

**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> <hr/> (Last) (First) (Middle) <u>C/O ENPHASE ENERGY, INC.</u> <u>47281 BAYSIDE PARKWAY</u> <hr/> (Street) <u>FREMONT CA 94538</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Enphase Energy, Inc. [ ENPH ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/07/2023</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <hr/> 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
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	07/07/2023		M		171,029	A	\$1.11	172,955	D	
Common Stock	07/07/2023		M		111,052	A	\$0.7	284,007	D	
Common Stock	07/07/2023		M		24,954	A	\$5.53	308,961	D	
Common Stock	07/07/2023		M		10,016	A	\$14.58	318,977	D	
Common Stock	07/07/2023		M		2,475	A	\$64.17	321,452	D	
Common Stock								1,191,309	I	By Trust <sup>(1)</sup>
Common Stock								60,800	I	By Charitable Trust <sup>(2)</sup>

**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
Non-qualified stock option (right to buy) <sup>(3)</sup>	\$1.11	07/07/2023		M		171,029		(4)	01/08/2024	Common Stock	171,029	\$0	0	D	
Non-qualified stock option (right to buy) <sup>(3)</sup>	\$0.7	07/07/2023		M		111,052		(4)	05/17/2024	Common Stock	111,052	\$0	0	D	
Non-qualified stock option (right to buy) <sup>(3)</sup>	\$5.53	07/07/2023		M		24,954		(4)	05/16/2025	Common Stock	24,954	\$0	0	D	
Non-qualified stock option (right to buy) <sup>(3)</sup>	\$14.58	07/07/2023		M		10,016		(4)	05/14/2026	Common Stock	10,016	\$0	0	D	
Non-qualified stock option (right to buy) <sup>(3)</sup>	\$64.17	07/07/2023		M		2,475		(4)	05/19/2027	Common Stock	2,475	\$0	0	D	

**Explanation of Responses:**

1. 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.
2. 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, Valeta Massey, 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.
3. Issued pursuant to the 2011 Equity Incentive Plan.
4. This option is fully vested.

**Remarks:**

/s/ Lisan Hung, Attorney-in-  
Fact for Thurman John Rodgers 07/11/2023

\*\* 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.**