

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Yang Mandy</u>			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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Accounting Officer</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/14/2020</u>			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			
C/O ENPHASE ENERGY, INC. 47281 BAYSIDE PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>FREMONT</u>	<u>CA</u>	<u>94538</u>							

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			
<u>Common Stock</u>	<u>04/14/2020</u>		<u>A</u> ⁽¹⁾		<u>8,000</u> ⁽²⁾	<u>A</u>	<u>\$0</u>	<u>165,862</u>	<u>D</u>	
<u>Common Stock</u>	<u>04/15/2020</u>		<u>F</u>		<u>9,297</u> ⁽³⁾	<u>D</u>	<u>\$39.61</u>	<u>156,565</u>	<u>D</u>	

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
<u>Restricted Stock Units</u> ⁽⁴⁾	<u>\$0.0</u>	<u>04/14/2020</u>		<u>A</u>		<u>6,000</u>		<u>03/01/2021</u> ⁽⁵⁾	<u>(5)</u>	<u>Common Stock</u>	<u>6,000</u>	<u>\$0</u>	<u>6,000</u>	<u>D</u>	

Explanation of Responses:

- Grant is of restricted stock units issued pursuant to the 2011 Equity Incentive Plan.
- The restricted stock units will vest as follows: 50% on March 1, 2021 and 50% on March 1, 2022, subject to the reporting person remaining an employee in good standing in the same or a similar role on such vesting dates.
- Represents shares withheld by the Company to satisfy the tax withholding obligation associated with the vesting of a portion of the restricted stock units granted on October 25, 2018.
- Grant is of performance-based restricted stock units issued pursuant to the 2011 Equity Incentive Plan.
- Performance shares are eligible to vest on March 1, 2021 based upon the 15-day trailing volume weighted average price per share of Enphase stock as of December 31, 2020 ("VWAP"), as follows: no vesting if VWAP is less than \$25.51; a percentage of the total performance shares equal to 2.45* (VWAP-\$25.51); or 200% if VWAP is greater than \$50.00.

Remarks:

/s/ Lisan Hung, Attorney-in-Fact for Mandy Yang 04/16/2020

** 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.