

Garcia Humberto
Form 4
February 20, 2018

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 *
Garcia Humberto

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP and CFO

(Last) (First) (Middle)
C/O ENPHASE ENERGY,
INC., 1420 NORTH MCDOWELL
BLVD.

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

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

PETALUMA, CA 94954

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Restricted Stock Units | 02/15/2018 | | S | 918 ⁽¹⁾ | D \$ 2.75 | 546,581 | D |
| Restricted Stock Units | 02/15/2018 | | S | 527 ⁽²⁾ | D \$ 2.75 | 546,054 | D |
| Restricted Stock Units | 02/15/2018 | | S | 153 ⁽³⁾ | D \$ 2.75 | 545,901 | D |
| Restricted Stock Units | 02/15/2018 | | S | 14,777 ⁽⁴⁾ | D \$ 2.75 | 531,124 | D |

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Garcia Humberto C/O ENPHASE ENERGY, INC. 1420 NORTH MCDOWELL BLVD. PETALUMA, CA 94954 | | | VP and CFO | |

Signatures

/s/ Denis J. Quinlan, Attorney-in-Fact for Humberto Garcia 02/20/2018

__Signature of Reporting Person

Date

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) Represents shares withheld by the Company to satisfy the tax withholding obligation associated with the vesting of a portion of the restricted stock units (RSUs) granted on March 6, 2014.
- (2) Represents shares withheld by the Company to satisfy the tax withholding obligation associated with the vesting of a portion of the restricted stock units (RSUs) granted on March 4, 2015.
- (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 (RSUs) granted on May 1, 2017.
- (4) Represents shares withheld by the Company to satisfy the tax withholding obligation associated with the vesting of a portion of the restricted stock units (RSUs) granted on May 30, 2017.

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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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