**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person
McNeil Jeff

2. Issuer Name and Ticker or Trading Symbol
Enphase Energy, Inc. [ ENPH ]

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2020

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

5. Relationship of Reporting Person(s) to Issuer

   Director
   (Check all applicable)

   X 10% Owner
   Other (specify below)

   EVP & Chief Operating Officer

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

   X Form filed by One Reporting Person

   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 6)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/01/2020</td>
<td>s</td>
<td>4,500(30)</td>
<td>$44.2959(30)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/01/2020</td>
<td>s</td>
<td>2,300(30)</td>
<td>$45.4165(30)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/01/2020</td>
<td>s</td>
<td>706(30)</td>
<td>$46.1729(30)</td>
</tr>
</tbody>
</table>

Remarks:

\[/\text{Lisan Hung, Attorney-in-fact for Jeff}\]

**Signature of Reporting Person**

McNeil Jeff

05/04/2020

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

<table>
<thead>
<tr>
<th>Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 6)</th>
<th>Exercisable Date (Month/Day/Year)</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

**Explanation of Responses:**

1. The sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 20, 2020.

2. Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from $44.01 to $45.58. 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.

3. Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from $44.01 to $45.58. 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.

4. Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from $45.01 to $46.28. 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.

Remarks:

\[/\text{Lisan Hung, Attorney-in-fact for Jeff}\]

05/04/2020

**Signature of Reporting Person**

McNeil Jeff

05/04/2020

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**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 5 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 Jeff McNeil ("Grantor"), the undersigned hereby constitutes and appoints Lisan Hung and Mandy Yang, ind

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 b
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 and Bob Bertz on this same subject.
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of April 26, 2019.

Signature: /s/ Jeff McNeil

Jeff McNeil