

Enphase Energy, Inc.  
Form 8-K  
May 06, 2014

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

---

FORM 8-K

---

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 1, 2014

---

ENPHASE ENERGY, INC.  
(Exact name of registrant as specified in its charter)

---

Delaware  
(State of incorporation)

001-35480  
(Commission File No.)

20-4645388  
(IRS Employer Identification No.)

1420 N. McDowell Blvd  
Petaluma, CA 94954  
(Address of principal executive offices and zip code)  
Registrant's telephone number, including area code: (707) 774-7000

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 2.02. Results of Operations and Financial Condition.

On May 6, 2014, Enphase Energy, Inc. (the “Company”) issued a press release announcing the Company’s financial results for the first quarter ended March 31, 2014. A copy of the press release is furnished as Exhibit 99.1 to this report.

The information in this Form 8-K and the exhibit attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), and shall not be incorporated by reference in any registration statement or other document filed under the Securities Act or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filings, except as shall be expressly set forth by specific reference in such a filing.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting of the Stockholders of the Company was held on May 1, 2014 (the “Annual Meeting”). Proxies for the Annual Meeting were solicited by the Company’s Board of Directors (the “Board”) pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition to the Board’s solicitations. As of March 4, 2014, the record date for the Annual Meeting, 42,245,294 shares of Common Stock of the Company were outstanding and entitled to vote at the Annual Meeting, of which 37,275,692 shares of Common Stock of the Company were represented, in person or by proxy, constituting a quorum. The final votes on the proposals presented at the Annual Meeting were as follows:

Proposal 1:

Neal Dempsey, Benjamin Kortlang and Robert Schwartz were elected as directors to hold office until the 2017 Annual Meeting of Stockholders by the following vote:

| Nominee:          | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| Neal Dempsey      | 28,237,621 | 266,787        | 8,771,284        |
| Benjamin Kortlang | 28,073,936 | 430,472        | 8,771,284        |
| Robert Schwartz   | 28,237,724 | 266,684        | 8,771,284        |

In addition to the directors elected above, Steven J. Gomo, Jameson J. McJunkin, Richard Mora, John H. Weber and Paul B. Nahi continue to serve as directors after the Annual Meeting.

Proposal 2:

The selection by the Audit Committee of the Board of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2014 was ratified by the following vote:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 37,177,203 | 86,249        | 12,290      |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 99.1           | Press release of the Company, dated May 6, 2014, entitled “Enphase Energy Reports First Quarter 2014 Financial Results.” |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 6, 2014

ENPHASE ENERGY, INC.

By: /s/ Kris Sennesael

Kris Sennesael

Vice President and Chief Financial Officer

---

INDEX TO EXHIBITS

| Exhibit<br>Number | Description  |
|-------------------|--|
| 99.1              | Press release of the Company, dated May 6, 2014, entitled "Enphase Energy Reports First Quarter 2014 Financial Results." |