

Enphase Energy, Inc.
 Form 4
 November 19, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
 LOEBBAKA JEFF

(Last) (First) (Middle)

C/O ENPHASE ENERGY,
 INC., 1420 N. MCDOWELL BLVD.

(Street)

PETALUMA, CA 94954

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Enphase Energy, Inc. [ENPH]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/17/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP, Worldwide Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 | 11/17/2014 | | M | | 5,320 | <u>A</u> <u>(1)</u> | \$ 1.6344 | 93,445 | D | |
| Common Stock | 11/17/2014 | | S | | 5,320 | <u>D</u> <u>(1)</u> | \$ 10.89 | 88,125 | D | |
| Common Stock | 11/17/2014 | | S | | 625 | <u>D</u> <u>(1)</u> | \$ 10.89 | 87,500 | D | |
| Common Stock | 11/17/2014 | | S | | 313 | <u>D</u> <u>(1)</u> | \$ 10.89 | 87,187 | D | |
| Common Stock | 10/31/2014 | | P ⁽²⁾ | | 2,000 | <u>A</u> <u>(1)</u> | \$ 2.975 | 89,187 | D | |

Edgar Filing: Enphase Energy, Inc. - Form 4

| | | | | | | | |
|--------------|------------|---|-------|-----------------|----------|--------|---|
| Common Stock | 11/17/2014 | S | 2,000 | <u>D</u> (1) | \$ 10.89 | 87,187 | D |
|--------------|------------|---|-------|-----------------|----------|--------|---|

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

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy) | \$ 1.63 | 11/17/2014 | | M | 5,320 | <u>(3)</u> 06/02/2020 | Common Stock | 5,320 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| LOEBBAKA JEFF C/O ENPHASE ENERGY, INC. 1420 N. MCDOWELL BLVD. PETALUMA, CA 94954 | Director 10% Owner Officer Other |
| | VP, Worldwide Sales |

Signatures

| | |
|---|------------|
| /s/ Taylor Browning, Attorney-in-fact for Jeff Loebbaka | 11/19/2014 |
| **Signature of Reporting Person | Date |

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 option exercises and shares sold as reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 29, 2014.

Edgar Filing: Enphase Energy, Inc. - Form 4

(2) Balance includes non-reportable acquisition of 2,000 shares through the Company's 2011 Employee Stock Purchase Plan.

When both ISO and NQ Stock Options granted on 6/3/2010 are combined, they vest over 4 years of continuous service as follows: 1/4th

(3) of the shares vested on May 1, 2011, with the remainder vesting in 36 equal monthly installments on the first day of each succeeding calendar month thereafter.

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.