

Enphase Energy, Inc.

Form 4

April 04, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Madrone Partners, L.P.

(Last) (First) (Middle)

3000 SAND HILL ROAD,
BUILDING 1, SUITE 1

(Street)

MENLO PARK, CA 94025

(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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/04/2012		C		3,280,532	A	<u>(1)</u> 3,280,532
Common Stock	04/04/2012		C		585,902	A	<u>(2)</u> 585,912
Common Stock	04/04/2012		C		446,563	A	<u>(4)</u> 446,563
Common Stock	04/04/2012		P		763,889	A	\$ 6 763,889

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series D Convertible Preferred Stock	<u>(1)</u>	04/04/2012		C		3,280,532		<u>(5)</u>	<u>(6)</u>	Common Stock	3,280,
Series E Convertible Preferred Stock	<u>(2)</u>	04/04/2012		C		585,912		<u>(5)</u>	<u>(6)</u>	Common Stock	585,9
Convertible Promissory Notes	<u>(4)</u>	04/04/2012		C		446,563		<u>(5)</u>	<u>(6)</u>	Common Stock	446,5

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Madrone Partners, L.P. 3000 SAND HILL ROAD, BUILDING 1, SUITE 1 MENLO PARK, CA 94025	X

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 3,280,532 shares of the Issuer's Series D Preferred Stock for 3,280,532 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.

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- (2) The shares reflect the automatic conversion of 585,912 shares of the Issuer's Series E Preferred Stock for 585,912 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.

- (3) The shares are directly held by Madrone Partners L.P. Affiliated individuals and Jameson McJunkin, a member of the Issuer's board of directors, share voting and dispositive power over shares held by Madrone Partners L.P.; however, the affiliated individuals and Mr. McJunkin disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

- (4) Notes and accrued interest in the aggregate of \$2,679,386.89 converted automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price of \$6.00.

- (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.

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