



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Mail Stop 4631

November 22, 2016

Via E-mail

Mr. Dana C. Russell  
Chief Financial Officer  
Vivint Solar, Inc.  
1800 West Ashton Boulevard  
Lehi, Utah 84043

**Re: Vivint Solar, Inc.  
Form 10-K for the Year Ended December 31, 2015  
Filed March 15, 2016  
File No. 1-36642**

Dear Mr. Russell:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Terence O'Brien

Terence O'Brien  
Accounting Branch Chief  
Office of Manufacturing and Construction