

Loeb Daniel S
 Form 3/A
 March 30, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Loeb Daniel S</p> <p>(Last) (First) (Middle)</p> <p>C/O THIRD POINT LLC, 390 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK, NY 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/29/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Enphase Energy, Inc. [ENPH]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>03/30/2012</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	157,758	\$ (1)	D	Â
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	126,721	\$ (2)	D	Â
Series D Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	117,161	\$ (3)	D	Â
Series E Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	71,734	\$ (3)	D	Â
9% Junior Convertible Secured Notes due 2014	Â (4)	Â (4)	Common Stock	31,663	\$ (4)	D	Â
Common Stock Warrants	Â (5)	06/14/2016	Common Stock	4,026	\$ 5.27	D	Â
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,356,727	\$ (1)	I (6) (7)	See footnotes (6) (7)
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	1,065,071	\$ (2)	I (6) (7)	See footnotes (6) (7)
Series D Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	1,818,659	\$ (3)	I (6) (7)	See footnotes (6) (7)
Series E Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	757,357	\$ (3)	I (6) (7)	See footnotes (6) (7)
9% Junior Convertible Secured Notes due 2014	Â (4)	Â (4)	Common Stock	577,227	\$ (4)	I (6) (7)	See footnotes (6) (7)
Common Stock Warrants	Â (5)	06/14/2016	Common Stock	45,252	\$ 5.27	I (6) (7)	See footnotes (6) (7)
Common Stock Warrants	Â (5)	11/16/2016	Common Stock	34,101	\$ 5.27	I (6) (7)	See footnotes (6) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Loeb Daniel S C/O THIRD POINT LLC 390 PARK AVENUE NEW YORK, NY 10022	Â X	Â X	Â	See Remarks
Third Point LLC 390 PARK AVENUE NEW YORK, NY 10022	Â X	Â X	Â	See Remarks
Third Point Offshore Master Fund, L.P. C/O THIRD POINT LLC 390 PARK AVENUE	Â X	Â X	Â	See Remarks

NEW YORK, NY 10022

THIRD POINT PARTNERS LP

C/O THIRD POINT LLC

390 PARK AVENUE

NEW YORK, NY 10022

^ X ^ X ^ See Remarks

THIRD POINT PARTNERS QUALIFIED L P

C/O THIRD POINT LLC

390 PARK AVENUE

NEW YORK, NY 10022

^ X ^ X ^ See Remarks

Third Point Ultra Master Fund L.P.

C/O THIRD POINT LLC

390 PARK AVENUE

NEW YORK, NY 10022

^ X ^ X ^ See Remarks

Signatures

/s/ William Song, as Attorney-in-Fact for Daniel S. Loeb

03/30/2012

**Signature of Reporting Person

Date

/s/ William Song, as Attorney-in-Fact for Daniel S. Loeb, Chief Executive Officer of Third Point LLC

03/30/2012

**Signature of Reporting Person

Date

/s/ William Song, as Attorney-in-Fact for Daniel S. Loeb, Authorized person of the general partner of Third Point Offshore Master Fund L.P.

03/30/2012

**Signature of Reporting Person

Date

/s/ William Song, as Attorney-in-Fact for Daniel S. Loeb, Authorized person of the general partner of Third Point Partners L.P.

03/30/2012

**Signature of Reporting Person

Date

/s/ William Song, as Attorney-in-Fact for Daniel S. Loeb, Authorized person of the general partner of Third Point Partners Qualified L.P.

03/30/2012

**Signature of Reporting Person

Date

/s/ William Song, as Attorney-in-Fact for Daniel S. Loeb, Authorized person of the general partner of Third Point Ultra Master Fund L.P.

03/30/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 ("Series B") is convertible at the holder's election at any time or automatically upon the consummation of a firm commitment underwritten registered offering if certain price thresholds are met. Series B is convertible into shares of common stock of the Issuer ("Common Stock") in a ratio of 1:1.898 and has no expiration date. Immediately prior to the closing of the Issuer's initial public offering, all shares of Series B will be converted into shares of Common Stock.

