

BELUR RAGHUVVEER R
Form 4
April 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
BELUR RAGHUVVEER R

(Last) (First) (Middle)

C/O ENPHASE ENERGY,
INC., 201 1ST STREET, SUITE 100

(Street)

PETALUMA, CA 94952

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2012

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)

Vice President of Products

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 04/04/2012 | | C | 12,657 A (1) | 12,657 | D | |
| Common Stock | 04/04/2012 | | C | 3,154 A (2) | 3,154 | D | |
| Common Stock | 04/04/2012 | | C | 23,432 A (3) | 23,432 | D | |
| Common Stock | 04/04/2012 | | C | 1,619 A (4) | 1,619 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series A Convertible Preferred Stock | (1) | 04/04/2012 | | C | 10,324 | (5) (6) | Common Stock | 12,657 |
| Series B Convertible Preferred Stock | (2) | 04/04/2012 | | C | 1,662 | (5) (6) | Common Stock | 3,154 |
| Series D Convertible Preferred Stock | (3) | 04/04/2012 | | C | 23,432 | (5) (6) | Common Stock | 23,432 |
| Series E Convertible Preferred Stock | (4) | 04/04/2012 | | C | 1,619 | (5) (6) | Common Stock | 1,619 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BELUR RAGHUVVEER R C/O ENPHASE ENERGY, INC. 201 1ST STREET, SUITE 100 PETALUMA, CA 94952 | X | | Vice President of Products | |

Signatures

/s/ Taylor Browning,
Attorney-in-fact

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 10,324 shares of the Issuer's Series A Preferred Stock for 12,657 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (2) The shares reflect the automatic conversion of 1,662 shares of the Issuer's Series B Preferred Stock for 3,154 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (3) The shares reflect the automatic conversion of 23,432 shares of the Issuer's Series D Preferred Stock for 23,432 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (4) The shares reflect the automatic conversion of 1,619 shares of the Issuer's Series E Preferred Stock for 1,619 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (5) Immediately convertible into shares of the Issuer's common stock.
- (6) These shares have no expiration date.

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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