

# FORM 5

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

OMB APPROVAL	
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## ANNUAL 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

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

<b>1. Name and Address of Reporting Person*</b> Eckel Jeffrey (Last) (First) (Middle) 1906 TOWNE CENTRE BLVD. SUITE 370 (Street) ANNAPOLIS, MD 21401 (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input type="checkbox"/> Director <span style="float: right;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float: right;"><input type="checkbox"/> Other (specify below)</span> President and CEO
<b>3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)</b> 12/31/2019		<b>6. Individual or Joint/Group Reporting</b> (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
<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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common stock, par value \$0.01 per share							573,031	D	
Common stock, par value \$0.01 per share							107,661 <sup>(1)</sup>	I	By Chesapeake Power LLC
Common stock, par value \$0.01 per share	12/27/2019		G	15,000	D	\$ 0	648,650 <sup>(2) (3)</sup>	I	By Jeffrey W. Eckel Revocable Trust
Common stock, par value \$0.01 per share	12/27/2019		G	15,000	A	\$ 0	15,000 <sup>(4)</sup>	I	By Chesapeake Power Foundation
Common stock, par value \$0.01 per share							42,000 <sup>(5)</sup>	I	By spouse
Common stock, par value \$0.01 per share							2,536 <sup>(6)</sup>	I	By grandson

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 2270 (9-02)

**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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
LTIP Units							<sup>(7)</sup> ( <sup>8</sup> )	<sup>(9)</sup>	Common stock, par value \$0.01 per share	228,000.00	228,000	I	By HASI Management HoldCo LLC <sup>(10)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eckel Jeffrey 1906 TOWNE CENTRE BLVD. SUITE 370 ANNAPOLIS, MD 21401	X		President and CEO	

## Signatures

/s/ Jeffrey Eckel		02/14/2020
**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) These shares are held by Chesapeake Power, LLC, of which Jeffrey W. Eckel is the sole member.
- (2) These shares are held by the Jeffrey W. Eckel Revocable Trust, of which Jeffrey W. Eckel is the sole trustee and beneficiary.
- (3) 69,453 shares were transferred from Mr. Eckel's direct holdings into the Jeffrey W. Eckel Revocable Trust during the year ended December 31, 2019.
- (4) These shares are held by the Chesapeake Power Foundation, the activities of which Jeffrey W. Eckel has the sole ability to direct.
- (5) These shares are held by the reporting person's spouse. The reporting person disclaims ownership other than to the extent of his pecuniary interest.

The reporting person acts as custodian for his grandson under the Uniform Gifts to Minors Act. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. The Form 4 filed on December 3, 2019 inadvertently over-reported the shares held by his grandson by 19 shares.

- (7) 228,000 units of limited partner interest ("OP Units") in Hannon Armstrong Sustainable Infrastructure, LP (the "Partnership") are issuable upon the vesting and conversion of 228,000 long-term incentive plan units ("LTIP Units") in the Partnership. The LTIP Units were granted to the Reporting Person under the Issuer's 2013 Equity Incentive Plan, as amended. Of these 228,000 LTIP Units, 76,000 are scheduled to vest in equal annual installments of one-third of the full amount on May 15, 2020, March 5, 2021, and March 5, 2022, subject to continued employment by the Reporting Person, and 152,000 represent the maximum amount of LTIP Units that can vest on March 5, 2022 contingent upon the achievement of certain performance criteria ("Vested LTIP Units").

Vested LTIP Units, after achieving parity with OP Units (as described in the Partnership's Amended and Restated Agreement of Limited Partnership (the "Partnership Agreement")), are eligible to be converted into OP Units on a one-for-one basis upon the satisfaction of conditions set forth in the Partnership Agreement. Upon conversion of LTIP Units into OP Units, the Reporting Person will have the right to cause the Partnership to redeem a portion of the Reporting Person's OP Units for cash in an amount equal to the market value (as defined in the Partnership Agreement) of an equivalent number of shares of common stock, par value \$0.01 per share, of Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the "Issuer"), or at the Issuer's option, shares of the Issuer's common stock on a one-for-one basis, subject to certain adjustments.

- (9) N/A
- (10) These LTIP Units are held by HASI Management HoldCo LLC ("HoldCo LLC"). The Reporting Person is a member of HoldCo LLC. The LTIP Units reported represent only the number of LTIP Units in which the Reporting Person has a pecuniary interest in accordance with his proportionate interest in HoldCo LLC. The Reporting Person is voluntarily reporting his proportionate interest in HoldCo LLC's ownership of LTIP Units. The Reporting Person disclaims beneficial 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 provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.