

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Schwartz Robert S</u> (Last) (First) (Middle) 1277 BORREGAS AVE. (Street) SUNNYVALE CA 94089 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/29/2012	3. Issuer Name and Ticker or Trading Symbol <u>Enphase Energy, Inc. [ENPH]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Member of group owning 10%+</u>	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	15,774	(1)	D ⁽⁶⁾	
Series C Convertible Preferred Stock	(2)	(2)	Common Stock	6,463	(2)	D ⁽⁶⁾	
Series D Convertible Preferred Stock	(3)	(3)	Common Stock	23,432	(3)	D ⁽⁶⁾	
Series E Convertible Preferred Stock	(3)	(3)	Common Stock	3,562	(3)	D ⁽⁶⁾	
9% Junior Convertible Secured Notes due 2014	(4)	(4)	Common Stock	2,239	(4)	D ⁽⁶⁾	
Common Stock Warrants	(5)	06/14/2016	Common Stock	284	5.27	D ⁽⁶⁾	

Explanation of Responses:

- The Series B Convertible Preferred Stock ("Series B") is convertible at the holder's election at any time or automatically upon the consummation of a firm commitment underwritten registered offering if certain price thresholds are met. Series B is convertible into shares of common stock of the Issuer ("Common Stock") in a ratio of 1:1.898 and has no expiration date. Immediately prior to the closing of the Issuer's initial public offering, all shares of Series B will be converted into shares of Common Stock.
- The Series C Convertible Preferred Stock ("Series C") is convertible at the holder's election at any time or automatically upon the consummation of a firm commitment underwritten registered offering if certain price thresholds are met. Series C is convertible into shares of Common Stock in a ratio of 1:2.514 and has no expiration date. Immediately prior to the closing of the Issuer's initial public offering, all shares of Series C will be converted into shares of Common Stock.
- The Series D Convertible Preferred Stock ("Series D") and the Series E Convertible Preferred Stock ("Series E") are convertible at the holder's election at any time or automatically upon the consummation of a firm commitment underwritten registered offering if certain price thresholds are met. Series D and Series E are convertible into shares of Common Stock on a one-for-one basis and have no expiration date. Immediately prior to the closing of the Issuer's initial public offering, all shares of Series D and Series E will be converted into shares of Common Stock.
- The 9% Junior Convertible Secured Notes due 2014 (the "Notes") are convertible at the holder's election at any time prior to the expiration date or automatically upon the consummation of a firm commitment underwritten registered offering. Immediately prior to the closing of the Issuer's initial public offering, the principal amount of the Notes, plus interest accrued at 9% per annum, shall automatically convert into shares of Common Stock at the lesser of (a) \$8.89 per share; or (b) the price per share of Common Stock.
- The common stock warrants are exercisable at the holder's election, at any time prior to the expiration date.
- Mr. Schwartz serves as a member of the board of the directors of the Issuer and is a managing partner of Third Point Ventures, an affiliate of Third Point LLC ("Third Point"). Daniel S. Loeb is the Chief Executive Officer of Third Point. Third Point acts as the investment manager to certain funds and managed accounts that hold securities of the Issuer (together with Third Point and Mr. Loeb, the "Third Point Parties"). Mr. Schwartz may be deemed to be a member of a Section 13(d) "group" with the Third Point Parties. Mr. Schwartz hereby disclaims beneficial ownership of any securities beneficially owned by any of the Third Point Parties, except to the extent of any pecuniary interest therein. The Third Point Parties have filed a separate Form 3 disclosing their holdings of securities of the Issuer.

Remarks:

/s/ William Song, as Attorney-in-Fact for Robert S. Schwartz 03/29/2012

** 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 5 (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.