

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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>RODGERS THURMAN J</u>			<u>Enphase Energy, Inc. [ENPH]</u>		<input checked="" type="checkbox"/> Director 10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Officer (give title below)
<u>575 EASTVIEW WAY</u>			<u>02/25/2020</u>			Other (specify below)
(Street)	(City)	(State)	4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)
<u>WOODSIDE</u>	<u>CA</u>	<u>94062</u>				<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)				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	02/24/2020		G ⁽¹⁾	V	2,000,000	D	\$0	3,406,574 ⁽²⁾	I	By Trust
Common Stock	02/24/2020		G ⁽¹⁾	V	2,000,000	A	\$0	2,000,000	I	By Charitable Trust
Common Stock	02/25/2020		S		393,899	D	\$50.7917 ⁽³⁾⁽⁴⁾	1,606,101	I	By Charitable Trust
Common Stock	02/25/2020		S		297,261	D	\$51.8288 ⁽³⁾⁽⁵⁾	1,308,840	I	By Charitable Trust
Common Stock	02/25/2020		S		249,895	D	\$52.4375 ⁽³⁾⁽⁶⁾	1,058,945	I	By Charitable Trust
Common Stock	02/25/2020		S		70,920	D	\$53.7612 ⁽³⁾⁽⁷⁾	988,025	I	By Charitable Trust
Common Stock	02/25/2020		S		236,128	D	\$54.8539 ⁽³⁾⁽⁸⁾	751,897	I	By Charitable Trust
Common Stock	02/25/2020		S		434,853	D	\$55.602 ⁽³⁾⁽⁹⁾	317,044	I	By Charitable Trust
Common Stock	02/25/2020		S		31,701	D	\$56.4883 ⁽³⁾⁽¹⁰⁾	285,343	I	By Charitable Trust
Common Stock	02/26/2020		S		14,222	D	\$49.5341 ⁽¹¹⁾⁽¹²⁾	271,121	I	By Charitable Trust
Common Stock	02/26/2020		S		7,762	D	\$50.9117 ⁽¹¹⁾⁽¹³⁾	263,359	I	By Charitable Trust
Common Stock	02/25/2020		S		106,649	D	\$52.1026 ⁽¹¹⁾⁽¹⁴⁾	156,710	I	By Charitable Trust
Common Stock	02/26/2020		S		154,584	D	\$52.702 ⁽¹¹⁾⁽¹⁵⁾	2,126	I	By Charitable Trust
Common Stock	02/26/2020		S		2,126	D	\$53.5773 ⁽¹¹⁾⁽¹⁶⁾	0	I	By Charitable Trust

**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					

Explanation of Responses:

- On February 24, 2020, the Reporting Person contributed 2,000,000 shares of the company's common stock to an irrevocable charitable trust established by the Reporting Person (the "Trust").
- After the Reporting Person's gift to the Trust, the Reporting Person beneficially owns 3,406,574 shares of common stock. In addition, the Reporting Person also beneficially owns 4% convertible senior notes due 2023 that are currently convertible into 900,090 shares of common stock and company stock options, as previously reported as derivative securities acquired and beneficially owned by the Reporting Person.
- Following the gift to the Trust, on February 25, 2020, the Trust sold shares of common stock in reportable open market sales in order to meet certain funding obligations of the Trust.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$50.125 to \$51.12. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$51.13 to \$52.13. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$52.135 to \$53.085. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$53.18 to \$54.18. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$54.185 to \$55.185. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$55.19 to \$56.19. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$56.20 to \$57.00. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Following the gift to the Trust, on February 26, 2020, the Trust sold shares of common stock in reportable open market sales in order to meet certain funding obligations of the Trust.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$49.27 to \$50.18. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$50.33 to \$51.325. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$51.39 to \$52.39. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$52.40 to \$53.31. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$53.475 to \$53.80. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

Remarks:

/s/ Lisan Hung, as Attorney-in-Fact for Thurman John Rodgers 02/26/2020

** 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.