

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|                                                                   |         |          |                                                                                                                        |  |  |                                                                                                                                                                                                                                                                                                                                                                                |  |  |
|-------------------------------------------------------------------|---------|----------|------------------------------------------------------------------------------------------------------------------------|--|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person *<br><b>Chuslo Steven</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><div style="border: 1px solid black; padding: 2px; text-align: center;">GENERAL COUNSEL &amp; EVP</div> |  |  |
| (Last)<br><b>1906 TOWNE CENTRE BLVD., SUITE 370</b>               | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>04/23/2013</b>                                                  |  |  |                                                                                                                                                                                                                                                                                                                                                                                |  |  |
| (Street)<br><b>ANNAPOLIS, MD 21401</b>                            |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                                                   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                                                                                                                 |  |  |
| (City)                                                            | (State) | (Zip)    | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>                                |  |  |                                                                                                                                                                                                                                                                                                                                                                                |  |  |

| 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) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|-------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                          |                                      |                                                    | Code                           | V | Amount                                                            | (A) or (D) | Price       |                                                                                               |                                                          |                                                       |
| Common stock, par value \$0.01 per share | 04/23/2013                           |                                                    | A                              |   | 48,994                                                            | A          | (1)         | 49,119                                                                                        | D                                                        |                                                       |
| Common stock, par value \$0.01 per share | 04/23/2013                           |                                                    | A                              |   | 43,714                                                            | A          | \$ 0 (2)    | 92,833                                                                                        | D                                                        |                                                       |
| Common stock, par value \$0.01 per share | 04/23/2013                           |                                                    | P                              |   | 100                                                               | A          | \$ 12.5 (3) | 100 (3)                                                                                       | I                                                        | By Significant Other                                  |

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V |                                                                                         | Date Exercisable                                         | Expiration Date |                                                               |                                            |                                                                                                    |                                                                                  |                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |                       |       |
|------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                              | Director      | 10% Owner | Officer               | Other |
| Chuslo Steven<br>1906 TOWNE CENTRE BLVD.<br>SUITE 370<br>ANNAPOLIS, MD 21401 |               |           | GENERAL COUNSEL & EVP |       |

## Signatures

Steven Chuslo, by Alexander MacRae, his Attorney-in-fact

04/25/2013

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) On April 23, 2013, the reporting person received, in an exempt transaction pursuant to Rule 16b-3 of the Securities and Exchange Act of 1934, 48,994 shares of restricted Common Stock that were issued in exchange for all of the outstanding shares of stock of SLC-HA, Inc. pursuant to the Agreement and Plan of Merger, dated as of April 15, 2013, by and among, among others, Hannon Armstrong Sustainable Infrastructure Capital, Inc., HA Merger Sub III LLC and the reporting person (the "Merger Agreement"). The initial public offering price of the Issuer's Common Stock which the reporting person received pursuant to the Merger Agreement was \$12.50 per share.

(2) On April 23, 2013, the reporting person was granted 43,714 shares of restricted Common Stock that were issued pursuant to the Hannon Armstrong Sustainable Infrastructure Capital Inc. Equity Incentive Plan. The shares vest as to one fourth on April 23, 2014, one fourth on April 23, 2015, one fourth on April 23, 2016 and one fourth on April 23, 2017.

(3) These shares are held by the reporting person's significant other. The reporting person disclaims ownership other than to the extent of his pecuniary interest.

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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