

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

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

1. Name and Address of Reporting Person* <u>Loeb Daniel S</u> (Last) (First) (Middle) <u>C/O THIRD POINT LLC</u> <u>390 PARK AVENUE</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/19/2014</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	08/19/2014		S ⁽¹⁾		1,200,000	D ⁽¹⁾	\$10.269 ⁽²⁾	6,248,987	I	See Footnote ⁽³⁾⁽⁴⁾
Common Stock, \$0.00001 par value	08/19/2014		S ⁽¹⁾		81,360	D ⁽¹⁾	\$10.269 ⁽²⁾	423,684	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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Loeb Daniel S
 (Last) (First) (Middle)
C/O THIRD POINT LLC
390 PARK AVENUE
 (Street)
NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Third Point LLC
 (Last) (First) (Middle)
390 PARK AVENUE
 (Street)
NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Third Point Offshore Master Fund, L.P.
 (Last) (First) (Middle)

C/O THIRD POINT LLC
390 PARK AVENUE

(Street)
NEW YORK NY 10022
(City) (State) (Zip)

1. Name and Address of Reporting Person*
THIRD POINT PARTNERS LP

(Last) (First) (Middle)
C/O THIRD POINT LLC
390 PARK AVENUE
(Street)
NEW YORK NY 10022
(City) (State) (Zip)

1. Name and Address of Reporting Person*
THIRD POINT PARTNERS QUALIFIED L P

(Last) (First) (Middle)
C/O THIRD POINT LLC
390 PARK AVENUE
(Street)
NEW YORK NY 10022
(City) (State) (Zip)

1. Name and Address of Reporting Person*
Third Point Ultra Master Fund L.P.

(Last) (First) (Middle)
C/O THIRD POINT LLC
390 PARK AVENUE
(Street)
NEW YORK NY 10022
(City) (State) (Zip)

Explanation of Responses:

1. On August 14, 2014, the Issuer entered into an underwriting agreement (the "Underwriting Agreement") with Needham & Company, LLC as representative of the several underwriters named therein (collectively, the "Underwriters"), and certain stockholders of the Issuer named therein, in connection with a registered underwritten public offering of the Issuer's common stock. Subject to the terms and conditions of the Underwriting Agreement, on August 19, 2014, the Reporting Persons sold to the Underwriters, and the Underwriters purchased from the Reporting Persons, an aggregate of 1,281,360 shares of Common Stock.
2. The price represents the public offering price of \$10.50 per share, net underwriting discounts of \$0.4731 per share.
3. Third Point acts as the investment manager of certain funds and managed accounts (the "Funds"), including Third Point Offshore Master Fund L.P. ("Offshore Master"), Third Point Partners L.P. ("Partners"), Third Point Partners Qualified L.P. ("Qualified"), and Ultra. Third Point, as investment manager of the Funds, and Daniel S. Loeb, as Chief Executive Officer of Third Point, each may be deemed to beneficially own the shares of Common Stock held by the Funds. (continued in footnote 4)
4. (continued from footnote 3) Each of Third Point and Mr. Loeb disclaims beneficial ownership of any securities reported herein except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that Third Point or Mr. Loeb is the beneficial owner of or has any pecuniary interest in such securities for purposes of Section 16 of the Securities Exchange Act, as amended (the "Act") and the rules promulgated thereunder or for any other purpose. Each of Partners, Qualified, Offshore Master and Ultra hereby disclaims beneficial ownership of any securities reported herein other than those that it directly holds, for purposes of Section 16 of the Act and the rules promulgated thereunder or for any other purpose.

Remarks:

The Power of Attorney granted by Daniel S. Loeb in favor of James P. Gallagher, William Song and Joshua L. Targoff, dated February 9, 2011, was previously filed with the SEC on February 11, 2011 as an exhibit to Amendment No. 99.2 to Schedule 13G filed by Third Point LLC and Daniel S. Loeb with respect to Citadel Broadcasting Corporation and is incorporated herein by reference. Exhibit List: 99.1 Joint Filer Information for Third Point LLC; 99.2 Joint Filer Information for Third Point Offshore Master Fund L.P.; 99.3 Joint Filer Information for Third Point Partners L.P.; 99.4 Joint Filer Information for Third Point Partners Qualified L.P.; 99.5 Joint Filer Information for Third Point Ultra Master Fund L.P.

/s/ William Song, as Attorney-
in-Fact for Daniel S. Loeb 08/21/2014

/s/ William Song, as Attorney-
in-Fact for Daniel S. Loeb,
Chief Executive Officer of
Third Point LLC 08/21/2014

/s/ William Song, as Attorney-
in-Fact for Daniel. S. Loeb,
authorized person of the
general partner of Third Point
Offshore Master Fund L.P. 08/21/2014

/s/ William Song, as Attorney-
in-Fact for Daniel. S. Loeb,

authorized person of the
general partner of Third Point
Partners L.P.

/s/ William Song, as Attorney-
in-Fact for Daniel. S. Loeb,

authorized person of the
general partner of Third Point
Partners Qualified L.P.

