

**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
(State or other jurisdiction of
incorporation or organization)

**1420 N. McDowell Blvd
Petaluma, CA 94954
(707) 774-7000**
(Address of principal executive offices,
including zip code)

20-4645388
(I.R.S. Employer Identification No.)

**2011 Equity Incentive Plan
2011 Employee Stock Purchase Plan
(Full titles of the plans)**

**Paul B. Nahi
Chief Executive Officer
c/o Enphase Energy, Inc.
1420 N. McDowell Blvd.
Petaluma, CA 94954
(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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	3,123,725 shares	\$1.23	\$3,842,181.75	\$445.32

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Market on March 22, 2017.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional (i) 2,792,329 shares of the common stock of Enphase Energy, Inc. (the "Registrant") to be issued pursuant to the Registrant's 2011 Equity Incentive Plan and (ii) 330,396 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2011 Employee Stock Purchase Plan.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

The contents of the Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission on March 9, 2016 (File No. 333-210037), March 10, 2015 (File No. 333-202630), March 24, 2014 (File No. 333-194749), March 5, 2013 (File No. 333-187057) and May 14, 2012 (File No. 333-181382) are incorporated by reference herein.

EXHIBITS

Exhibit Number	Exhibit Title
3.1	Amended and Restated Certificate of Incorporation of Enphase Energy, Inc. ⁽¹⁾
3.2	Amended and Restated Bylaws of Enphase Energy, Inc. ⁽²⁾
4.1	Specimen Common Stock Certificate of Enphase Energy, Inc. ⁽³⁾
4.2	2010 Amended and Restated Investors' Rights Agreement by and between Enphase Energy, Inc. and the investors listed on Exhibit A thereto, dated March 15, 2010, as amended. ⁽³⁾
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
24.1	Power of Attorney (reference is made to the signature page of this Form S-8).
99.1	2011 Equity Incentive Plan and forms of agreement thereunder. ⁽⁴⁾
99.2	2011 Employee Stock Purchase Plan. ⁽⁵⁾

(1) Previously filed as Exhibit 3.1 to the Current Report on Form 8-K (001-35480), filed with the Securities and Exchange Commission on April 6, 2012, and incorporated by reference herein.

(2) Previously filed as Exhibit 3.5 to Amendment No. 7 to the Company's Registration Statement on Form S-1, as amended (333-174925), filed with the Commission on March 12, 2012, and incorporated by reference herein.

(3) Previously filed as the like numbered exhibit to Amendment No. 7 to the Company's Registration Statement on Form S-1, as amended (333-174925), filed with the Commission on March 12, 2012, and incorporated by reference herein.

(4) Previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (001-35480), filed with the Securities and Exchange Commission on August 3, 2016, and incorporated by reference herein.

(5) Previously filed as Exhibit 99.3 to the Company's Registration Statement on Form S-8 (333-181382), filed with the Securities and Exchange Commission on May 14, 2012, and incorporated by reference herein.

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5.1 Opinion of Cooley LLP.

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March 28, 2017

Enphase Energy, Inc.
1420 N. McDowell Blvd.
Petaluma, CA 94954

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 of up to an aggregate of 3,123,725 shares of the Company's Common Stock, par value \$0.0001 per share, consisting of (i) 2,793,329 shares (the "**EIP Shares**") pursuant to the Company's 2011 Equity Incentive Plan (the "**2011 EIP**"), and (ii) 330,396 shares (the "**ESPP Shares**") pursuant to the Company's 2011 Employee Stock Purchase Plan (the "**2011 ESPP**," and together with the 2011 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 and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the EIP Shares and the ESPP Shares, when sold and issued in accordance with the 2011 EIP and the 2011 ESPP, respectively, and the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

[SIGNATURE PAGE FOLLOWS]

Enphase Energy, Inc.
March 28, 2017
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ John Sellers
John Sellers

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 March 16, 2017, relating to the consolidated financial statements of Enphase Energy, Inc. and subsidiaries (which report expresses an unqualified opinion and includes an explanatory paragraph relating to substantial doubt about its ability to continue as a going concern) appearing in the Annual Report on Form 10-K of Enphase Energy, Inc. for the year ended December 31, 2016.

/s/ Deloitte & Touche LLP

San Francisco, California
March 28, 2017