

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* Schwartz Robert S			2. Issuer Name and Ticker or Trading Symbol Enphase Energy, Inc. [ENPH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/19/2014			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
1277 BORREGAS AVE.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SUNNYVALE CA 94089								
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.00001 par value	08/19/2014		s ⁽¹⁾		8,291	D	\$10.269 ⁽²⁾	43,463	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

Explanation of Responses:

- On August 14, 2014, the Issuer entered into an underwriting agreement (the "Underwriting Agreement") with Needham & Company, LLC as representative of the several underwriters named therein (collectively, the "Underwriters"), and certain stockholders of the Issuer named therein, in connection with a registered underwritten public offering of the Issuer's common stock. Subject to the terms and conditions of the Underwriting Agreement, on August 19, 2014, the Reporting Person sold to the Underwriters, and the Underwriters purchased from the Reporting Person, an aggregate of 8,291 shares of Common Stock.
- The price represents the public offering price of \$10.50 per share, net underwriting discounts of \$0.4731 per share.

Remarks:

Mr. Schwartz serves as a member of the board of the directors of the Issuer and is a managing partner of Third Point Ventures, an affiliate of Third Point LLC ("Third Point"). Third Point acts as the investment manager to certain funds and managed accounts that hold securities of the Issuer. The Power of Attorney granted by Robert S. Schwartz in favor of James P. Gallagher, William Song and Joshua L. Targoff, dated March 29, 2012, was previously filed with the SEC on April 5, 2012 as exhibit 99.1 to Form 4 filed by Robert S. Schwartz with respect to the Issuer and is incorporated herein by reference.

/s/ William Song, as Attorney-
In-Fact for Robert S. Schwartz 08/21/2014

** 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.