(2) The Series C Convertible Preferred Stock ("Series C") is convertible at the holder's election at any time or automatically upon the consummation of a firm commitment underwritten registered offering if certain price thresholds are met. Series C is convertible into shares of Common Stock in a ratio of 1:2.514 basis and has no expiration date. Immediately prior to the closing of the Issuer's initial public offering, all shares of Series C will be converted into shares of Common Stock.

(3) The Series D Convertible Preferred Stock ("Series D") and the Series E Convertible Preferred Stock ("Series E") are convertible at the holder's election at any time or automatically upon the consummation of a firm commitment underwritten registered offering if certain

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price thresholds are met. Series D and Series E are convertible into shares of Common Stock on a one-for-one basis and have no expiration date. Immediately prior to the closing of the Issuer's initial public offering, all shares of Series D and Series E will be converted into shares of Common Stock.

- (4) The 9% Junior Convertible Secured Notes due 2014 (the "Notes") are convertible at the holder's election at any time prior to the expiration date or automatically upon the consummation of a firm commitment underwritten registered offering. Immediately prior to the closing of the Issuer's initial public offering, all Notes will be converted into shares of Common Stock. The principal amount of the Notes, plus interest accrued at 9% per annum, shall automatically convert into shares of Common Stock at the lesser of (a) \$8.89 per share; or (b) the price per share of Common Stock upon the closing of the Issuer's initial public offering.
- (5) The common stock warrants are exercisable at the holder's election at any time prior to the expiration date.

- Third Point LLC ("Third Point") acts as the investment manager of certain funds and managed accounts (the "Funds"), including Third Point Offshore Master Fund L.P. ("Offshore Master"), Third Point Partners L.P. ("Partners"), Third Point Partners Qualified L.P. ("Qualified"), and Third Point Ultra Ltd. ("Ultra"). Third Point, as investment manager of the Funds, and Daniel S. Loeb, as Chief Executive Officer of Third Point, each may be deemed to beneficially own the shares of Common Stock into which the securities held by the Funds are convertible or exercisable. (continued to footnote 7)
- (6)

- (7) (continued from footnote 6) Each of Third Point and Mr. Loeb disclaims beneficial ownership of any securities reported herein except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that Third Point or Mr. Loeb is the beneficial owner of or has any pecuniary interest in such securities for purposes of Section 16 of the Securities Exchange Act, as amended (the "Act") and the rules promulgated thereunder or for any other purpose. Each of Partners, Qualified, Offshore Master and Ultra hereby disclaims beneficial ownership of any securities reported herein other than those that it directly holds, for purposes of Section 16 of the Act and the rules promulgated thereunder or for any other purpose.

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Remarks:

Member of 13(d) group owning more than 10%. Robert Schwartz, who serves as a member of the managing partner of Third Point Ventures, an affiliate of Third Point. Mr. Schwartz may be deemed to be a member of the "group" with the Funds, Third Point and Mr. Loeb. As a result of Mr. Schwartz's appointment to the Issuer by Third Point pursuant to its exercise of a contractual right, Third Point may be deemed to be a member of the Issuer. Mr. Schwartz has filed a separate Form 3 disclosing his personal holdings of securities of the Issuer.

* The Power of Attorney granted by Daniel S. Loeb in favor of James P. Gallagher, William Sofer, and Robert Schwartz on February 9, 2011, was previously filed with the SEC on February 11, 2011 as an exhibit to Amendment No. 1 to the Registration Statement for Third Point LLC and Daniel S. Loeb with respect to Citadel Broadcasting Corporation and is incorporated by reference.

Exhibit List

- 99.1 Joint Filer Information for Third Point LLC
- 99.2 Joint Filer Information for Third Point Offshore Master Fund L.P.
- 99.3 Joint Filer Information for Third Point Partners L.P.
- 99.4 Joint Filer Information for Third Point Partners Qualified L.P.
- 99.5 Joint Filer Information for Third Point Ultra Master Fund L.P.

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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