

Kortlang Benjamin John
Form 4
April 04, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kortlang Benjamin John

(Last) (First) (Middle)

2750 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2011

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)

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)
Common Stock	11/15/2011		P	95,033	A \$ 5.27 230,794	I	See Footnote (2)
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 (2)
Common Stock	04/04/2012		P	500	A \$ 6 658	D	
Common	04/04/2012		C	1,929,944	A \$ 2,888,952	I	See

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Stock								Footnote (2)
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 (2)
Common Stock	04/04/2012	C	1,155	A	(5)	3,137	D	

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series E Convertible Preferred Stock	(1)	04/04/2012		C		1,929,944		(6)	(7)	Common Stock	1,929,
Series E Convertible Preferred Stock	(3)	04/04/2012		C		1,324		(6)	(7)	Common Stock	1,32
Convertible Promissory Notes	(4)	04/04/2012		C		1,684,483		(6)	(7)	Common Stock	1,684,
Convertible Promissory Notes	(5)	04/04/2012		C		1,155		(6)	(7)	Common Stock	1,15

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Kortlang Benjamin John
2750 SAND HILL ROAD X
MENLO PARK, CA 94025

Signatures

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

04/04/2012

**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 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) Immediately convertible into shares of the Issuer's common stock.
- (6) These shares have no expiration date.
- (7)

Remarks:

The reporting person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, and

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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