Schwartz Robert S
Form 4
April 05, 2012

FORM 4

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

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 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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schwartz Robert S

(Last) (First) (Middle)

1277 BORREGAS AVE.

(Street)

SUNNYVALE, CA 94089

(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)

__X__ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
See Remarks

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $0.00001 par value	04/04/2012		C		15,774	A	(1)	15,774	D	
Common Stock, $0.00001 par value	04/04/2012		C		6,463	A	(2)	22,237	D	
Common Stock, $0.00001 par value	04/04/2012		C		23,432	A	(3)	45,669	D	

Common Stock, $0.00001 par value	04/04/2012		C	3,562	A	(3)	49,231	D
Common Stock, $0.00001 par value	04/04/2012		C	2,239	A	(4)	51,470	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 Amou Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Series B Convertible Preferred Stock	(1)	04/04/2012		C			8,311	(1)	(1)	Common Stock	15,
Series C Convertible Preferred Stock	(2)	04/04/2012		C			2,571	(2)	(2)	Common Stock	6,4
Series D Convertible Preferred Stock	(3)	04/04/2012		C			23,432	(3)	(3)	Common Stock	23,
Series E Convertible Preferred Stock	(3)	04/04/2012		C			3,562	(3)	(3)	Common Stock	3,5
9% Junior Convertible Secured Notes due	(4)	04/04/2012		C			$ 13,439.61	(4)	06/14/2014	Common Stock	2,2

2014

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwartz Robert S 1277 BORREGAS AVE. SUNNYVALE, CA 94089	X			See Remarks

Signatures

/s/ William Song, as Attorney-In-Fact for Robert S. Schwartz	04/05/2012
**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 Series B Convertible Preferred Stock converted into shares of common stock of the Issuer ("Common Stock") in a ratio of 1:1.898 upon the closing of the initial public offering of the Issuer and had no expiration date.
(2)	The Series C Convertible Preferred Stock converted into shares of Common Stock in a ratio of 1:2.514 upon the closing of the initial public offering of the Issuer and had no expiration date.
(3)	The Series D Convertible Preferred Stock and the Series E Convertible Preferred Stock converted into shares of Common Stock in a ratio of 1:1 upon the closing of the initial public offering of the Issuer and had no expiration date.
(4)	The principal amount of the 9% Junior Convertible Secured Notes due 2014, plus interest accrued at 9% per annum, converted into shares of Common Stock at $6.00 per share upon the closing of the initial public offering of the Issuer and had a June 14, 2014 expiration date.

Remarks:

Mr. Schwartz serves as a member of the board of the directors of the Issuer and is a managing partner of Third Point Ventures,

Member of 13(d) group owning more than 10%

Exhibit List

99.1

Power of Attorney granted by Robert S. Schwartz in favor of James P. Gallagher, William Song and Joshua L. Targoff dated M

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.