

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Rodgers Thurman J</u> (Last) (First) (Middle) <u>C/O ENPHASE ENERGY, INC.</u> <u>47281 BAYSIDE PARKWAY</u> (Street) <u>FREMONT CA 94538</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Enphase Energy, Inc. [ENPH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/28/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	07/28/2023		C		900,090 ⁽¹⁾	A	\$0 ⁽²⁾	2,411,325 ⁽³⁾	I	By Trust ⁽⁴⁾
Common Stock								1,526	D	
Common Stock								60,800	I	By Charitable Trust ⁽⁵⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
4% Convertible Senior Notes due 2023	(2)	07/28/2023		C			5,000,000	(6)	(6)	Common Stock	900,090 ⁽¹⁾	\$0 ⁽¹⁾	0	I	By Trust ⁽⁴⁾

Explanation of Responses:

- The shares are issuable to the Trust as a result of the conversion of the Convertible Notes on 7/28/2023; however, pursuant to a letter agreement entered into with the Trust, such shares will not be issued by the Issuer to the Trust, and the Trust shall have no right or interest in such shares, until specific terms set forth in the letter have been complied with. Subject to compliance with such terms, and the subsequent issuance of the shares, the Trust will become the registered owner of the shares.
- The conversion rate for the 4% Convertible Senior Notes due 2023 (the "Convertible Notes") is equal to 180.0180 shares of common stock per \$1,000 principal amount of the Convertible Notes (equivalent to an initial conversion price of approximately \$5.56 per share of common stock), subject to adjustment in accordance with the applicable indenture.
- On July 12, 2023, the Reporting Person transferred 319,926 shares to the Rodgers Massey Revocable Trust dtd 4/4/11 (the "Trust").
- These shares are held directly by the Rodgers Massey Revocable Living Trust dtd 4/4/11 for which the reporting person and his spouse, Valeta Massey, serve as trustees.
- These shares are held directly by the Rodgers Family Freedom and Free Markets Charitable Trust, a charitable remainder trust for which the Reporting Person and his spouse serve as trustees and of which the Reporting Person and his spouse are beneficiaries. The Reporting Person disclaims beneficial ownership except to the extent of his and his spouse's pecuniary interest therein.
- The Convertible Notes mature on August 1, 2023, unless earlier converted or repurchased. The Reporting Person may convert all or any portion of the Convertible Notes at any time prior to the close of business on the business day immediately preceding the maturity date.

Remarks:

/s/ Lisan Hung, Attorney-in-Fact 07/31/2023
for Thurman John Rodgers

** Signature of Reporting Person Date

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

* 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).

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

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 Number.