Statement of Changes in Beneficial Ownership

1. Name and Address of Reporting Person
   Yang Mandy
   C/O ENPHASE ENERGY, INC.
   47281 BAYSIDEPARKWAY
   FREMONT, CA 94538

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

3. Date of Earliest Transaction (Month/Day/Year)
   04/14/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)
   04/15/2020

5. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   Chief Accounting 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

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Amount (A) or Disposed Of (D) (Instr. 4)</th>
<th>Number of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>04/14/2020</td>
<td></td>
<td>A(1)</td>
<td>8,000(2)</td>
<td>Direct (D) or Indirect (I) (Instr. 4)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>A</td>
<td>$0</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>165,862</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/15/2020</td>
<td></td>
<td>F</td>
<td>9,297(3)</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>D</td>
<td>$39.61</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>156,565</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4)</th>
<th>Date Exercisable or Expiration Date (Month/Day/Year)</th>
<th>Title of Derivative Security Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units(4)</td>
<td>.00</td>
<td>04/14/2020</td>
<td></td>
<td>A</td>
<td>03/01/2021(1)(5)</td>
<td>Common Stock</td>
<td>Direct (D) or Indirect (I) (Instr. 4)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>(5)</td>
<td></td>
<td></td>
</tr>
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<td></td>
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</tr>
</tbody>
</table>

Explanation of Responses:

1. Grant is of restricted stock units issued pursuant to the 2011 Equity Incentive Plan.
2. The restricted stock units will vest as follows: 50% on March 1, 2021 and 50% on March 1, 2022, subject to the reporting person remaining an employee in good standing in the same or a similar role on such vesting dates.
3. Represents shares withheld by the Company to satisfy the tax withholding obligation associated with the vesting of a portion of the restricted stock units granted on October 25, 2018.
4. Grant is of performance-based restricted stock units issued pursuant to the 2011 Equity Incentive Plan.
5. Performance shares are eligible to vest on March 1, 2021 based upon the 15-day trailing volume weighted average price per share of Enphase stock as of December 31, 2020 (“VWAP”), as follows: no vesting if VWAP is less than $25.51; a percentage of the total performance shares equal to 2.45* (VWAP-$25.51); or 200% if VWAP is greater than $50.00.

Remarks:

/s/ Lisan Hung, Attorney-in-Fact for Mandy Yang
04/16/2020
** Signature of Reporting Person

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.