

Schwartz Robert S
 Form 4
 April 05, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Schwartz Robert S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

1277 BORREGAS AVE.

04/04/2012

See Remarks

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SUNNYVALE, CA 94089

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.00001 par value	04/04/2012		C		15,774	A	(1) 15,774
Common Stock, \$0.00001 par value	04/04/2012		C		6,463	A	(2) 22,237
Common Stock, \$0.00001 par value	04/04/2012		C		23,432	A	(3) 45,669

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Common Stock, \$0.00001 par value	04/04/2012	C	3,562	A	(3)	49,231	D
Common Stock, \$0.00001 par value	04/04/2012	C	2,239	A	(4)	51,470	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series B Convertible Preferred Stock	(1)	04/04/2012		C	8,311	(1) (1)	Common Stock 15,
Series C Convertible Preferred Stock	(2)	04/04/2012		C	2,571	(2) (2)	Common Stock 6,4
Series D Convertible Preferred Stock	(3)	04/04/2012		C	23,432	(3) (3)	Common Stock 23,
Series E Convertible Preferred Stock	(3)	04/04/2012		C	3,562	(3) (3)	Common Stock 3,5
9% Junior Convertible Secured Notes due	(4)	04/04/2012		C	\$ 13,439.61	(4) 06/14/2014	Common Stock 2,2

2014

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwartz Robert S 1277 BORREGAS AVE. SUNNYVALE, CA 94089	X			See Remarks

Signatures

/s/ William Song, as Attorney-In-Fact for Robert S. Schwartz	04/05/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * 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).
- (1) The Series B Convertible Preferred Stock converted into shares of common stock of the Issuer ("Common Stock") in a ratio of 1:1.898 upon the closing of the initial public offering of the Issuer and had no expiration date.
- (2) The Series C Convertible Preferred Stock converted into shares of Common Stock in a ratio of 1:2.514 upon the closing of the initial public offering of the Issuer and had no expiration date.
- (3) The Series D Convertible Preferred Stock and the Series E Convertible Preferred Stock converted into shares of Common Stock in a ratio of 1:1 upon the closing of the initial public offering of the Issuer and had no expiration date.
- (4) The principal amount of the 9% Junior Convertible Secured Notes due 2014, plus interest accrued at 9% per annum, converted into shares of Common Stock at \$6.00 per share upon the closing of the initial public offering of the Issuer and had a June 14, 2014 expiration date.

Remarks:

Mr. Schwartz serves as a member of the board of the directors of the Issuer and is a managing partner of Third Point Ventures.

Member of 13(d) group owning more than 10%

Exhibit List

99.1
Power of Attorney granted by Robert S. Schwartz in favor of James P. Gallagher, William Song and Joshua L. Targoff dated M

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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