Edgar Filing: Enphase Energy, Inc. - Form 4

Enphase Ene Form 4	ergy, Inc.											
February 10	, 2014											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287				
Check th if no long	aar			~~~~					Expires:	January 31, 2005		
subject to Section 1 Form 4 c	o SIAIE N 16. or			SECUR	RITIES			NERSHIP OF	Estimated a burden hour response	verage		
Form 5 obligatio may cont See Instr 1(b).	tinue. Section 17	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940										
(Print or Type l	Responses)											
NAHI PAUL B Symbo			Symbol	r Name and			-	5. Relationship of Reporting Person(s) to Issuer				
			Enphase Energy, Inc. [ENPH]					(Check all applicable)				
				e of Earliest Transaction n/Day/Year) /2014				_X_ Director10% Owner _X_ Officer (give title Other (specify below) President and CEO				
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PETALUM	A, CA 94954							Form filed by M Person				
(City)	(State)	(Zip)	Tabl	le I - Non-E	Derivative	Secu	rities Acqu	uired, Disposed of	, or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
~				Code V	Amount		Price	(Instr. 3 and 4)				
Common Stock	02/06/2014			М	8,000	А	\$ 0.2724	324,205	D			
Common Stock								55,066	Ι	By Trust		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I Dei Sec (In:
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 0.2724	02/06/2014		М	8,	,000	<u>(2)</u>	07/16/2019	Common Stock	8,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NAHI PAUL B C/O ENPHASE ENERGY, INC. 1420 N. MCDOWELL BLVD. PETALUMA, CA 94954	Х		President and CEO				
Signatures							

Signatures

02/10/2014 /s/ Paul B. Nahi **Signature of Date Reporting Person

Explanation of Responses:

- 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).
- (1) The shares are held in trust for Mr. Nahi's children. Mr. Nahi disclaims beneficial ownership of the shares.
- (2) The option was granted on July 16, 2009, and vested incrementally over a four-year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.