

Enphase Energy, Inc.
Form 3
August 11, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Garcia Humberto</p> <p>(Last) (First) (Middle)</p> <p>C/O ENPHASE ENERGY, INC.,Â 1420 NORTH MCDOWELL BLVD.</p> <p>(Street)</p> <p>PETALUMA,Â CAÂ 94954</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/08/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Enphase Energy, Inc. [ENPH]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP and CFO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,875 ⁽¹⁾ | D | Â |
| Common Stock | 8,752 ⁽²⁾ | D | Â |
| Common Stock | 7,500 ⁽³⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 05/04/2021 | Common Stock | 1,320 | \$ 4.086 | D | Â |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 08/22/2021 | Common Stock | 11,013 | \$ 9.534 | D | Â |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 03/11/2022 | Common Stock | 1,887 | \$ 11 | D | Â |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 05/30/2022 | Common Stock | 3,609 | \$ 6.9 | D | Â |
| Stock Option (Right to Buy) | Â <u>(5)</u> | 06/30/2020 | Common Stock | 12,804 | \$ 7.68 | D | Â |
| Stock Option (Right to Buy) | Â <u>(6)</u> | 07/13/2021 | Common Stock | 20,000 | \$ 9.69 | D | Â |
| Stock Option (Right to Buy) | Â <u>(7)</u> | 02/07/2023 | Common Stock | 20,000 | \$ 2.09 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Garcia Humberto C/O ENPHASE ENERGY, INC. 1420 NORTH MCDOWELL BLVD. PETALUMA, CA 94954 | Â | Â | Â VP and CFO | Â |

Signatures

/s/ Humberto Garcia 08/11/2016

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Represents the 1,875 remaining unvested shares of a restricted stock unit award originally granted with respect to 7,500 shares of
- (1) common stock on July 1, 2013, which award vests in eight (8) successive equal semi-annual installments, with the first 1/8th of the shares vesting on November 15, 2013, subject to the grantee's Continuous Service, as defined in the Plan.
 - (2) Represents the 8,752 remaining unvested shares of a restricted stock unit award originally granted with respect to 17,500 shares of common stock on March 6, 2014, which award vests in eight (8) successive equal semi-annual installments, with the first 1/8th of the

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shares vesting on August 15, 2014, subject to the grantee's Continuous Service, as defined in the Plan.

Represents the 7,500 remaining unvested shares of a restricted stock unit award originally granted with respect to 10,000 shares of

- (3) common stock on March 4, 2015, which award vests in eight (8) successive equal semi-annual installments, with the first 1/8th of the shares vesting on August 15, 2015, subject to the grantee's Continuous Service, as defined in the Plan.
- (4) The options are immediately exercisable.
- (5) 9,053 shares subject to this option are fully vested and exercisable. The remaining shares vest in equal monthly installments and become fully vested and exercisable on April 10, 2017, subject to the grantee's Continuous Service, as defined in the Plan.
- (6) 10,833 shares subject to this option are fully vested and exercisable. The remaining shares vest in equal monthly installments and become fully vested and exercisable on June 1, 2018, subject to the grantee's Continuous Service, as defined in the Plan.
- (7) 2,496 shares subject to this option are fully vested and exercisable. The remaining shares vest in equal monthly installments and become fully vested and exercisable on February 1, 2020, subject to the grantee's Continuous Service, as defined in the Plan.

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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