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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): September 11, 2017**

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**REAL GOODS SOLAR, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

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**Colorado  
(State or Other Jurisdiction  
of Incorporation)**

**001-34044  
(Commission File Number)**

**26-1851813  
(IRS Employer  
Identification No.)**

**110 16<sup>th</sup> Street, Suite 300, Denver, CO 80202  
(Address of Principal Executive Offices, Including Zip Code)**

**Registrant's telephone number, including area code: (303) 222-8300**

**Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01. Other Events**

Proposal 2 in the Proxy Statement (the “Proxy Statement”) filed by Real Goods Solar, Inc. (the “Company”) in connection with the Company’s 2017 annual meeting of shareholders (the “Annual Meeting”) is a proposal to amend the Real Goods Solar, Inc. 2008 Long-Term Incentive Plan (the “Plan”) to, among other things, increase the number of shares authorized for issuance under the Plan. After making the Proxy Statement available to shareholders, the Company’s board of directors has determined to make the following revisions to the Plan in addition to those described in the Proxy Statement:

- Eliminate the Company’s ability to reprice outstanding awards without shareholder approval;
- Prohibit the payment of dividends or dividend equivalents on unvested equity awards;
- Eliminate the Company’s discretion to accelerate the vesting of outstanding equity awards, except under certain limited circumstances; and
- Institute a one-year minimum vesting schedule applicable to at least 95% of equity awards issued under the plan.

A marked version of the Plan showing only these additional proposed changes is attached as Exhibit 99.1 hereto as incorporated by reference herein.

**Item 9.01. Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>10.1</u></a>	<a href="#"><u>Amendment No. 1 to the Real Goods Solar, Inc. 2008 Long Term Incentive Plan, as Amended and Restated June 22, 2017 subject to approval by shareholders.</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Supplement to the Notice of Annual Meeting of Shareholders and Proxy Statement Dated July 6, 2017.</u></a>

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**REAL GOODS SOLAR, INC.**

By: /s/ Alan Fine  
Alan Fine  
Principal Financial Officer

Date: September 11, 2017

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**AMENDMENT NO. 1 TO  
REAL GOODS SOLAR, INC. 2008 LONG TERM INCENTIVE PLAN**

**(AS AMENDED AND RESTATED ON JUNE 22, 2017)**

THIS AMENDMENT No. 1 to the Real Goods Solar, Inc. 2008 Long-Term Incentive Plan (as amended and restated on June 22, 2017) (the "Plan") is made effective as of September 11, 2017 (the "Effective Date"). All capitalized terms not defined herein shall have the meanings set forth in the Plan.

WHEREAS, the Board has the authority to amend the Plan pursuant to Section 19 of the Plan; and

WHEREAS, the Board desires to amend the Plan to implement certain corporate governance best practices.

NOW THEREFORE, the Board hereby amends the Plan as follows:

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1. As of the Effective Date, Section 3 of the Plan is hereby deleted in its entirety and replaced with the following:

