
**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): March 29, 2016

ENPHASE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

001-35480
(Commission
File No.)

20-4645388
(IRS Employer
Identification No.)

1420 N. McDowell Blvd
Petaluma, CA 94954
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (707) 774-7000

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

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

2016 Bonus Program

On March 29, 2016, the Compensation Committee of the Board of Directors of Enphase Energy, Inc. (the “Company”) approved a 2016 performance bonus program (the “2016 Bonus Program”) for the Company’s executive officers and other employees. The 2016 Bonus Program is summarized in Exhibit 10.1 hereto and incorporated herein by reference.

On March 29, 2016, the Compensation Committee also established target incentive bonus opportunities for the Company’s named executive officers under the 2016 Bonus Program, as set forth in the table below.

<u>Named Executive Officer</u>	<u>2016 Target Bonus Opportunity (% of Base Salary)</u>
Paul B. Nahi, President and Chief Executive Officer	100%
Kris Sennesael, Vice President and Chief Financial Officer	75%

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	2016 Performance Bonus Program Summary.

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.

Date: April 1, 2016

ENPHASE ENERGY, INC.

By: /s/ Kris Sennesael

Kris Sennesael

Vice President and Chief Financial Officer

Summary of 2016 Performance Bonus Program

The following is a summary description of the terms and conditions with respect to the potential performance bonuses for the Company's "named executive officers" (as defined in Item 402(a)(3) of Regulation S-K promulgated by the Securities and Exchange Commission) (the "NEOs") as determined by the Compensation Committee of the Board of Directors.

All Company non-sales-commissioned employees, including the NEOs, are eligible for performance bonuses under the 2016 Bonus Program. The bonus payout for each eligible employee is determined based on the employee's eligible salary multiplied by his or her bonus % multiplied by a corporate achievement factor for 2016 and an individual performance factor, with the corporate achievement factor ranging from 0% to 200%, and with the individual performance factor ranging from 0% to 100% (with exceptions above 100%) and determined by the evaluation of each individual employee performance.

Corporate goals for 2016 are further weighted 50% on non-GAAP operating income and 50% on non-GAAP free cash flow. The corporate achievement factors for non-GAAP operating income and non-GAAP free cash flow are independently determined based upon pre-established threshold, target, stretch and maximum goals.

The 2016 Bonus Program is designed to reward, through the payment of annual bonuses, the Company's employees (including executive officers) for the Company's performance in meeting certain key corporate objectives for 2016 and, if applicable, each individual's performance and contribution in meeting the Company's corporate objectives for the year. The actual bonus awarded in any year, if any, may be more or less than each employee's annual bonus target, and shall be subject to approval by the Compensation Committee of the Board of Directors. For the Company's executive officers, the target bonuses, and whether or not a bonus is paid in any year, is within the discretion of the Compensation Committee.

The Compensation Committee may in its discretion award all or a portion of the final earned 2016 performance bonuses to senior management and U.S. employees in the form of restricted stock units.

The Compensation Committee or the Board of Directors has the authority to make changes to the terms and conditions of the 2016 Bonus Program at any time. These determinations will be final.