
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 28, 2014

**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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EXPLANATORY NOTE

This Amendment No. 1 (this “Form 8-K/A”) amends the Current Report on Form 8-K of Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the “Company”) originally filed with the Securities and Exchange Commission on June 3, 2014 (the “Original Filing”) regarding the acquisition of American Wind Capital Company, LLC (“AWCC”). The sole purpose of this amendment is to include a) the Statements of Revenues and Expenses for the real estate owned by AWCC Holdings, LLC, a wholly owned subsidiary of American Wind Capital Company, LLC, that owned the real estate acquired by the Company, and b) the unaudited pro forma combined financial information required by Item 9.01 of Form 8-K, which were excluded from the original filing in reliance on paragraphs (a)(4) and (b)(2), respectively, of that Item.

In completing this transaction, the Company evaluated various factors, including:

- the purchase prices;
- the non-financial terms of the acquisitions;
- the availability of funds or other consideration for the acquisitions and the costs thereof;
- the size of the properties;
- the terms of the existing long term leases for the property from solar projects;
- the credit quality of the obligor who would buy the output of the solar projects;
- the results of on-site inspections of the solar projects leasing the land;
- alternative uses of the land;
- the “fit” of the properties with the Company’s existing portfolio;
- the potential for any environmental problems;
- the legal status of the properties;
- the potential for capital appreciation.

After reasonable inquiry, the Company is not aware of any material factors relating to the specific properties other than those discussed above that would cause the reported financial information not to be necessarily indicative of future operating results.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of real estate properties acquired.

The Statements of Revenues and Expenses for the real estate properties of AWCC Holdings, LLC for the year ended December 31, 2013 (audited) and for the three months ended March 31, 2014 (unaudited) are filed herewith as Exhibit 99.1 to this Current Report on Form 8-K/A.

(b) Pro Forma Financial Information.

Hannon Armstrong Sustainable Infrastructure Capital, Inc. Unaudited Pro Forma Condensed Consolidated Balance Sheet as of December 31, 2013 and Condensed Consolidated Statement of Operations for the year ended December 31, 2013 and the three months ended March 31, 2014 and the related notes are filed as Exhibit 99.2 to this Current Report on Form 8-K/A.

(d) Exhibits.

Exhibit No.	Description
23.1	Consent of Deloitte & Touche LLP
99.1	Statements of Revenues and Expenses for the real estate properties of AWCC Holdings, LLC for the year ended December 31, 2013 (audited) and for the three months ended March 31, 2014 (unaudited).
99.2	Hannon Armstrong Sustainable Infrastructure Capital, Inc Unaudited Pro Forma Consolidated Balance Sheet as of December 31, 2013 and Condensed Consolidated Statement of Operations for the year ended December 31, 2013 and the three months ended March 31, 2014.

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, INC.

By: /s/ Steven L. Chuslo

Name: Steven L. Chuslo

Title: Executive Vice President and General Counsel

Date: August 11, 2014

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Current Report on Form 8-K/A of Hannon Armstrong Sustainable Infrastructure Capital, Inc. dated August 11, 2014 of our report dated August 11, 2014 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the presentation of revenues and expenses) related to the financial statements of the Rental Operations of AWCC Holdings, LLC for the year ended December 31, 2013.

/s/ Deloitte & Touche LLP

INDEPENDENT AUDITORS' REPORT

AWCC Holdings, LLC

We have audited the accompanying financial statements of the Rental Operations of AWCC Holdings, LLC which comprise the statements of revenues and expenses for the year ended December 31, 2013, and the related notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the rules and regulations of the Securities and Exchange Commission as described in Note 1 to the financial statements; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the revenues and expenses as described in Note 1 of the Company for the year ended December 31, 2013, in accordance with the rules and regulations of the Securities and Exchange Commission.

Emphasis of Matter

We draw attention to Note 1 to the financial statements, which describes that the accompanying financial statements were prepared for the purpose of complying with the rules and regulations of the Securities and Exchange

Commission (for inclusion in the Form 8-k of Hannon Armstrong Sustainable Infrastructure Capital, Inc.) and are not intended to be a complete presentation of AWCC Holdings, LLC's revenues and expenses. Our opinion is not modified with respect to this matter.

