

FORNAGE MARTIN  
Form 4  
April 04, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
FORNAGE MARTIN

(Last) (First) (Middle)

C/O ENPHASE ENERGY,  
INC., 201 1ST STREET, SUITE 100

(Street)

PETALUMA, CA 94952

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/04/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Technology 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

**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 (D) Price			
Common Stock	04/04/2012		C	12,657 A (1)	12,657 (1)	D	
Common Stock	04/04/2012		C	6,309 A (2)	6,309 (2)	D	
Common Stock	04/04/2012		C	46,864 A (3)	46,864 (3)	D	
Common Stock	04/04/2012		C	1,619 A (4)	1,619 (4)	D	

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

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 control number.

SEC 1474  
(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Series A Convertible Preferred Stock	(1)	04/04/2012		C	10,324	(5) (6)	Common Stock	12,657
Series B Convertible Preferred Stock	(2)	04/04/2012		C	3,324	(5) (6)	Common Stock	6,309
Series D Convertible Preferred Stock	(3)	04/04/2012		C	46,864	(5) (6)	Common Stock	46,864
Series E Convertible Preferred Stock	(4)	04/04/2012		C	1,619	(5) (6)	Common Stock	1,619

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORNAGE MARTIN C/O ENPHASE ENERGY, INC. 201 1ST STREET, SUITE 100 PETALUMA, CA 94952			Chief Technology Officer	

## Signatures

/s/ Taylor Browning,  
Attorney-in-fact

04/04/2012

\_\_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) The shares reflect the automatic conversion of 10,324 shares of the Issuer's Series A Preferred Stock for 12,657 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (2) The shares reflect the automatic conversion of 3,324 shares of the Issuer's Series B Preferred Stock for 6,309 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (3) The shares reflect the automatic conversion of 46,864 shares of the Issuer's Series D Preferred Stock for 46,864 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (4) The shares reflect the automatic conversion of 1,619 shares of the Issuer's Series E Preferred Stock for 1,619 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (5) Immediately convertible into shares of the Issuer's common stock.
- (6) These shares have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.