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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

Atlantica Yield plc

(Name of Issuer)

Ordinary Shares, nominal value \$0.10 per share

(Title of Class of Securities)

G0751N103

(CUSIP Number)

**Chauncey M. Lane
Husch Blackwell LLP
2001 Ross Avenue
Suite 2000
Dallas, Texas 75201
(214) 999-6129**

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

April 16, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page

The information required on this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Algonquin Power & Utilities Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) BK, WC, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Canada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 16,503,348
	8	SHARED VOTING POWER 25,054,315
	9	SOLE DISPOSITIVE POWER 16,503,348
	10	SHARED DISPOSITIVE POWER 25,054,315
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 41,557,663	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 41.47%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO, HC	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Algonquin (AY Holdco) B.V.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Netherlands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 25,054,315
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 25,054,315
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 25,054,315	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 25%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO, HC	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) AAGES (AY Holdings) B.V.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Netherlands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 25,054,315
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 25,054,315
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 25,054,315	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 25%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

Item 1. Security and Issuer

This Amendment No. 1 (“Amendment”) to Schedule 13D filed on March 9, 2018 (the “Original Schedule 13D”) is being filed with the Securities and Exchange Commission on behalf of Algonquin Power & Utilities, Corp. (“Algonquin”), Algonquin (AY Holdco) B.V. (“AY Holdco”), and AAGES (AY Holdings) B.V., (“AY Holdings”), (collectively, the “Reporting Persons”) regarding an amendment to the option and right of first refusal agreement dated November 1, 2017, between Algonquin, Abengoa and ACIL Luxco 1 pursuant to which Algonquin has exercised its option to acquire the remaining 16.47% aggregate equity interest in the Issuer held by ACIL Luxco 1, subject to closing conditions. Unless otherwise indicated, each capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Original Schedule 13D.

As of April 16, 2018, Algonquin beneficially owned an aggregate of 41,557,663 ordinary shares of the Issuer (which includes the 25,054,315 also beneficially owned by AY Holdco and AY Holdings plus the 16,503,348 ordinary shares of the Issuer to be acquired pursuant to the Option Agreement), representing approximately 41.47% of the issued and outstanding ordinary shares of the Issuer (collectively, the “Ordinary Shares”).

Item 3. Source and Amount of Funds and other Considerations

The following is added to Item 3:

In addition to cash on hand, Algonquin expects to use some of the proceeds from its offering of common shares, as described in the Prospectus Supplement filed with the SEC on April 19, 2018, to fund some or all of the purchase of the Additional Shares under the Option Agreement.

Item 4. Purpose of Transaction

Item 4 is hereby amended and restated with the following:

The Reporting Persons purchased 25,054,315 of the Ordinary Shares for investment purposes pursuant to a sale and purchase agreement dated November 1, 2017 (the “Share Purchase Agreement”), as amended pursuant to Deed of Amendment No. 1, dated January 31, 2018, Deed of Amendment No. 2, dated February 15, 2018, and Deed of Amendment No. 3, dated February 27, 2018, between ACIL Luxco 1, S.A., a *société anonyme* incorporated under the laws of Luxembourg (“ACIL Luxco 1”), Algonquin, and Abengoa, S.A. (“Abengoa”), as guarantor of ACIL Luxco 1. Pursuant to a sale and purchase agreement dated March 8, 2018 (the “On-Sale SPA”), between Algonquin and AY Holdings, Algonquin transferred the Ordinary Shares it acquired under the Share Purchase Agreement to AY Holdings, which now holds the Ordinary Shares of the Issuer, representing a 25% aggregate equity interest in the Issuer.

On November 1, 2017, Algonquin and Abengoa also entered into an option and right of first refusal agreement with respect to the 16,503,348 additional Ordinary Shares of the Issuer (the “Option Agreement”). Under the Option Agreement, Algonquin (directly or through an assignee) has the right to acquire from ACIL Luxco 1 additional Ordinary Shares representing a 16.47% aggregate equity interest in the Issuer. On April 16, 2018, Algonquin and Abengoa entered into a Binding Term Sheet (“Term Sheet”) to amend the Option Agreement. Following the signing of the Term Sheet, Algonquin notified Abengoa of its election to exercise its option to acquire from ACIL Luxco 1 ordinary shares representing a 16.47% aggregate equity interest in the Issuer (the “Additional Shares”).

