

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Reporting Person <sup>*</sup> <b>FORNAGE MARTIN</b>			2. Date of Event Requiring Statement (Month/Day/Year) 03/29/2012		3. Issuer Name and Ticker or Trading Symbol <b>Enphase Energy, Inc. [ ENPH ]</b>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <b>Chief Technology Officer</b>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O ENPHASE ENERGY, INC. 201 1ST STREET, SUITE 100						6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	
(Street)	(City)	(State)	(Zip)				
PETALUMA	CA		94952				
(City)	(State)	(Zip)					

## 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)
Common Stock	385,462 <sup>(1)</sup>	D	
Common Stock	110,132	I	See Footnote <sup>(2)</sup>

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 A Convertible Preferred Stock	(3)	(4)	Common Stock	10,324 <sup>(1)</sup>	(3)(5)	D	
Series B Convertible Preferred Stock	(3)	(4)	Common Stock	3,324 <sup>(1)</sup>	(3)(6)	D	
Series D Convertible Preferred Stock	(3)	(4)	Common Stock	46,864 <sup>(1)</sup>	(3)(7)	D	
Series E Convertible Preferred Stock	(3)	(4)	Common Stock	1,619 <sup>(1)</sup>	(3)(8)	D	
Stock Option (Right to Buy)	(9)	07/15/2019	Common Stock	1,142,678 <sup>(1)</sup>	0.2211 <sup>(1)</sup>	D	
Stock Option (Right to Buy)	(10)	07/14/2020	Common Stock	523,701 <sup>(1)</sup>	1.3266 <sup>(1)</sup>	D	

## Explanation of Responses:

- Reflects a 1-for-9.08 reverse stock split of the Company's issued and outstanding securities effective March 23, 2012.
- Shares held by The Martin Fornage Grantor Retained Annuity Trust.
- Immediately convertible into shares of the Issuer's common stock.
- The shares have no expiration date.
- The shares will automatically convert into 12,657 shares of the Issuer's common stock immediately prior to the closing of the Issuer's initial public offering.
- The shares will automatically convert into 6,309 shares of the Issuer's common stock immediately prior to the closing of the Issuer's initial public offering.
- The shares will automatically convert into 46,864 shares of the Issuer's common stock immediately prior to the closing of the Issuer's initial public offering.
- The shares will automatically convert into 1,619 shares of the Issuer's common stock immediately prior to the closing of the Issuer's initial public offering.
- The shares subject to the stock option vest over a four-year period commencing April 24, 2009, with 1/48th of the shares vesting on a monthly basis.
- The shares subject to the stock option vest over a four-year period commencing May 21, 2010, with 1/48th of the shares vesting on a monthly basis.

/s/ Taylor Browning, Attorney-in-fact

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.

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