

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* <u>Sennesael Kris</u>  (Last) (First) (Middle) <u>1420 NORTH MCDOWELL BLVD.</u>  (Street) <u>PETALUMA CA 94954</u>  (City) (State) (Zip)	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;"><b>VP and CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/25/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Restricted Stock Unit	09/25/2012		A		150,000	D	\$0 <sup>(1)</sup>	150,000	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					
Stock Option (Right to Buy) <sup>(2)</sup>	\$4.75	09/25/2012		A		150,000		09/24/2013 <sup>(3)</sup>	09/25/2019	Common Stock	\$0	150,000	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") is granted pursuant to the 2011 Equity Incentive Plan, and represents a contingent right to receive one share of Common Stock of the Issuer. The shares subject to the RSU vest over a four-year period commencing on September 24, 2012 (the "VCD"), with 25% of the RSU (rounded down to the nearest whole share) vesting on September 24, 2013; thereafter, 6.25% of the RSU (rounded down to the nearest whole share, except for the last vesting installment) shall vest on each quarterly anniversary of the VCD, provided that the Reporting Person provides Continuous Service, as defined in the 2011 Equity Incentive Plan.
- Issued pursuant to the 2011 Equity Incentive Plan.
- The shares subject to the stock option vest over a four-year period commencing September 24, 2012, with 25% of the shares vesting on September 24, 2013; thereafter, the balance of the shares subject to the option vests in a series of 36 equal successive monthly installments for so long as the Reporting Person provides Continuous Service, as defined in the 2011 Equity Incentive Plan.

/s/ Kris Sennesael 09/27/2012

\*\* 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.**