As filed with the Securities and Exchange Commission on July 28, 2026

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ENPHASE ENERGY, INC.
(Exact name of registrant as specified in its charter)

Delaware	47281 Bayside Pkwy Fremont, CA 94538 (707) 774-7000	20-4645388
(State or other jurisdiction of incorporation or organization)	(Address of principal executive offices, including zip code)	(I.R.S. Employer Identification No.)

Amended and Restated 2021 Equity Incentive Plan
2011 Employee Stock Purchase Plan
(Full titles of the plans)

Badrinarayanan Kothandaraman
President and Chief Executive Officer
c/o Enphase Energy, Inc.
47281 Bayside Pkwy
Fremont, CA 94538
(707) 774-7000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
John H. Sellers
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000
Facsimile: (650) 849-7400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

INTRODUCTION

This Registration Statement on Form S-8 is being filed by Enphase Energy, Inc. (the "Registrant") to register an additional (i) 2,000,000 shares of common stock, par value $0.00001 per share ("Common Stock"), to be issued pursuant to the Registrant's Amended and Restated 2021 Equity Incentive Plan (the "2021 Plan") and (ii) 700,000 shares of Common Stock to be issued to employees of the Registrant and certain of its subsidiaries under the 2011 Employee Stock Purchase Plan (the "2011 ESPP").

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") May 14, 2012 (File No. 333-181382), March 6, 2013 (File No. 333-187057), March 24, 2014 (File No. 333-194749), March 10, 2015 (File No. 333-202630), March 9, 2016 (File No. 333-210037), March 28, 2017 (File No. 333-216986), April 2, 2018 (File No. 333-224103), March 15, 2019 (File No. 333-230314), June 8, 2020 (File No. 333-238997), February 18, 2021 (File No. 333-253228), May 19, 2021 (File No. 333-256290) and July 22, 2025 (File No. 333-288871), which relate to the 2021 Plan and the 2011 ESPP, are incorporated herein by reference and made a part hereof, except for those items being updated by this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (this "Registration Statement") in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K (the "Form 10-K") for the fiscal year ended December 31, 2025, filed with the Commission on February 17, 2026.

(b) The information specifically incorporated by reference in the Form 10-K from the Registrant's Definitive Proxy Statement on Schedule 14A relating to the Registrant's 2026 annual meeting of stockholders, filed with the Commission on April 1, 2026.

(c) The Registrant's Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2026 filed with the Commission on April 28, 2026 and for the fiscal quarter ended June 30, 2026 filed with the Commission on July 28, 2026.

(d) The Registrant's Current Reports on Form 8-K filed with the Commission on April 6, 2026 (only with respect to Item 8.01), May 15, 2026, June 15, 2026 and June 18, 2026.

(e) The description of the Registrant's common stock which is contained in the registration statement on Form 8-A filed on March 28, 2012, (File No. 001-35480) under the Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided*, *however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. EXHIBITS

Exhibit Number	Exhibit Description	Incorporation by Reference				Filed Herewith
		Form	SEC File No.	Exhibit	Filing Date	
4.1	Amended and Restated Certificate of Incorporation of Enphase Energy, Inc.	8-K	001-35480	3.1	4/6/2012	
4.2	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Enphase Energy, Inc.	10-Q	001-35480	3.1	8/9/2017	
4.3	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Enphase Energy, Inc.	10-Q	001-35480	2.1	8/6/2018	
4.4	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Enphase Energy, Inc.	8-K	001-35480	3.1	5/27/2020	
4.5	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Enphase Energy, Inc.	S-8	333-256290	4.5	5/19/2021	
4.6	Amended and Restated Bylaws of Enphase Energy, Inc.	8-K	001-35480	3.1	4/8/2022	
4.7	Specimen Common Stock Certificate of Enphase Energy, Inc.	10-K	001-35480	4.1	2/10/2025	
4.8	Indenture, dated March 1, 2021, between Enphase Energy, Inc. and U.S. Bank National Association.	8-K	001-35480	4.1	3/1/2021	
4.9	Indenture, dated March 1, 2021, between Enphase Energy, Inc. and U.S. Bank National Association.	8-K	001-35480	4.2	3/1/2021	
5.1	Opinion of Cooley LLP.					X
99.1	Amended and Restated 2021 Equity Incentive Plan and forms of agreement thereunder.	8-K	001-35480	10.1	5/15/2026	
99.2	2011 Employee Stock Purchase Plan, as amended.	DEF 14A	001-35480	Appendix A	3/31/2017	
23.1	Consent of Cooley LLP (included in Exhibit 5.1).					X
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.					X
24.1	Power of Attorney (including in signature page of this Registration Statement).					X
107	Calculation of Filing Fee					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on this 28th day of July, 2026.

