counsel to Hannon Armstrong Sustainable Infrastructure Capital Inc. (the “**Company**”) in connection with the registration statement on Form S-3, as amended by Post-Effective Amendment No. 1 (File No. 333-215229) (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Securities Act**”). We are furnishing this letter to you in connection with the offer and sale by the Company of \$15,000,000 aggregate principal amount of its 4.125% Convertible Senior Notes due 2022 (the “**Notes**”), for issuance pursuant to the exercise of the over-allotment option to purchase additional Notes set forth in Section 2(b) of the Underwriting Agreement, dated August 16, 2017 (the “**Underwriting Agreement**”), by and between the Company, and Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein, and an Indenture, dated as of August 22, 2017, as supplemented by a First Supplemental Indenture, dated as of August 22, 2017 (together, the “**Indenture**”), each by and between the Company and U.S. Bank National Association, as trustee.

In rendering the opinions expressed below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, the Indenture, the Notes and certain resolutions of the board of directors of the Company (the “**Board of Directors**”) and of a pricing committee of the Board of Directors (the “**Pricing Committee**”), relating to the transactions contemplated by the Underwriting Agreement and other related matters. As to factual matters relevant to the opinions set forth below, we have relied upon certificates of officers of the Company and public officials and representations and warranties of the parties set forth in the Underwriting Agreement.

Based on, and subject to, the foregoing, the qualifications and assumptions set forth herein and such other examination of law as we have deemed necessary, we are of the opinion that (i) following the (a) issuance of the Notes pursuant to the terms of the Underwriting Agreement and (b) receipt by the Company of the consideration for the Notes specified in the resolutions of the Board of Directors and of the Pricing Committee:

1. The Notes will be the valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except as the enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws relating to or affecting enforcement of creditors’ rights generally, or by general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law); and
2. The issuance of the shares of the Company’s common stock, par value \$0.01 per share, into which the Notes are convertible (the “**Conversion Shares**”) upon conversion of the Notes pursuant to the terms of the Notes and the Indenture have been duly authorized by all necessary corporate action on the part of the Company and, if and when issued and delivered by the Company pursuant to the terms of the Notes and the Indenture upon conversion of the Notes, the Conversion Shares will be legally issued, fully paid and nonassessable.

The opinions set forth in this letter relate only to the laws of the State of New York and the Maryland General Corporation Law, and we express no opinion as to the laws of another jurisdiction and we assume no responsibility for the applicability or effect of the law of any other jurisdiction.

We consent to the filing of this opinion as Exhibit 5.1 to a Current Report on Form 8-K that shall be incorporated by reference into the Registration Statement and to the reference to us under the caption "Legal Matters" in the prospectus supplement which is a part of the Registration Statement. In giving this consent, we do not concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the United States Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Clifford Chance US LLP