“ **Section 3. Administration.** The Committee shall administer this Plan and shall have all the powers vested in it by the terms of this Plan, such powers to include exclusive authority to select the Eligible Persons to be granted Awards under this Plan, to determine the type, size, terms and conditions of the Award to be made to each Eligible Person selected, to modify or waive the terms and conditions of any Award that has been granted, to determine the time when Awards will be granted, to establish performance objectives, to make any adjustments necessary or desirable as a result of the granting of Awards to Eligible Persons located outside the United States and to prescribe the form of the agreements evidencing Awards made under this Plan. Awards may, in the discretion of the Committee, be made under this Plan in assumption of, or in substitution for, outstanding Awards previously granted by the Company, or an entity acquired by the Company or with which the Company combines. The number of Class A Shares underlying such substitute Awards shall be counted against the aggregate number of shares of Class A Shares available for Awards under this Plan. The Committee is authorized to interpret this Plan and the Awards granted under this Plan, to establish, amend and rescind any rules and regulations relating to this Plan, and to make any other determinations that it deems necessary or desirable for the administration of this Plan. The Committee may correct any defect or supply any omission or reconcile any inconsistency in this Plan or in any Award in the manner and to the extent the Committee deems necessary or desirable to carry it into effect. Any decision of the Committee in the interpretation and administration of this Plan, as described in this Plan, shall lie within its sole and absolute discretion and shall be final, conclusive and binding on all parties concerned. The Committee may act only by a majority of its members in office, except that the Committee may authorize any one or more of its members or any officer of the Company to execute and deliver documents or to take any other ministerial action on behalf of the Committee with respect to Awards made to Participants or to be made to Eligible Persons. Notwithstanding the foregoing or any other provision of this Plan, the Committee shall not have the authority to (i) accelerate the vesting of any outstanding Award under the Plan except in the case of change in control, disability, or death, (ii) reprice, directly or indirectly, any Award under the Plan without stockholder approval, or (iii) accelerate the time or schedule of any payment in a manner which is not permitted under Code Section 409A, or to grant or amend any Award in any manner which would result in an inclusion of any amount in gross income under Code Section 409A(a)(1). No member of the Committee and no officer of the Company shall be liable for anything done or omitted to be done by such member or officer, by any other member of the Committee or by any officer of the Company in connection with the performance of duties under this Plan, except for such member's or officer's own willful misconduct or as expressly provided by law. In addition to all other rights of indemnification and reimbursement to which a member of the Committee and an officer of the Company may be entitled, Real Goods shall indemnify and hold harmless each such member or officer who was or is a party or is threatened to be made a party to any threatened, pending or completed proceeding or suit in connection with the performance of duties under this Plan against expenses (including reasonable attorneys' fees), judgments, fines, liabilities, losses and amounts paid in settlement actually and reasonably incurred by him in connection with such proceeding or suit, except for his own willful misconduct or as expressly provided otherwise by law. Expenses (including reasonable attorneys' fees) incurred by such a member or officer in defending any such proceeding or suit shall be paid by Real Goods in advance of the final disposition of such proceeding or suit upon receipt of a written affirmation by such member or officer of his good faith belief that he has met the standard of conduct necessary for indemnification and a written undertaking by or on behalf of such member or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by Real Goods as authorized in this Section.”

2. As of the Effective Date, the following new Section 5(d) shall be added to the Plan:

“ (d) *Minimum Vesting Schedule.* Except as set forth below, a vesting period of at least one (1) year shall apply to all Awards issued under the Plan. Notwithstanding the foregoing, up to 5% of the Class A Shares reserved for issuance under the Plan as of September 11, 2017 may be issued pursuant to Awards that are do not comply with such minimum one (1) year vesting period.”

3. As of the Effective Date, the following new Section 5(e) shall be added to the Plan:

“(e) *No Dividends or Dividend Equivalents on Unvested Awards.* No ordinary dividends or distributions declared with respect to Restricted Stock Awards under the Plan (or Dividend Equivalents with respect to Restricted Stock Units or other Awards under the Plan) shall be paid to any Participant unless and until the Participant vests in such underlying Award. All unvested dividends or Dividend Equivalents shall be forfeited by the Participants to the extent their underlying Awards are forfeited.”

4. As of the Effective Date, Section 8(e) of the Plan is hereby deleted in its entirety and replaced with the following:

“(e) The Committee may grant Awards of Dividend Equivalents to Participants in connection with Awards of Restricted Stock Units. The Committee may provide, at the date of grant or thereafter, that Dividend Equivalents shall be paid or distributed when accrued or shall be deemed to have been reinvested in additional Class A Shares, or other investment vehicles as the Committee may specify; provided that Dividend Equivalents shall be subject to all conditions and restrictions of the underlying Restricted Stock Units to which they relate.”

5. As of the Effective Date, Section 13 of the Plan is hereby deleted in its entirety and replaced with the following:

“**Section 13. Amendment or Substitution of Awards under this Plan.** The terms of any outstanding Award under this Plan may be amended or modified from time to time by the Committee in its discretion in any manner that it deems appropriate if the Committee could grant such amended or modified Award under the terms of this Plan at the time of such amendment or modification; provided that no such amendment or modification shall adversely affect in a material manner any right of a Participant under the Award without such Participant’s written consent, unless the Committee determines in its discretion that there have occurred or are about to occur significant changes in the Participant’s position, duties or responsibilities, or significant changes in economic, legislative, regulatory, tax, accounting or cost/benefit conditions that are determined by the Committee in its discretion to have or to be expected to have a substantial effect on the performance of the Company, or any affiliate, division or department thereof, on this Plan or on any Award under this Plan and provided further that the Committee shall not have the authority to (i) accelerate the vesting of any outstanding Award under the Plan except in the case of change in control, disability, or death, (ii) reprice, directly or indirectly, any Award under the Plan without stockholder approval, or (iii) accelerate the time or schedule of any payment in a manner which is not permitted under Code Section 409A, or to grant or amend any Award in any manner which would result in an inclusion of any amount in gross income under Code Section 409A(a)(1). The Committee may, in its discretion, permit holders of Awards under this Plan to surrender outstanding Awards in order to exercise or realize the rights under other Awards, or in exchange for the grant of new Awards, or require holders of Awards to surrender outstanding Awards as a condition precedent to the grant of new Awards under this Plan; provided, however, that none of the foregoing shall be permitted if it would result, directly or indirectly, in the repricing of an Award without stockholder approval.”

