FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burd	en
l	hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	1. Name and Address of Reporting Person* <u>Sennesael Kris</u>						2. Issuer Name and Ticker or Trading Symbol Enphase Energy, Inc. [ENPH]								p of Reporting plicable) ctor er (give title	10%	Owner	
(Last) (First) (Middle) 1420 NORTH MCDOWELL BLVD.							3. Date of Earliest Transaction (Month/Day/Year) 11/06/2014								cer (give title Other (specify below) VP and CFO			
(Street) PETALUMA CA 94954 (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)								Line	Forn	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date						Execution Date,		Transaction Disposed Of (D) (Instr. 3, 4) Code (Instr. 5)				Secur Benef Owne	ities icially d Following	(D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
									v	Amount () or)	Price	Trans	action(s)		(1130.4)	
Common Stock 11/06/2							2014			3,552(1)		D	\$12.17	2	11,808	D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative Security	sion Date Execution Date, (if any (Month/Day/Year) ive Execution Date, if any (Month/Day/Year)		Transa Code (I	ransaction ode (Instr.) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		rative rities ired r osed)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration			Amoun or Numbe of		er. 3	erivative ecurity	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	MA CA (St ecurity (Inst Stock 2. Conversion or Exercise Price of Derivative	MA CA 9 (State) (Table curity (Instr. 3) Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	Conversion or Exercise Price of Derivative (Month/Day/Year) MA CA 94954 (State) (Zip) Table I - Noi (Zip) Table II - II 3A. Deem Execution if any (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivate (Nonth/Day/Year) Stock Table II - Derivati (e.g., p. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Date (Month/Day/Year) 3. Date (Month/Day/Year)	RTH MCDOWELL BLVD. MA CA 94954 (State) (Zip) Table I - Non-Derivative ecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. 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Explanation of Responses:

1. Represents shares sold to cover the tax liability associated with the vesting of a portion of the restricted stock units (RSUs) reported on September 27, 2012.

Remarks:

/s/ Kris Sennesael

11/10/2014

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.