**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**STATEMENT OF CHANGES IN BENELIFICIAL OWNERSHIP**

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

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1. Name and Address of Reporting Person
   **GOMO STEVEN J**
   
   (Last)  (First)  (Middle)
   C/O ENPHASE ENERGY, INC.
   47281 BAYSIDE PARKWAY
   FREMONT  CA  94538
   
   (City)  (State)  (Zip)

2. Issuer Name and Ticker or Trading Symbol
   **Enphase Energy, Inc. [ENPH]**

3. Date of Earliest Transaction (Month/Day/Year)
   **02/26/2020**

4. If Amendment, Date of Original Filed (Month/Day/Year)
   **02/26/2020**

5. Relationship of Reporting Person(s) to Issuer
   
   Director  10% Owner
   Officer (give title below)  Other (specify below)

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/26/2020</td>
<td>M</td>
<td></td>
<td>33,039</td>
<td>$4,086</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/26/2020</td>
<td>M</td>
<td></td>
<td>34,742</td>
<td>$7.5</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/26/2020</td>
<td>S</td>
<td></td>
<td>67,781</td>
<td>$57,9221</td>
<td>0</td>
<td>D</td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivatives Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivatives Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$4.086</td>
<td>02/26/2020</td>
<td>M</td>
<td></td>
<td>33,039</td>
<td>05/05/2015 05/04/2021</td>
<td>Common Stock 33,039</td>
<td>0</td>
<td>0</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$7.5</td>
<td>02/26/2020</td>
<td>M</td>
<td></td>
<td>34,742</td>
<td>05/02/2014 05/01/2023</td>
<td>Common Stock 34,742</td>
<td>0</td>
<td>0</td>
<td>D</td>
<td>D</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

Remarks:

/s/ Lisan Hung, Attorney-in-Fact for Steven Gomo  02/26/2020

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).


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.