

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 <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2012</u>	
	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, \$0.00001 par value	03/30/2012		P		32,500	A	\$7.94	32,500	I ⁽¹⁾	By managed account ⁽¹⁾
Common Stock, \$0.00001 par value	03/30/2012		P		48,655	A	\$7.92	81,165	I ⁽¹⁾	By managed account ⁽¹⁾
Common Stock, \$0.00001 par value	03/30/2012		P		617,386	A	\$8.05	698,551	I ⁽¹⁾	By managed account ⁽¹⁾
Common Stock, \$0.00001 par value	03/30/2012		P		24,049	A	\$7.64	722,600	I ⁽¹⁾	By managed account ⁽¹⁾
Common Stock, \$0.00001 par value	03/30/2012		P		8,900	A	\$7.94	8,900	I ⁽²⁾	By managed account ⁽²⁾
Common Stock, \$0.00001 par value	03/30/2012		P		13,200	A	\$7.92	22,100	I ⁽²⁾	By managed account ⁽²⁾
Common Stock, \$0.00001 par value	03/30/2012		P		168,600	A	\$8.05	190,700	I ⁽²⁾	By managed account ⁽²⁾
Common Stock, \$0.00001 par value	03/30/2012		P		6,600	A	\$7.64	197,300	I ⁽²⁾	By managed account ⁽²⁾

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					

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)

Explanation of Responses:

1. Third Point LLC ("Third Point") acts as the investment manager to a managed account that holds the shares of the common stock of the Issuer (the "Common Stock") to which this footnote relates. Third Point, as investment manager of such managed account, and Daniel S. Loeb, as Chief Executive Officer of Third Point, each may be deemed to beneficially own such shares of Common Stock. 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.

2. Third Point acts as the investment manager to a managed account that holds the shares of Common Stock to which this footnote relates. Third Point, as investment manager of such managed account, and Daniel S. Loeb, as Chief Executive Officer of Third Point, each may be deemed to beneficially own such shares of Common Stock. 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 Act and the rules promulgated thereunder or for any other purpose.

Remarks:

* Member of 13(d) group owning more than 10%. Robert Schwartz, who serves as a member of the board of the directors of the Issuer, is a managing partner of an affiliate of Third Point. Mr. Schwartz may be deemed to be a member of a Section 13(d) "group" with Third Point, Mr. Loeb, and certain investment funds managed by Third Point. As a result of Mr. Schwartz's appointment to the board of directors of the Issuer by Third Point pursuant to its exercise of a contractual right, Third Point may be considered a director by deputation. Mr. Schwartz has filed a separate Form 3 disclosing his personal holdings of securities of the Issuer. 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.

/s/ Will Song, as Attorney-in-
Fact for Daniel S. Loeb 04/03/2012

/s/ Will Song, as Attorney-in-
Fact for Daniel S. Loeb, Chief
Executive Officer of Third
Point LLC 04/03/2012

** 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 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.