

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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 <u>McNeil Jeff</u> (Last) (First) (Middle) C/O ENPHASE ENERGY, INC. 47281 BAYSIDE PARKWAY (Street) FREMONT CA 94538 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Enphase Energy, Inc. [ENPH]</u> 3. Date of Earliest Transaction (Month/Day/Year) 01/28/2021			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP & Chief Operating Officer		
			4. 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 <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	01/28/2021		M ⁽¹⁾		15,000	A	\$0	258,971 ⁽²⁾	D	
Common Stock	01/28/2021		A ⁽³⁾		15,000	A	\$0	273,971	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
Restricted Stock Units	\$0.0	01/28/2021		M ⁽¹⁾			15,000	03/01/2021	03/01/2021	Common Stock	15,000	\$0	0	D	

Explanation of Responses:

- Conversion of performance stock units upon the recognized achievement of certain performance criteria under a performance award originally granted on April 14, 2020 under the 2011 Equity Incentive Plan.
- Balance includes a non-reportable acquisition of 2,000 shares purchased through the Company's 2011 Employee Stock Purchase Plan on November 15, 2020, reduced by a 2,000 share bona-fide gift made on December 7, 2020.
- The award of restricted stock units reflects additional shares earned from achievement of certain performance criteria under a performance award originally granted on April 14, 2020 under the 2011 Equity Incentive Plan.

Remarks:

/s/ Lisan Hung, Attorney-in-fact for Jeff McNeil 02/01/2021
 ** 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.

POWER OF ATTORNEY

Know by all these presents, that Jeff McNeil ("Grantor"), the undersigned hereby constitutes and appoints Lisan Hung and Mandy Yang, individuals, to

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of the undersigned's company,
2. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to execute such Forms 3, 4 or 5 or to file such Forms with the appropriate state or federal agency,
3. take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever that may be necessary or desirable to carry out the undersigned's business. This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file such Forms with the appropriate state or federal agency, or (b) the undersigned is no longer a beneficial owner of more than 10% of the undersigned's company. The undersigned hereby revokes any prior Powers of Attorney previously appointed to Denis Quinlan and Bob Bertz on this same subject.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of April 26, 2019.

Signature: /s/ Jeff McNeil

Jeff McNeil