

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104  
Estimated average burden  
hours per response: 0.5Filed 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>Garcia Humberto</u>  (Last) (First) (Middle) <u>C/O ENPHASE ENERGY, INC.</u> <u>1420 NORTH MCDOWELL BLVD.</u>  (Street) <u>PETALUMA CA 94954</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/08/2016</u>	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) <u>VP and CFO</u>	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 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	1,875 <sup>(1)</sup>	D	
Common Stock	8,752 <sup>(2)</sup>	D	
Common Stock	7,500 <sup>(3)</sup>	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	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(4)	05/04/2021	Common Stock	1,320	4.086	D	
Stock Option (Right to Buy)	(4)	08/22/2021	Common Stock	11,013	9.534	D	
Stock Option (Right to Buy)	(4)	03/11/2022	Common Stock	1,887	11	D	
Stock Option (Right to Buy)	(4)	05/30/2022	Common Stock	3,609	6.9	D	
Stock Option (Right to Buy)	(5)	06/30/2020	Common Stock	12,804	7.68	D	
Stock Option (Right to Buy)	(6)	07/13/2021	Common Stock	20,000	9.69	D	
Stock Option (Right to Buy)	(7)	02/07/2023	Common Stock	20,000	2.09	D	

## Explanation of Responses:

- Represents the 1,875 remaining unvested shares of a restricted stock unit award originally granted with respect to 7,500 shares of common stock on July 1, 2013, which award vests in eight (8) successive equal semi-annual installments, with the first 1/8th of the shares vesting on November 15, 2013, subject to the grantee's Continuous Service, as defined in the Plan.
- Represents the 8,752 remaining unvested shares of a restricted stock unit award originally granted with respect to 17,500 shares of common stock on March 6, 2014, which award vests in eight (8) successive equal semi-annual installments, with the first 1/8th of the shares vesting on August 15, 2014, subject to the grantee's Continuous Service, as defined in the Plan.
- Represents the 7,500 remaining unvested shares of a restricted stock unit award originally granted with respect to 10,000 shares of common stock on March 4, 2015, which award vests in eight (8) successive equal semi-annual installments, with the first 1/8th of the shares vesting on August 15, 2015, subject to the grantee's Continuous Service, as defined in the Plan.
- The options are immediately exercisable.
- 9,053 shares subject to this option are fully vested and exercisable. The remaining shares vest in equal monthly installments and become fully vested and exercisable on April 10, 2017, subject to the grantee's Continuous Service, as defined in the Plan.
- 10,833 shares subject to this option are fully vested and exercisable. The remaining shares vest in equal monthly installments and become fully vested and exercisable on June 1, 2018, subject to the grantee's Continuous Service, as defined in the Plan.
- 2,496 shares subject to this option are fully vested and exercisable. The remaining shares vest in equal monthly installments and become fully vested and exercisable on February 1, 2020, subject to the grantee's Continuous Service, as defined in the Plan.

## Remarks:

/s/ Humberto Garcia

08/11/2016

\*\* 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.

LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned's hereby makes, constitutes and appoints Vicki Randall and Paul Nahi as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Enphase Energy, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of August, 2016.

/s/ Humberto Garcia  
Signature

Humberto Garcia  
Print Name