08/21/2014

/s/ William Song, as Attorney-
in-Fact for Daniel. S. Loeb,

authorized person of the
general partner of Third Point
Ultra Master Fund L.P.

08/21/2014

** 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.

Attachment to Form 4

JOINT FILER INFORMATION

Name and Address:	Third Point LLC
	390 Park Avenue
	New York, NY 10022
Date of Earliest Reported Transaction:	08/19/2014
Issuer and Ticker Symbol:	Enphase Energy, Inc. [ENPH]
Relationship of the Issuer:	10% Owner; Director; Other
Designated Filer:	Daniel S. Loeb

TABLE I INFORMATION

Title of Security:	Common Stock, \$0.00001 par value
Transaction Date:	08/19/2014
Transaction Code:	S (1)
Amount of Securities:	1,200,000
Securities Acquired (A) or Disposed of (D):	D (1)
Price of Security:	\$10.269 See Footnote (2) on Form 4
Amount of Securities Beneficially Owned Following Reported Transactions:	6,248,987
Ownership Form:	I
Nature of Indirect Beneficial Ownership:	See Footnote (3) (4) on Form 4

Attachment to Form 4

JOINT FILER INFORMATION

Name and Address:	Third Point Offshore Master Fund L.P.
	c/o Third Point LLC
	390 Park Avenue
	New York, NY 10022
Date of Earliest Reported Transaction:	08/19/2014
Issuer and Ticker Symbol:	Enphase Energy, Inc. [ENPH]
Relationship of the Issuer:	10% Owner; Director; Other
Designated Filer:	Daniel S. Loeb

TABLE I INFORMATION

Title of Security:	Common Stock, \$0.00001 par value
Transaction Date:	08/19/2014
Transaction Code:	S (1)
Amount of Securities:	693,714
Securities Acquired (A) or Disposed of (D):	D (1)
Price of Security:	\$10.269 See Footnote (2) on Form 4
Amount of Securities Beneficially Owned Following Reported Transactions:	3,498,451
Ownership Form:	D
Nature of Indirect Beneficial Ownership:	See Footnote (3) (4) on Form 4

Attachment to Form 4

JOINT FILER INFORMATION

Name and Address:	Third Point Partners L.P.
	c/o Third Point LLC
	390 Park Avenue
	New York, NY 10022
Date of Earliest Reported Transaction:	08/19/2014
Issuer and Ticker Symbol:	Enphase Energy, Inc. [ENPH]
Relationship of the Issuer:	10% Owner; Director; Other
Designated Filer:	Daniel S. Loeb

TABLE I INFORMATION

Title of Security:	Common Stock, \$0.00001 par value
Transaction Date:	08/19/2014
Transaction Code:	S (1)
Amount of Securities:	85,140
Securities Acquired (A) or Disposed of (D):	D (1)
Price of Security:	\$10.269 See Footnote (2) on Form 4
Amount of Securities Beneficially Owned Following Reported Transactions:	429,368
Ownership Form:	D
Nature of Indirect Beneficial Ownership:	See Footnote (3) (4) on Form 4

Attachment to Form 4

JOINT FILER INFORMATION

Name and Address:	Third Point Partners Qualified L.P.
	c/o Third Point LLC
	390 Park Avenue
	New York, NY 10022
Date of Earliest Reported Transaction:	08/19/2014
Issuer and Ticker Symbol:	Enphase Energy, Inc. [ENPH]
Relationship of the Issuer:	10% Owner; Director; Other
Designated Filer:	Daniel S. Loeb

TABLE I INFORMATION

Title of Security:	Common Stock, \$0.00001 par value
Transaction Date:	08/19/2014
Transaction Code:	S (1)
Amount of Securities:	156,734
Securities Acquired (A) or Disposed of (D):	D (1)
Price of Security:	\$10.269 See Footnote (2) on Form 4
Amount of Securities Beneficially Owned Following Reported Transactions:	790,422
Ownership Form:	D
Nature of Indirect Beneficial Ownership:	See Footnote (3) (4) on Form 4

Attachment to Form 4

JOINT FILER INFORMATION

Name and Address:	Third Point Ultra Master Fund L.P.
	c/o Third Point LLC
	390 Park Avenue
	New York, NY 10022
Date of Earliest Reported Transaction:	08/19/2014
Issuer and Ticker Symbol:	Enphase Energy, Inc. [ENPH]
Relationship of the Issuer:	10% Owner; Director; Other
Designated Filer:	Daniel S. Loeb

TABLE I INFORMATION

Title of Security:	Common Stock, \$0.00001 par value
Transaction Date:	08/19/2014
Transaction Code:	S (1)
Amount of Securities:	144,837
Securities Acquired (A) or Disposed of (D):	D (1)
Price of Security:	\$10.269 See Footnote (2) on Form 4
Amount of Securities Beneficially Owned Following Reported Transactions:	730,421
Ownership Form:	D
Nature of Indirect Beneficial Ownership:	See Footnote (3) (4) on Form 4