/s/ Deloitte & Touche LLP

August 11, 2014

Hartford, CT

Rental Operations of AWCC Holdings, LLC

Statements of Revenues and Expenses

Three Months Ended March 31, 2014 and Year Ended December 31, 2013

	Three Months Ended March 31, 2014 <i>(Unaudited)</i>	Year Ended December 31, 2013
REVENUES:		
Rental income	\$ 506,615	\$ 2,134,997
Other income	<u>—</u>	<u>112,047</u>
Total revenues	506,615	2,247,044
Property taxes and other expenses	<u>24,460</u>	<u>32,416</u>
REVENUES IN EXCESS OF EXPENSES	<u>\$ 482,155</u>	<u>\$ 2,214,628</u>

See notes to statements of revenues and expenses.

RENTAL OPERATIONS OF AWCC HOLDINGS, LLC**NOTES TO STATEMENTS OF REVENUES AND EXPENSES****THREE MONTHS ENDED MARCH 31, 2014 (UNAUDITED) AND YEAR ENDED DECEMBER 31, 2013**

1. BACKGROUND AND BASIS OF PRESENTATION

The accompanying Statements of Revenues and Expenses (the Statements) include the rental operations of AWCC Holdings, LLC (the "Properties"), which consist of approximately 7,500 acres among three parcels of land and related long-term land leases to three utility scale solar projects located in Imperial County, California and San Luis Obispo County, California (the "Rental Operations"). AWCC Holdings, LLC is a wholly owned subsidiary of American Wind Capital Company, LLC and owned the real property acquired by Hannon Armstrong Sustainable Infrastructure Capital, Inc.

The accompanying Statements related to the Properties have been prepared on an accrual basis and for the purpose of complying with the provisions of Article 3-14 of Regulation S-X promulgated by the U.S. Securities and Exchange Commission (the SEC), as amended. Accordingly, the statements are not representative of the actual operations for the periods presented as revenues and expenses, which may not be directly attributable to the revenues and expenses expected to be incurred in the future operations of the Properties, have been excluded. Such items may include employee costs, management fees, interest expense, amortization of any real estate intangibles such as above and below market lease values and interest income. The Statements are not intended to be a complete presentation of the revenues and expenses of the Rental Operations noted above.

An unaudited statement of revenues and expenses is being presented for the three months ended March 31, 2014, and an audited statement of revenues and expenses is being presented for the most recent fiscal year (December 31, 2013) instead of the three most recent years based on the following factors: (a) the land investments were acquired from an unaffiliated party and (b) based on due diligence of the land investments, management is not aware of any material factors relating to the land investments that would cause this financial information not to be indicative of future operating results.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition — Rents are recognized on accrual straight line basis over the terms of the related leases. Other income relates to the reimbursement of real estate taxes recognized as revenue in the period. The reimbursement is recognized and presented gross.

Property Taxes and Other Expenses — Such expenses represent the direct expenses of operating the respective property and include real estate property taxes, insurance, and professional and filing fees.

Use of Estimates — Management has made a number of estimates and assumptions relating to the reporting and disclosure of revenues and certain expenses during the reporting periods to present the statements of revenues and certain expenses in conformity with U.S. generally accepted accounting principles. Accordingly, actual results could differ from those estimates.

Interim Statements — The statement of revenues and expenses for the three months ended March 31, 2014, is unaudited; however, in the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the revenues and expenses for the interim period have been included. Revenues and expenses for the interim period are not necessarily indicative of the results that may be expected for the full year.

3. FUTURE MINIMUM RENTAL INCOME

The Properties receive rental income in connection with the land leases to three utility scale solar projects located in Imperial County, California and San Luis Obispo County, California. The expiration dates of these leases range from 2041 to 2043. The minimum future cash rents receivable under these non-cancelable operating leases as of March 31, 2014, are as follows:

Period Ending March 31,	Amount
2015	\$ 3,674,829
2016	3,876,997
2017	3,932,096
2018	3,987,643
2019	4,043,736
Thereafter	<u>112,345,232</u>
	<u>\$131,860,533</u>

4. TENANT CONCENTRATION

For the year ended December 31, 2013, and the three months ended March 31, 2014, three tenants represented 100% of the Properties' rental revenues.

