

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Kothandaraman Badrinarayanan</u> (Last) (First) (Middle) <u>C/O ENPHASE ENERGY, INC.</u> <u>47281 BAYSIDE PARKWAY</u> (Street) <u>FREMONT CA 94538</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/18/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/25/2019</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	03/18/2019		F		31,304	D	\$9.67 ⁽¹⁾	292,535	D	
Common Stock	03/18/2019		M		149,850 ⁽²⁾	A	\$0	442,385	D	
Common Stock	03/18/2019		F		72,295	D	\$9.67 ⁽¹⁾	370,090	D	
Common Stock	03/18/2019		M		67,500 ⁽³⁾	A	\$0	437,590	D	
Common Stock	03/18/2019		F		33,467	D	\$9.67 ⁽¹⁾	404,123	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	Amount or Number of Shares					
Restricted Stock Units ⁽⁴⁾⁽⁵⁾	\$0.0	03/18/2019		M			149,850 ⁽²⁾		⁽⁶⁾	03/29/2019	Common Stock	149,850	\$0	0	D	
Restricted Stock Units ⁽⁴⁾⁽⁵⁾	\$0.0	03/18/2019		M			67,500 ⁽³⁾		03/18/2019 ⁽⁷⁾	03/29/2019	Common Stock	67,500	\$0	0	D	

Explanation of Responses:

- Represents shares withheld by the Company to satisfy the tax withholding obligation associated with the vesting of the RSUs granted on March 30, 2018.
- Performance award achieved at 111% of target shares.
- Performance award achieved at 50% of target shares. Unearned shares were cancelled.
- Issued pursuant to the 2011 Equity Incentive Plan.
- Grant is of performance-based stock units.
- Performance shares were eligible to vest on March 18, 2019, based upon achievement of 2018 annual CEO goals measured for the year ended December 31, 2018, as follows: no vesting if 2018 CEO goals completed are less than 65% of total goals; 50% vesting if greater than 65% but less than 80% of goals are completed; 100% if greater than 80% but less than 100% of goals are completed; and 150% vesting if greater than 100% of goals are completed.
- Performance shares were eligible to vest on March 18, 2019, based upon the 15-day trailing volume weighted average price per share of Enphase stock as of December 31, 2018 ("VWAP"), as follows: no vesting if VWAP is less than or equal to \$3.00; 0% to 150% vesting, calculated linearly, if VWAP is between \$3.01 and \$6.00.

Remarks:

/s/ Denis Quinlan, Attorney-in-Fact for Badri Kothandaraman 03/26/2019

** 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.

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