

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>Kortlang Benjamin John</u>			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 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2011</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>2750 SAND HILL ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>MENLO PARK CA 94025</u>								
(City) (State) (Zip)								

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	11/15/2011		P		95,033	A	\$5.27	230,794	I	See Footnote <sup>(2)</sup>
Common Stock	11/15/2011		P		65	A	\$5.27	158	D	
Common Stock	04/04/2012		P		728,215	A	\$6	959,009	I	See Footnote <sup>(2)</sup>
Common Stock	04/04/2012		P		500	A	\$6	658	D	
Common Stock	04/04/2012		C		1,929,944	A	(1)	2,888,952	I	See Footnote <sup>(2)</sup>
Common Stock	04/04/2012		C		1,324	A	(3)	1,982	D	
Common Stock	04/04/2012		C		1,684,483	A	(4)	4,573,436	I	See Footnote <sup>(2)</sup>
Common Stock	04/04/2012		C		1,155	A	(5)	3,137	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	Amount or Number of Shares				
Series E Convertible Preferred Stock	(1)	04/04/2012		C			1,929,944	(6)	(7)	Common Stock	1,929,944	(1)	0	I	See Footnote <sup>(2)</sup>
Series E Convertible Preferred Stock	(3)	04/04/2012		C			1,324	(6)	(7)	Common Stock	1,324	(3)	0	D	
Convertible Promissory Notes	(4)	04/04/2012		C			1,684,483	(6)	(7)	Common Stock	1,684,483	(4)	0	I	See Footnote <sup>(2)</sup>
Convertible Promissory Notes	(5)	04/04/2012		C			1,155	(6)	(7)	Common Stock	1,155	(5)	0	D	

Explanation of Responses:

- The shares reflect the automatic conversion of 1,929,944 shares of the Issuer's Series E Preferred Stock for 1,929,944 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- The shares and notes are directly held by KPCB Green Grown Fund, LLC ("GGF Fund"). The managing member for GGF Fund is KPCB GGF Associates, LLC ("GGF Associates"). The voting and dispositive control over the shares is shared by individual managing directors of GGF Associates, none of whom has veto power. Excludes 188,368 shares of Common Stock in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.
- The shares reflect the automatic conversion of 1,324 shares of the Issuer's Series E Preferred Stock for 1,324 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- Principle and accrued interest in the aggregate of \$10,106,903.75 converted automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price of \$6.00 per share.
- Principle and accrued interest in the aggregate of \$6,933.72 converted automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price of \$6.00 per share.
- Immediately convertible into shares of the Issuer's common stock.
- These shares have no expiration date.

Remarks:

The reporting person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that he is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

/s/ Susan Biglieri by power of attorney for Benjamin Kortlang 04/04/2012

\*\* 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.

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