5. COMMITMENTS AND CONTINGENCIES

The Properties are subject to legal proceedings and claims that arise in the ordinary course of business. These matters are generally covered by insurance. Management believes that the ultimate settlement of these actions will not have a material adverse effect on the Properties' results of operations.

One of the Properties is involved in a legal proceeding regarding collection of certain property taxes paid by the Property on behalf of the lessee. The Property recorded a \$287,000 receivable (and a corresponding reduction of expense) as of and for the year ended December 31, 2013 in connection with this matter. Subsequent to March 31, 2014, the lessee has paid all current taxes due. Management believes a favorable outcome and collection of the receivable is probable.

6. SUBSEQUENT EVENTS

Management has evaluated subsequent events through August 11, 2014, the date which the financial statements were available to be issued.

HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.
UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

The unaudited pro forma consolidated balance sheet as of December 31, 2013, is presented to reflect the adjustments to our historical consolidated balance sheet as of December 31, 2013, as if the AWCC acquisition was completed on December 31, 2013. The unaudited pro forma combined consolidated statements of operations for the three months ended March 31, 2014 and the year ended December 31, 2013, are presented to reflect adjustments to our historical income statements, to include, in the acquisition adjustment column, the historical income statement of AWCC Holdings, LLC (the entity which held the acquired assets) and to include in the proforma adjustment column, adjustments to the historical results, as if the AWCC acquisition was completed on January 1, 2013. Further explanation and details concerning the pro forma adjustments are included in the notes accompanying the unaudited pro forma consolidated financial statements.

On May 28, 2014, we entered into a Unit Purchase Agreement (the "Purchase Agreement") to acquire all of the outstanding member interests in AWCC from Northwharf Nominees Limited, DBD AWCC LLC, NGP Energy Technology Partners II, L.P. and C.C. Hinckley Company, LLC (collectively, the "Sellers") in exchange for approximately \$106.9 million (the "Purchase Price"), which we funded from the use of our cash on hand and our existing credit facilities. Through this acquisition, we expanded our portfolio of sustainable infrastructure assets, including acquiring more than 7,500 acres of land with in-place land leases to three solar projects, which we have recorded as real estate, and the rights to payments from land leases for a diversified portfolio of 57 wind projects, which we have recorded as financing receivables. We did not assume any of AWCC's indebtedness in connection with the transaction. We accounted for our acquisition of AWCC as a business combination and incurred approximately \$1.1 million of acquisition related costs, which we have expensed as acquisition costs in our condensed consolidated statement of operations.

In addition, we entered into a three-year mutually exclusive origination and servicing agreement with an entity owned by former employees and minority owners of AWCC. This entity will be referred to hereafter as "AWCC Capital." Under this agreement, AWCC Capital has agreed to (a) originate new similar transactions for our benefit and (b) service the existing and any new assets originated by them for our benefit. We paid approximately \$0.6 million in cash as consideration for this agreement.

The following unaudited consolidated pro forma financial statements should be read in conjunction with the Current Report on Form 8-K filed with the Securities and Exchange Commission on June 3, 2014, announcing the acquisition of AWCC, the consolidated financial statements and the accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014; and the AWCC Holdings LLC statements of revenues and expenses for the three months ended March 31, 2014 and year ended December 31, 2013 and included as an exhibit in this Current Report on Form 8-K/A.

We have based the unaudited pro forma adjustments on available information and assumptions that we believe are reasonable and appropriate. In management's opinion, all adjustments, consisting of normal recurring adjustments, necessary to reflect the acquisition and related transactions have been made. The following unaudited pro forma consolidated financial statements are presented for information purposes only and are not necessarily indicative of what our actual financial position would have been as of December 31, 2013, assuming this transaction was completed as of December 31, 2013 or what our actual results of operation would have been for the three months ended March 31, 2014 and the year ended December 31, 2013, assuming this transactions was completed on January 1, 2013, nor are they indicative of our future results of operations or financial condition and should not be viewed as indicative of future results of operations or financial condition.

HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.
PRO FORMA CONSOLIDATED BALANCE SHEET
AS OF DECEMBER 31, 2013
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)
(UNAUDITED)

	As of December 31, 2013		
	Historical	Pro Forma Adjustments	Pro Forma
Assets			
Financing receivables	\$347,871	\$ 37,244 (a)	\$ 385,115
Financing receivables held-for-sale	24,758		24,758
Investments held-to-maturity	91,964		91,964
Investments available-for-sale	3,213		3,213
Real estate	—	50,318 (a)	50,318
Real estate related intangible assets	—	16,945 (a)	16,945
Securitization assets	6,144		6,144
Cash and cash equivalents	31,846	(31,846) (b)	—
Restricted cash and cash equivalents	49,865		49,865
Other intangible assets, net	1,706		1,706
Goodwill	3,798	2,144 (a)	5,942
Other assets	10,267	693 (a)	10,960
Total Assets	<u>\$571,432</u>	<u>\$ 75,498</u>	<u>\$ 646,930</u>
Liabilities and Equity			
Liabilities:			
Accounts payable, dividends payable and accrued expenses	\$ 7,296	\$ 7,498 (b)	\$ 14,794
Deferred funding obligations	74,675		74,675
Credit facility	77,114	68,000 (b)	145,114
Asset-backed nonrecourse notes (secured by financing receivables of \$109.5 million)	100,081		100,081
Other nonrecourse debt (secured by financing receivables of \$156.4 million)	159,843		159,843
Deferred tax liability	1,799		1,799
Total Liabilities	<u>420,808</u>	<u>75,498</u>	<u>496,306</u>
Equity:			
Preferred stock, par value \$0.01 per share, 50,000,000 shares authorized, no shares issued and outstanding	—		—
Common stock, par value \$0.01 per share, 450,000,000 shares authorized, 15,892,927 shares issued and outstanding	159		159
Additional paid in capital	160,120		160,120
Retained deficit	(13,864)		(13,864)
Accumulated other comprehensive income	110		110
Non-controlling interest	4,099		4,099
Total Equity	<u>150,624</u>	<u>—</u>	<u>150,624</u>
Total Liabilities and Equity	<u>\$571,432</u>	<u>\$ 75,498</u>	<u>\$ 646,930</u>

See accompanying notes.

HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.
CONDENSED PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2013
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)
(UNAUDITED)

	For the Year Ended December 31, 2013			
	Historical	Acquisition Adjustment	Pro Forma Adjustments	Pro Forma
Net Investment Revenue:				
Interest Income, Financing receivables	\$ 15,468	\$ 2,254	\$ —	\$ 17,722
Interest Income, Investments	1,897		—	1,897
Rental Income	—	2,135	(341) (c)	1,794
Investment Revenue	17,365	4,389	(341)	21,413
Investment interest expense	(9,815)	(4,559)	2,757 (d)	(11,617)
Net Investment Revenue	7,550	(170)	2,416	9,796
Provision for credit losses	(11,000)	—	—	(11,000)
Net Investment Revenue, net of provision for credit losses	(3,450)	(170)	2,416	(1,204)
Other Investment Revenue:				
Gain on sale of receivables and investments	5,597	—	—	5,597
Fee income	1,483	—	—	1,483
Other Investment Revenue	7,080	—	—	7,080
Total Revenue, net of investment interest expense and provision	3,630	(170)	2,416	5,876
Compensation and benefits	(12,312)	—	—	(12,312)
General and administrative	(3,844)	(268)	(21) (e)	(4,133)
Depreciation and amortization of intangibles	(340)	—	—	(340)
Acquisition costs	—	—	(1,104) (f)	(1,104)
Other interest expense	(56)	—	—	(56)
Other income	37	307	(307) (g)	37
Other Expenses, net	(16,515)	39	(1,432)	(17,908)
Net (loss) income before income taxes	(12,885)	(131)	984	(12,032)
Income tax benefit	251	—	—	251
Net (Loss) Income	\$ (12,634)	\$ (131)	\$ 984	\$ (11,781)
Net (loss) attributable to non-controlling interest holders	(2,175)			(1,895)
Net (Loss) Attributable to Controlling Shareholders	\$ (10,459)			\$ (9,886)
Basic earnings per common share	\$ (0.68)			\$ (0.63)
Diluted earnings per common share	\$ (0.68)			\$ (0.63)
Weighted average common shares outstanding—basic	15,716,250			15,716,250
Weighted average common shares outstanding—diluted	15,716,250			15,716,250

