

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 20, 2020



Delaware

(State or other Jurisdiction of Incorporation)

001-35480

(Commission File No.)

20-4645388

(IRS Employer Identification No.)

47281 Bayside Parkway

Fremont, CA 94538

(Address of principal executive offices, including zip code)

(707) 774-7000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report.)

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:

- 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 communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, \$0.00001 par value per share | ENPH | Nasdaq Global Market |

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.

Item 5.03. Amendments to Articles of Incorporation or Bylaws.

The Annual Meeting of the Stockholders of the Enphase Energy, Inc. (the “Company”) was held on May 20, 2020 (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved and adopted the Certificate of Amendment (the “Certificate of Amendment”), of the Company’s Amended and Restated Certificate of Incorporation, as amended, to increase the total number of authorized shares of the Company’s common stock from 150,000,000 shares to 200,000,000 shares. The amendment was effected by filing the Certificate of Amendment with the Secretary of State of the State of Delaware on May __, 2020.

A copy of the Certificate of Amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated into this Item 5.03 by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Proxies for the Annual Meeting were solicited by the Company’s Board of Directors (“Board”) pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition to the Board’s solicitations. As of March 23, 2020, the record date for the Annual Meeting, 123,850,901 shares of Common Stock of the Company were outstanding and entitled to vote at the Annual Meeting, of which 107,763,821 shares of Common Stock of the Company were represented, in person or by proxy, constituting a quorum. The final votes on the proposals presented at the Annual Meeting were as follows:

Proposal 1: Election of Directors

Benjamin Kortlang and Richard Mora were elected as directors to hold office until the 2023 Annual Meeting of Stockholders by the following vote:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| Benjamin Kortlang | 70,277,123 | 11,515,637 | 25,971,061 |
| Richard Mora | 81,069,899 | 722,861 | 25,971,061 |

In addition to the directors elected above, Steven J. Gomo, Badrinarayanan Kothandaraman, Joseph Malchow, and Thurman John Rodgers continue to serve as directors after the Annual Meeting.

Proposal 2: Advisory Vote on the Compensation of Named Executive Officers

The compensation of Enphase’s named executive officers has been approved, on an advisory basis by the following vote:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 80,431,902 | 1,166,248 | 194,610 | 25,971,061 |

Proposal 3: Approval of Certificate of Amendment

The amendment to the Amended and Restated Certificate of Incorporation to increase the total number of authorized shares of common stock from 150,000,000 shares to 200,000,000 shares has been approved by the following vote:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 104,429,342 | 3,021,270 | 313,209 |

Proposal 4: Stockholder Vote on Environmental, Social And Governance (ESG) Performance

The stockholder proposal requesting the issuance of an annual sustainability report describing the Company's ESG performance and describing the Company's short- and long-term responses to ESG related issues has been approved by the following vote:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 42,354,324 | 38,566,249 | 872,187 | 25,971,061 |

Proposal 5: Ratification of Appointment of Deloitte & Touche LLP

The selection by the Audit Committee of the Board of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020 was ratified by the following vote:

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 107,002,360 | 555,412 | 206,049 |

Item 9.01. Financial Statements and Exhibits.

(d) **Exhibits.**

| Exhibit Number | Description |
|-----------------------|--|
| 3.1 | Amendment to the Amended and Restated Certificate of Incorporation of Enphase Energy, Inc. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

Signatures

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.

By: May 26, 2020

ENPHASE ENERGY, INC.

By: /s/ Eric Branderiz

Eric Branderiz

Executive Vice President and Chief Financial Officer

**CERTIFICATE OF AMENDMENT OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
ENPHASE ENERGY, INC.**

ENPHASE ENERGY, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Corporation**"), hereby certifies that:

FIRST: The name of the Corporation is **ENPHASE ENERGY, INC.** (the "Corporation").

SECOND: The Certificate of Incorporation of this Corporation was originally filed with the Secretary of State of Delaware on March 20, 2006 under the name "PVI Solutions, Inc."

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend its Amended and Restated Certificate of Incorporation as follows:

1. Article IV, Section A shall be amended and restated to read in its entirety as follows:

“(A) This Corporation is authorized to issue two classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares that this Corporation is authorized to issue is Two Hundred and Ten Million (210,000,000) shares, each with a par value of \$0.00001 per share. Two Hundred Million (200,000,000) shares shall be Common Stock and Ten Million (10,000,000) shares shall be Preferred Stock.”

FOURTH: Thereafter pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted at the Annual Meeting of Stockholders held on May 20, 2020 in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Enphase Energy, Inc. has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 20th day of May, 2020.

ENPHASE ENERGY, INC.

By: /s/ Badrinarayanan Kothandaraman

Badrinarayanan Kothandaraman
President and Chief Executive Officer