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

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**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**SunEdison, Inc.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**56-1505767**  
(IRS Employer  
Identification No.)

**Two CityPlace Drive, Suite 200  
St. Louis, Missouri 63141  
Phone: (314) 770-7300**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Martin H. Truong, Esq.**  
**Senior Vice President, General Counsel and Secretary**  
**SunEdison, Inc.**  
**Two CityPlace Drive, Suite 200  
St. Louis, Missouri 63141  
Phone: (314) 770-7300**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies of all communications, including communications sent to agent for service, should be sent to*

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Eric J. Ivester  
Andrea L. Nicolas  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036-6522  
(212) 735-3000

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**Not applicable. Removal from registration securities that were not sold pursuant to this registration statement.**  
(Approximate date of commencement of proposed sale to the public)

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities being offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (this "Post-Effective Amendment") relates to the Registration Statement on Form S-3 (Registration No. 333-173147) (the "Registration Statement") originally filed on March 29, 2011 by SunEdison, Inc., a Delaware corporation (the "Company"), with the U.S. Securities and Exchange Commission, registering 2,108,102 shares of common stock, par value \$0.01 per share ("Common Stock") of the Company.

On April 21, 2016, the Company and certain of its direct and indirect subsidiaries (collectively with the Company, the "Debtors"), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. The Debtors' chapter 11 cases are being jointly administered and are captioned *In re SunEdison, Inc., et al.*, Case No. 16-10992 (the "Chapter 11 Cases").

As a result of the Chapter 11 Cases, the Company has terminated all offerings of securities pursuant to the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of each offering, the Company hereby removes from registration all of such securities of the Company registered but unsold under the Registration Statement, if any, as of the date hereof. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities and the Company hereby terminates the effectiveness of the Registration Statement.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Act"), the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of St. Louis, state of Missouri on December 18, 2017. No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 in reliance upon Rule 478 under the Act.

Date: December 18, 2017

**SUNEDISON, INC.**

By: /s/ Martin H. Truong

Name: Martin H. Truong

Title: Senior Vice President, General Counsel and Corporate Secretary