

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
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## 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).

(Print or Type Responses)

|  |         |          |   |  |  |  |  |  |
|--|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br>Rose Nathaniel |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI] |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/08/2021  |  |  | EVP & CIO  |  |  |
| 1906 TOWNE CENTRE BLVD. SUITE 370                          |         |          | 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   |  |  |
| (Street)   |         |          |   |  |  |  |  |  |
| ANNAPOLIS, MD 21401  |         |          |   |  |  |  |  |  |
| (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 | 11/08/2021                           |  | S                              |   | 3,333   | D          | \$ 63.91 (1) | 147,831   | D  |   |
| Common stock, par value \$0.01 per share | 11/08/2021                           |  | S                              |   | 1,667   | D          | \$ 62.4      | 146,164   | D  |   |
| Common stock, par value \$0.01 per share | 11/08/2021                           |  | G                              |   | 5,000   | D          | \$ 0 (2)     | 141,164   | D  |   |

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 |   | (A)  | (D) |   |  |  |  |  |
| LTIP Units                                 | (3) (4)  |                                      |  |                                |   |   | (3)(4)   | (5) | Common stock, par value \$0.01 per share                      | 160,576.00                                 | 160,576  | I  | By HASI Management HoldCo LLC (6)                      |

## Reporting Owners

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

## Signatures

|                                 |            |
|---------------------------------|------------|
| /s/ Nathaniel Rose              | 11/09/2021 |
| **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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.87 to \$63.97, inclusive, on November 8, 2021. The

- (1) reporting person undertakes to provide Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) Bona Fide Gift. No compensation was given to the donor for the gifting of shares.
- (3) 160,576 units of limited partner interest ("OP Units") in Hannon Armstrong Sustainable Infrastructure, LP (the "Partnership") are issuable upon the vesting and conversion of 160,576 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.  
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
- (4) 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.
- (5) N/A  
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
- (6) 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 is insufficient, *see* Instruction 6 for procedure.

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