

Enphase Energy, Inc.
Form 4/A
September 18, 2014

FORM 4

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

OMB APPROVAL

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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 *
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)
08/19/2014

4. If Amendment, Date Original Filed (Month/Day/Year)
08/21/2014

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/19/2014		S		762,640	D	\$ 10.0269
					3,810,796	I	
Common Stock	08/19/2014		S		523	D	\$ 10.0269
					2,614	D	

See Footnotes (1) (2)

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

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SEC 1474 (9-02)

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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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kortlang Benjamin John 2750 SAND HILL ROAD MENLO PARK, CA 94025	X	X		

Signatures

/s/ Susan Biglieri by power of attorney for Benjamin Kortlang 09/18/2014

__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 shares are directly held by KPCB Green Grown Fund, LLC ("GGF Fund"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". 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 37,360 shares of Common Stock in the aggregate (the "Sold Shares") sold on August 19, 2014 by, and 186,683 shares of Common Stock in the aggregate (the "Remaining Shares") beneficially owned by, individuals and entities associated with Kleiner Perkins Caufield & Byers. The Sold Shares include 523 shares of Common Stock sold by the reporting person and the Remaining Shares include 2,614 shares of Common Stock held by the reporting person. (Continued on footnote 2).
- (2) The Sold Shares were, and the Remaining Shares are, 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.

Remarks:

This Form 4 is amended and restated in its entirety to include 523 shares that were sold by the reporting person on August 19,

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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