

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* Schwartz Robert S			2. Issuer Name and Ticker or Trading Symbol Enphase Energy, Inc. [ENPH]			5. 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) See Remarks		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/04/2012			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		
1277 BORREGAS AVE.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SUNNYVALE CA 94089								
(City) (State) (Zip)								

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, \$0.00001 par value	04/04/2012		C		15,774	A	(1)	15,774	D	
Common Stock, \$0.00001 par value	04/04/2012		C		6,463	A	(2)	22,237	D	
Common Stock, \$0.00001 par value	04/04/2012		C		23,432	A	(3)	45,669	D	
Common Stock, \$0.00001 par value	04/04/2012		C		3,562	A	(3)	49,231	D	
Common Stock, \$0.00001 par value	04/04/2012		C		2,239	A	(4)	51,470	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	Amount or Number of Shares				
Series B Convertible Preferred Stock	(1)	04/04/2012		C		8,311		(1)	(1)	Common Stock	15,774	\$0	0	D	
Series C Convertible Preferred Stock	(2)	04/04/2012		C		2,571		(2)	(2)	Common Stock	6,463	\$0	0	D	
Series D Convertible Preferred Stock	(3)	04/04/2012		C		23,432		(3)	(3)	Common Stock	23,432	\$0	0	D	
Series E Convertible Preferred Stock	(3)	04/04/2012		C		3,562		(3)	(3)	Common Stock	3,562	\$0	0	D	
9% Junior Convertible Secured Notes due 2014	(4)	04/04/2012		C		\$13,439.61		(4)	06/14/2014	Common Stock	2,239	\$0	0	D	

Explanation of Responses:

- The Series B Convertible Preferred Stock converted into shares of common stock of the Issuer ("Common Stock") in a ratio of 1:1.898 upon the closing of the initial public offering of the Issuer and had no expiration date.
- The Series C Convertible Preferred Stock converted into shares of Common Stock in a ratio of 1:2.514 upon the closing of the initial public offering of the Issuer and had no expiration date.
- The Series D Convertible Preferred Stock and the Series E Convertible Preferred Stock converted into shares of Common Stock in a ratio of 1:1 upon the closing of the initial public offering of the Issuer and had no expiration date.
- The principal amount of the 9% Junior Convertible Secured Notes due 2014, plus interest accrued at 9% per annum, converted into shares of Common Stock at \$6.00 per share upon the closing of the initial public offering of the Issuer and had a June 14, 2014 expiration date.

Remarks:

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. Member of 13(d) group owning more than 10% Exhibit List ----- 99.1 Power of Attorney granted by Robert S. Schwartz in favor of James P. Gallagher, William Song and Joshua L. Targoff dated March 29, 2012.

/s/ William Song, as Attorney-
In-Fact for Robert S. Schwartz 04/05/2012

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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned hereby constitutes and appoints JAMES P. GALLAGHER, WILLIAM SONG and JOSHUA L. TARGOFF and each of them severally, as the true and lawful attorneys and agents of the undersigned, with power to act with or without the others and with full power of substitution and resubstitution, to execute in the name, place and stead of the undersigned any statements, reports or filings with respect to the undersigned that are necessary or advisable in connection with any disclosure requirement promulgated under the federal or state securities laws of the United States or any other applicable regulatory body, including, without limitation, the compliance of the undersigned with the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (including, without limitation, any filings on Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5 and Form 13F and any forms or statements required to be submitted in connection with any electronic filing), and any and all amendments to such statements, reports and filings, and any disclosure requirement promulgated under the securities laws or any similar laws or regulations of any jurisdiction whether inside or outside of the United States, and all amendments to such statements, reports and filings, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the United States Securities and Exchange Commission or any other applicable regulatory body, said attorneys and agents having full power and authority to do and perform in the name and on behalf of the undersigned every act necessary to be done in the premises as fully and as effectually as the undersigned might or could do in person; and the undersigned hereby ratifies and confirms all that said attorneys and agents shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has subscribed these presents as of March 29, 2012.

/s/ Robert S. Schwartz

Robert S. Schwartz