

MORGAN STANLEY
Form 3
November 28, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|-------------------------------------------|---------|--------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MORGAN STANLEY | | (Month/Day/Year) | Bloom Energy Corp [BE] | |
| (Last) | (First) | (Middle) | 11/23/2018 | |
| 1585 BROADWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10036 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Class A Common Stock | 1,669 | I | By subsidiary |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------------|-------|------------|----------------------------|-----------|---------|-------------------|---------------|
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 3,615,315 | \$ 0 | I | By subsidiary |
| Call Option (right to buy) | Â (2) | 12/21/2018 | Class A Common Stock | 100 | \$ 12.5 | I | By subsidiary |
| Call Option (right to buy) | Â (2) | 12/21/2018 | Class A Common Stock | 1,500 | \$ 15 | I | By subsidiary |
| Put Option (right to sell) | Â (2) | 12/21/2018 | Class A Common Stock | 100 | \$ 15 | I | By subsidiary |
| Call Option (right to buy) | Â (2) | 02/15/2019 | Class A Common Stock | 800 | \$ 20 | I | By subsidiary |
| Call Option (right to buy) | Â (2) | 02/15/2019 | Class A Common Stock | 13,700 | \$ 25 | I | By subsidiary |
| Call Option (right to buy) | Â (2) | 02/15/2019 | Class A Common Stock | 300 | \$ 15 | I | By subsidiary |
| Put Option (right to sell) | Â (2) | 02/15/2019 | Class A Common Stock | 1,100 | \$ 15 | I | By subsidiary |
| Put Option (right to sell) | Â (2) | 02/15/2019 | Class A Common Stock | 1,700 | \$ 17.5 | I | By subsidiary |
| Call Option (right to buy) | Â (2) | 05/17/2019 | Class A Common Stock | 100 | \$ 30 | I | By subsidiary |
| Call Option (right to buy) | Â (2) | 05/17/2019 | Class A Common Stock | 2,700 | \$ 35 | I | By subsidiary |
| Put Option (right to sell) | Â (2) | 05/17/2019 | Class A Common Stock | 2,800 | \$ 15 | I | By subsidiary |
| Put Option (right to sell) | Â (2) | 05/17/2019 | Class A Common Stock | 100 | \$ 17.5 | I | By subsidiary |
| Put Option (obligation to buy) | Â (3) | 12/21/2018 | Class A Common Stock | 3,100 | \$ 10 | I | By subsidiary |

| | | | | | | | |
|----------------------------------|-------|------------|----------------------------|-------|---------|---|---------------|
| Call Option (obligation to sell) | Â (3) | 02/15/2019 | Class A Common Stock | 8,600 | \$ 22.5 | I | By subsidiary |
| Call Option (obligation to sell) | Â (3) | 02/15/2019 | Class A Common Stock | 600 | \$ 45 | I | By subsidiary |
| Put Option (obligation to buy) | Â (3) | 02/15/2019 | Class A Common Stock | 1,600 | \$ 30 | I | By subsidiary |
| Call Option (obligation to sell) | Â (3) | 05/17/2019 | Class A Common Stock | 1,900 | \$ 25 | I | By subsidiary |
| Call Option (obligation to sell) | Â (3) | 05/17/2019 | Class A Common Stock | 1,000 | \$ 40 | I | By subsidiary |
| Call Option (obligation to sell) | Â (3) | 12/21/2018 | Class A Common Stock | 100 | \$ 22.5 | I | By subsidiary |
| Call Option (obligation to sell) | Â (3) | 12/21/2018 | Class A Common Stock | 700 | \$ 25 | I | By subsidiary |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036 | Â | Â X | Â | Â |

Signatures

/s/ Christina Huffman, Authorized
Signatory

11/28/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Subject to the terms of the applicable lock-up agreement, the shares of Class B Common Stock are convertible into Class A Common Stock upon the election of the reporting person at any time. All the outstanding shares of Class B Common Stock will convert automatically into shares of Class A Common Stock upon the date that is the earliest to occur of (i) immediately prior to the close of business on the fifth anniversary of July 27, 2018, (ii) immediately prior to the close of business on the date on which the outstanding shares of Class B Common Stock represent less than 5% of the aggregate number of shares of Class A Common Stock and Class B Common Stock then outstanding, (iii) the date and time, or the occurrence of an event, specified in a written conversion election delivered by KR Sridhar to the Secretary or Chairman of the Board of Directors of the Issuer to so convert all shares of Class B Common Stock or (iv) immediately following the date of the death of KR Sridhar.

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(2) Exercisable by the reporting person at any time.

(3) Exercisable by the holder at any time.

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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