

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>McNeil Jeff</u> (Last) (First) (Middle) 47281 BAYSIDE PARKWAY (Street) FREMONT CA 94538 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/25/2019	3. Issuer Name and Ticker or Trading Symbol <u>Enphase Energy, Inc. [ENPH]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	90,243	D	
Common Stock ⁽¹⁾⁽²⁾	225,000	D	
Common Stock ⁽²⁾⁽³⁾	34,000	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Units ⁽²⁾⁽⁴⁾	(5)	03/26/2020	Common Stock 25,500	0.0	D	
Restricted Stock Units ⁽²⁾⁽⁴⁾	(6)	03/26/2020	Common Stock 25,500	0.0	D	

Explanation of Responses:

- Restricted Stock Units were granted on January 31, 2018 and will vest as follows: (a) 25% of the shares (rounded down to the nearest whole share) shall vest on the Initial Vesting Date of the 15th of the month one year following hiring date and (b) thereafter 12.5% of the shares (rounded down to the nearest whole share, except for the last vesting installment) shall vest and become exercisable on each six-month anniversary of the Initial Vesting Date, provided that the grantee remains in Continuous Service (as defined in the Plan) from the Date of Grant through each such vesting date.
- Issued pursuant to the 2011 Equity Incentive Plan.
- Restricted Stock Units were granted on March 27, 2019 and will vest as follows: 50% on March 26, 2020 and 50% on March 26, 2021, subject to the reporting person remaining an employee in good standing in the same or a similar role on such vesting dates.
- Grant is of performance-based stock units.
- Performance shares granted on March 27, 2019 are eligible to vest on March 26, 2020, based upon the 15-day trailing volume weighted average price per share of Enphase stock as of December 31, 2019 ("VWAP"), as follows: no vesting if VWAP is less than or equal to \$5.22; 0% to 200% vesting, calculated linearly, if VWAP is between \$5.22 and \$12.78.
- Performance shares granted on March 27, 2019 are eligible to vest on March 26, 2020, based upon achievement of 2019 annual CEO goals measured for the year ended December 31, 2019, as follows: no vesting if 2019 CEO goals completed are less than 65% of total goals; 50% vesting if greater than 65% but less than 80% of goals are completed; 100% if greater than 80% but less than 100% of goals are completed; and 150% vesting if greater than 100% of goals are completed.

Remarks:

Exhibit 24, Power of Attorney

/s/ Lisan Hung, Attorney-in-fact for Jeff McNeil

05/15/2019

** 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 5 (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.

POWER OF ATTORNEY

Know by all these presents, that Jeff McNeil ("Grantor"), the undersigned hereby constitutes and appoints Lisan Hung and Mandy Yang, individually, as Grantor's

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of
2. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to execute such Forms 3, 4 or 5 or Form ID (including any
3. take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best int

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary (

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with

The undersigned hereby revokes any prior Powers of Attorney previously appointed to Denis Quinlan and Bob Bertz on this same subject.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of April 26, 2019.

Signature: /s/ Jeff McNeil

Jeff McNeil