

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Kothandaraman Badrinarayanan</u>			2. Issuer Name and Ticker or Trading Symbol <u>Enphase Energy, Inc. [ENPH]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2022</u>			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		
C/O ENPHASE ENERGY, INC. 47281 BAYSIDE PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>FREMONT CA 94538</u>								
(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	12/09/2022		M ⁽¹⁾		89,660	A	\$ 1.31	1,184,793	D	
Common Stock	12/09/2022		M ⁽¹⁾		65,340	A	\$ 1.29	1,250,133	D	
Common Stock	12/09/2022		S ⁽¹⁾		5,933	D	\$313.1904 ⁽²⁾	1,244,200	D	
Common Stock	12/09/2022		S ⁽¹⁾		5,567	D	\$314.3145 ⁽³⁾	1,238,633	D	
Common Stock	12/09/2022		S ⁽¹⁾		6,855	D	\$315.2726 ⁽⁴⁾	1,231,778	D	
Common Stock	12/09/2022		S ⁽¹⁾		13,270	D	\$316.4835 ⁽⁵⁾	1,218,508	D	
Common Stock	12/09/2022		S ⁽¹⁾		5,550	D	\$317.4823 ⁽⁶⁾	1,212,958	D	
Common Stock	12/09/2022		S ⁽¹⁾		21,030	D	\$318.3642 ⁽⁷⁾	1,191,928	D	
Common Stock	12/09/2022		S ⁽¹⁾		16,931	D	\$319.3779 ⁽⁸⁾	1,174,997	D	
Common Stock	12/09/2022		S ⁽¹⁾		7,211	D	\$320.3256 ⁽⁹⁾	1,167,786	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$ 1.31	12/09/2022		M ⁽¹⁾			89,660	(10)	04/15/2024	Common Stock	89,660	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 1.29	12/09/2022		M ⁽¹⁾			65,340	(10)	09/12/2024	Common Stock	65,340	\$ 0	934,660	D	

Explanation of Responses:

- Exercise and sale of shares pursuant to a cashless exercise effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$312.85 to \$313.50. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$313.89 to \$314.69. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$314.96 to \$315.95. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$315.96 to \$316.95. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$316.98 to \$317.81. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$317.98 to \$318.90. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$319.00 to \$319.99. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$320.00 to \$320.97. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- This option is fully vested.

Remarks:

/s/ Lisan Hung, Attorney-in-
Fact for Badri Kothandaraman 12/13/2022

** 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.