ENPHASE ENERGY, INC.

By: /s/ BADRINARAYANAN KOTHANDARAMAN
Badrinarayanan Kothandaraman
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Badrinarayanan Kothandaraman and Mandy Yang, jointly and severally, as his or her true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ BADRINARAYANAN KOTHANDARAMAN Badrinarayanan Kothandaraman	President and Chief Executive Officer (Principal Executive Officer)	July 28, 2026
/s/ MANDY YANG Mandy Yang	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 28, 2026
/s/ MARY ERGINSOY Mary Erginsoy	Vice President and Chief Accounting Officer (Principal Accounting Officer)	July 28, 2026
/s/ STEVEN J. GOMO Steven J. Gomo	Director	July 28, 2026
/s/ JAMIE HAENGGI Jamie Haenggi	Director	July 28, 2026
/s/ BENJAMIN KORTLANG Benjamin Kortlang	Director	July 28, 2026
/s/ JOSEPH MALCHOW Joseph Malchow	Director	July 28, 2026
/s/ RICHARD MORA Richard Mora	Director	July 28, 2026
/s/ THURMAN JOHN RODGERS Thurman John Rodgers	Director	July 28, 2026
/s/ SHANKER TRIVEDI Shanker Trivedi	Director	July 28, 2026

Exhibit 107

CALCULATION OF FILING FEE TABLE

Form S-8

Enphase Energy, Inc.

Table 1 - Newly Registered Securities

Security Type	Title of Securities to be Registered	Fee Calculation Rate	Amount to be Registered[(1)]	Proposed Maximum Offer Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value $0.00001 per share - to be issued under the Enphase Energy, Inc. Amended and Restated 2021 Equity Incentive Plan (the 2021 Plan)	Other[(2)]	2,000,000	$ 37.74	$ 75,480,000.00	$0.0001381	$ 10,423.79
Equity	Common stock, par value $0.00001 per share - to be issued under the Enphase Energy, Inc. 2011 Employee Stock Purchase Plan (the 2011 ESPP) [(3)]	Other[(4)]	700,000	$ 32.08	$ 22,456,000.00	$0.0001381	$ 3,101.17
Total Offering Amounts					$ 97,936,000.00		$ 13,524.96
Total Fee Offsets							—
Net Fee Due							$ 13,524.96

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers shares issued pursuant to certain anti-dilution provisions as set forth in the 2021 Plan and 2011 ESPP, including, without limitation, shares issued as a result of any stock split, stock dividend, recapitalization or any other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the Registrant’s outstanding Common Stock.

(2) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of $37.74 per share, which is the average of the high and low prices of Common Stock as reported on The Nasdaq Global Market on July 24, 2026.

(3) The number of shares available for issuance under the 2011 ESPP is subject to an automatic annual increase on January 1 of each calendar year, in an amount equal to the lesser of (i) one percent (1%) of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year, or (ii) seven hundred thousand (700,000) shares of Common Stock; provided, that the Registrant’s Board of Directors may act prior to the first day of any calendar year, to provide that there shall be no increase in the share reserve for such calendar year or that the increase in the share reserve for such calendar year shall be a lesser number of shares of Common Stock than would otherwise occur (the “ESPP Evergreen Provision”).

(4) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of $32.08 per share, which represents 85% of the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Market on July 24, 2026.

John H. Sellers
T: +1 650 843-5070
jsellers@cooley.com

July 28, 2026

Enphase Energy, Inc.
47281 Bayside Pkwy
Fremont, CA 94538

Ladies and Gentlemen:

We have acted as counsel to Enphase Energy, Inc., a Delaware corporation (the "***Company***"), in connection with the filing of a registration statement on Form S-8 (the "***Registration Statement***") with the Securities and Exchange Commission covering the offering by the Company of up to 2,700,000 shares (the "***Shares***") of its Common Stock, par value $0.00001 per share, consisting of (i) 2,000,000 shares issuable pursuant to the Company's Amended and Restated 2021 Equity Incentive Plan (the "***2021 EIP***"), and (ii) 700,000 shares issuable pursuant to the Company's 2011 Employee Stock Purchase Plan, as amended (together with the 2021 EIP, the "***Plans***").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and (d) such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than by the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, and the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

[Signature Page Follows]

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ John H. Sellers
John Sellers

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 13, 2026, relating to the consolidated financial statements of Enphase Energy, Inc. (the “Company”) and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2025.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
July 28, 2026