**STATEMENT OF CHANGES IN BENEFICIAL 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**

Kothandaraman Badrinarayanan

C/O ENPHASE ENERGY, INC.

47281 BAYSIDE PARKWAY

FREMONT CA 94538

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**2. Issuer Name and Ticker or Trading Symbol**

Enphase Energy, Inc. [ENPH]

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

11/21/2019

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

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**5. Relationship of Reporting Person(s) to Issuer**

X Director

10% Owner

X Officer (give title below)

President & CEO

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</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>11/21/2019</td>
<td></td>
<td></td>
<td>P 10,000 A</td>
<td>$17.6918</td>
<td>524,490 A</td>
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</tr>
</tbody>
</table>

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**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>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Derivative 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 derivative 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>
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**Explanation of Responses:**

1. This transaction constitutes a matching transaction under Section 16(b) of the Securities Exchange Act. The reporting person has agreed to remit to the Issuer the profits deemed to have resulted from the transaction, which are approximately $70,579.00.

2. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $17.66 to 17.71.

3. Includes 2,000 shares purchased through the Enphase Energy 2011 Employee Stock Purchase Plan on November 15, 2019.

**Remarks:**

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

11/21/2019

**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 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.
POWER OF ATTORNEY

Know by all these presents, that the undersigned, Badrinarayanan Kothandaraman ("Grantor"), hereby constitutes and appoints Lisan Hung and Mandy Yang, individually, as Grantor’s true and lawful attorneys:

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 securities of Kynsätze Energy, Inc. (the “Company”) 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 amendments thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority;

2. 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 interest of, or legally required by, the undersigned;

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 or proper to be done in the exercise of any power and authority herein granted or now or hereafter vested in and exercisable by such attorney-in-fact.

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 respect to the undersigned’s holdings of and interest in the Company’s securities, (b) the undersigned’s status as a beneficial owner of more than 10% of a registered class of securities of the Company terminates, or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company.

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

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 29, 2018.

Signature: /s/ Badrinarayanan Kothandaraman

Badrinarayanan Kothandaraman