United States Securities and Exchange Commission
Washington, D.C. 20549

Form 4

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

Kothandaraman Radhinarayanan
C/O ENPHASE ENERGY, INC.
47281 BAYSIDE PARKWAY
FREMONT, CA 94538

2. Issuer Name and Ticker or Trading Symbol

Enphase Energy, Inc. [ ENPH ]

3. Date of Earliest Transaction (Month/Day/Year)

03/26/2020

4. If Amendment, Date of Original Filed


5. Relationship of Reporting Person(s) to Issuer

X Director
X Officer (give title below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

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>2A. 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)</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(1)</td>
<td>03/26/2020</td>
<td>F</td>
<td>160,049(1)</td>
<td>D</td>
<td>$36.13</td>
<td>927,111</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock(2)</td>
<td>03/29/2020</td>
<td>F</td>
<td>44,622(2)</td>
<td>D</td>
<td>$32.38</td>
<td>882,489</td>
<td>D</td>
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</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Transaction Date (Month/Day/Year)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D)</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 derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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Explanations of Responses:

1. Represents shares withheld by the Company to satisfy the tax withholding obligation associated with the vesting of RSUs previously reported on March 28, 2019 and PSUs previously reported on February 4, 2020.

2. Represents shares withheld by the Company to satisfy the tax withholding obligation associated with the vesting of RSUs previously reported on April 3, 2018.

Remarks:

/s/ Lisan Hung, Attorney-in-Fact for
Badri Kothandaraman
03/30/2020

** Signature of Reporting Person
Date
POWER OF ATTORNEY

Know by all these presents, that the undersigned, Badrinarayanan Kothandaraman ("Grantor"), hereby constitutes and appoints Lisan Hung as
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
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
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 be

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

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

The undersigned hereby revokes any prior Powers of Attorney previously appointed to Denis Quinlan, Bob Bertz, and Bert Garcia on this same sub

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 29, 2019

Signature: /s/ Badrinarayanan Kothandaraman

Badrinarayanan Kothandaraman