

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Weber John Howard</u> (Last) (First) (Middle) <u>C/O ENPHASE ENERGY, INC.</u> <u>1420 NORTH MCDOWELL BLVD</u> (Street) <u>PETALUMA CA 94954</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>11/20/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	11/20/2017		M		35,326	A	\$0.7	35,326	D	
Common Stock	11/20/2017		S		35,326	D	\$2.584 ⁽¹⁾	0	D	
Common Stock	11/21/2017		M		20,200	A	\$0.7	20,200	D	
Common Stock	11/21/2017		S		20,200	D	\$2.7287 ⁽²⁾	0	D	

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
Option (right to buy) ⁽³⁾	\$0.7	11/20/2017		M			35,326	(4)	05/17/2024	Common Stock	35,326	\$0	75,726	D	
Option (right to buy) ⁽³⁾	\$0.7	11/21/2017		M			20,200	(4)	05/17/2024	Common Stock	20,200	\$0	55,526 ⁽⁵⁾	D	

Explanation of Responses:

- The price reported in Table I, column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.51 to \$2.645.
- The price reported in Table I, column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.71 to \$2.77.
- Issued pursuant to the 2011 Equity Incentive Plan.
- Such option will vest in 12 equal monthly installments from the grant date, such that the option is fully vested on the one-year anniversary of the date of grant, subject to the Director's Continuous Service (as defined in the 2011 Equity Incentive Plan).
- Remaining options in Table II, column 9 are unvested as of the date of this filing. All vested options from this grant have been exercised.

Remarks:

/s/ Denis Quinlan, Attorney in Fact for John Howard Weber 11/22/2017

** 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.