Also on November 1, 2017, Algonquin and Abengoa entered into a memorandum of understanding (the “AAGES MOU”), pursuant to which Algonquin and Abengoa established AAGES, which is a joint venture company owned 50% by Algonquin through AY Holdco and 50% by Abengoa through a subsidiary. The business of AAGES is developing global utility infrastructure projects. In addition, AAGES has formed a subsidiary, AY Holdings, to hold the initial 25% Ordinary Shares of the Issuer. Pursuant to the terms of the articles of association and joint venture agreements of AAGES and AY Holdings, Abengoa and its affiliates have no power to vote or direct the vote of or to dispose or direct the disposal of those Ordinary Shares held by AY Holdings, and such power resides with AY Holdco as the holder of preferred shares of AY Holdings. The terms of the AAGES MOU were superseded by the documents governing AAGES and AY Holdings.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors and subject to the obligations described herein, including, without limitation, the Issuer’s financial position and strategic direction, actions taken by the board, price levels of Ordinary Shares, other investment opportunities available to the Reporting Persons, concentration of positions in the portfolios managed by the Reporting Persons, market conditions and general economic and industry conditions, the Reporting Persons may take such actions with respect to their investments in the Issuer as they deem appropriate, including, without limitation, purchasing additional Ordinary Shares or other financial instruments related to the Issuer or selling some or all of their beneficial or economic holdings, engaging in hedging or similar transactions with respect to the securities relating to the Issuer and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of Schedule 13D.

Except as otherwise described in this Schedule 13D, none of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the persons listed on Schedule A to this Schedule 13D, currently has any plans or proposals that would result in or relate to any of the transactions or changes listed in paragraphs (a) through (j) of Item 4 of Schedule 13D. However, as part of their ongoing evaluation of this investment and investment alternatives, the Reporting Persons may consider such matters and, subject to applicable law, may formulate a plan with respect to such matters, and, from time to time, may hold discussions with or make formal proposals to management or the board of directors of the Issuer, other shareholders of the Issuer or other third parties regarding such matters.

The disclosures in Item 6 are herein incorporated by reference.

Item 5. Interest in Securities of the Issuer

Item 5 (a) and (b) are hereby replaced as follows:

(a) , (b) As of April 16, 2018, AY Holdings is the direct beneficial owner of 25,054,315 Ordinary Shares, representing 25%, and Algonquin beneficially owns 41,557,663 Ordinary Shares, representing 41.47% (which includes 16,503,348 Additional Shares) based on the shares outstanding as of April 16, 2018. Algonquin and AY Holdco, through their ownership of AY Holdings, may be deemed to share voting and dispositive power over the Ordinary Shares beneficially owned by AY Holdings.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended by replacing the paragraph under the heading “Option Agreement” with the paragraph below:

Option Agreement and Term Sheet

On November 1, 2017, ACIL Luxco 1, Algonquin, and Abengoa entered into the Option Agreement. Under the Option Agreement, Algonquin (directly or through an assignee) has a right to acquire ACIL Luxco 1’s remaining 16.47% aggregate equity interest in the Issuer, subject to the condition that the option be exercised within 60 days after the date of the initial 25.0% transfer. On April 16, 2018, Algonquin and Abengoa entered into the Term Sheet to amend the Option Agreement, and following execution of the Term Sheet, Algonquin exercised the option to acquire the Additional Shares. Algonquin’s acquisition of the Additional Shares is subject to certain conditions, including approval by the Department of Energy of the United States, that must be satisfied or waived on or prior to November 16, 2018. These conditions and certain other terms will be reflected in an Amended and Restated Option and Right of First Refusal Agreement entered into between Algonquin and Abengoa.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 27, 2018

ALGONQUIN POWER & UTILITIES CORP.

By: /s/ Ian Robertson
Name: Ian Robertson
Title: Chief Executive Officer

By: /s/ Chris Jarratt
Name: Chris Jarratt
Title: Vice Chair

ALGONQUIN (AY HOLDCO) B.V.

By: /s/ Ian Robertson
Name: Ian Robertson
Title: Managing Director A

By: /s/ Bart van Dijk
Name: Bart van Dijk
Title: Managing Director B

AAGES (AY HOLDINGS) B.V.

By: /s/ Ian Robertson
Name: Ian Robertson
Title: Managing Director A

By: /s/ Bart van Dijk
Name: Bart van Dijk
Title: Managing Director B