6. Effect on Plan. The Plan shall remain unchanged and in full force and effect except as otherwise set forth in this Amendment No. 1.

IN WITNESS WHEREOF, the Company, by its duly authorized officer, has executed this Amendment No. 1 to the Plan as of the date first indicated above.

REAL GOODS SOLAR, INC.

By: /s/ Dennis Lacey  
Dennis Lacey  
Its: CEO

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant   
 Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**Real Goods Solar, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
- (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
- (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
- (5) Total fee paid: \_\_\_\_\_

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid: \_\_\_\_\_
- (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
- (3) Filing Party: \_\_\_\_\_
- (4) Date Filed: \_\_\_\_\_



**Real Goods Solar, Inc.**  
**110 16<sup>th</sup> Street, Suite 300**  
**Denver, Colorado 80202**

**SUPPLEMENT TO THE NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
AND PROXY STATEMENT DATED JULY 6, 2017**

**The date of this Supplement is September 12, 2017**

To our shareholders:

The information contained in this supplement (the “Supplement”) amends and supplements the corresponding information in the Notice of Annual Meeting of Shareholders and Definitive Proxy Statement filed with the Securities and Exchange Commission (the “SEC”) on July 6, 2017 (the “Proxy Statement”) by Real Goods Solar, Inc., a Colorado corporation (“we”, “us”, “our”, or “RGS Energy”), in connection with the solicitation of proxies on behalf of RGS Energy for use at our 2017 Annual Meeting of Shareholders and at any adjournment, postponement, continuation or rescheduling thereof (the “2017 Annual Meeting”). The 2017 Annual Meeting, which was originally scheduled to be held on August 23, 2017, has been adjourned and will reconvene at 10:00 a.m. local time on October 4, 2017 at the Holiday Inn Express, 401 17th Street, Denver, Colorado 80202.

Proposal 2 in the Proxy Statement is a proposal to amend the Real Goods Solar, Inc. 2008 Long-Term Incentive Plan (the “Plan”) to, among other things, increase the number of shares authorized for issuance under the Plan. After making the Proxy Statement available to shareholders, the Company’s board of directors has determined to make the following revisions to the Plan in addition to those described in the Proxy Statement:

- Eliminate the Company’s ability to reprice outstanding awards without shareholder approval;
- Prohibit the payment of dividends or dividend equivalents on unvested equity awards;
- Eliminate the Company’s discretion to accelerate the vesting of outstanding equity awards, except under certain limited circumstances; and
- Institute a one-year minimum vesting schedule applicable to at least 95% of equity awards issued under the plan.

There are no other changes to the proposed amendments to the Plan as described in the Proxy Statement.

The Company’s board of directors recommends that you vote, or give instruction to vote, “FOR” the proposed amendments to the Plan with the changes described above. If any stockholder has previously voted and would like to change his or her vote on any matter, such stockholder may revoke his or her proxy before it is voted at the Annual Meeting of Stockholders by submission of a proxy bearing a later date in the manner set forth in the Proxy Statement.

As discussed in the Proxy Statement, the proxy card, the Company’s 2016 annual report, the Proxy Statement, and voting instructions are available at <http://www.viewproxy.com/RealGoodsSolar/2017AM>. You may also request a printed copy of the Proxy Statement and the proxy card by any of the following methods: (a) telephone at 303-222-8344; (b) Internet at <http://www.viewproxy.com/RealGoodsSolar/2017AM>; or (c) email at [investorrelations@rgsenergy.com](mailto:investorrelations@rgsenergy.com).

A copy of this supplement to the Proxy Statement was filed as Exhibit 99.1 to the Company’s Current Report on Form 8-K dated September 11, 2017, and filed with the SEC on September 12, 2017. A copy of the Plan amendment described above was filed as Exhibit 10.1 to such Form 8-K and is incorporated herein by reference.

**THE PROXY STATEMENT CONTAINS IMPORTANT INFORMATION AND THIS SUPPLEMENT AND THE INFORMATION INCLUDED  
HEREIN SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.**

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