See accompanying notes.

HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.
CONDENSED PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2014
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)
(UNAUDITED)

	For the Three Months Ended March 31, 2014			
	Historical	Acquisition Adjustment	Pro Forma Adjustments	Pro Forma
Net Investment Revenue:				
Interest Income, Financing receivables	\$ 4,618	\$ 633	\$ —	\$ 5,251
Interest Income, Investments	1,294	—	—	1,294
Rental Income	—	507	(103) (c)	404
Investment Revenue	5,912	1,140	(103)	6,949
Investment interest expense	(3,530)	(1,135)	684 (d)	(3,981)
Net Investment Revenue	2,382	5	581	2,968
Provision for credit losses	—	—	—	—
Net Investment Revenue, net of provision for credit losses	2,382	5	581	2,968
Other Investment Revenue:				
Gain on sale of receivables and investments	1,974	—	—	1,974
Fee income	1,343	—	—	1,343
Other Investment Revenue	3,317	—	—	3,317
Total Revenue, net of investment interest expense and provision	5,699	5	581	6,285
Compensation and benefits	(1,613)	—	—	(1,613)
General and administrative	(1,153)	(121)	21 (e)	(1,253)
Depreciation and amortization of intangibles	(62)	—	—	(62)
Acquisition costs	—	—	—	—
Other interest expense	—	—	—	—
Other income	2	5	(5) (g)	2
Other Expenses, net	(2,826)	(116)	16	(2,926)
Net income (loss) before income taxes	2,873	(111)	597	3,359
Income tax (expense)	(60)	—	—	(60)
Net Income (Loss)	\$ 2,813	\$ (111)	\$ 597	\$ 3,299
Net income attributable to non-controlling interest holders	60			70
Net Income Attributable to Controlling Shareholders	\$ 2,753			\$ 3,229
Basic earnings per common share	\$ 0.17			\$ 0.20
Diluted earnings per common share	\$ 0.17			\$ 0.20
Weighted average common shares outstanding—basic	15,892,927			15,892,927
Weighted average common shares outstanding—diluted	16,494,309			16,494,309

See accompanying notes.

HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

- (a) Reflects our acquisition of the AWCC assets at fair value for a total purchase price of \$106.9 million. Cash and cash equivalents include \$0.1 million of cash acquired in the transaction and Other Assets includes the prepaid professional services of \$0.6 million related to the three-year Professional Services Agreement.
- (b) Reflects our funding of the AWCC acquisition with cash and borrowings under our credit facility. Additional cash was on hand to fund the acquisition of AWCC as of the transactions closing date, May 28, 2014. Cash and cash equivalents just prior to the AWCC acquisition exceeded the cash on hand as of December 31, 2013. The difference between the cash used to acquire AWCC and the cash on hand as of December 31, 2013, is reflected in this pro forma as accounts payable.
- (c) Reflects amortization for above market lease intangibles.
- (d) Reflects the reversal of AWCC's higher historical interest expense offset by our estimated interest expense associated with the partial financing of the AWCC acquisition using our credit facility.
- (e) Reflects adjustment to general and administrative expenses to include amortization of the Professional Services Agreement, and eliminate non-recurring general and administrative expenses.
- (f) Reflects AWCC acquisition transaction costs.
- (g) Reflects the reversal of AWCC's non-recurring other income and interest income earned on cash and cash equivalents for the year ended December 31, 2013 and the reversal of interest income earned on cash and cash equivalents for the three months ended March 31, 2014.