

Garcia Humberto
Form 4
August 17, 2017

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 *
Garcia Humberto

(Last) (First) (Middle)

C/O ENPHASE ENERGY,
INC., 1420 NORTH 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)
08/16/2017

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 and CFO

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	
Restricted Stock Units	08/16/2017		F	2,510 ⁽¹⁾	D	\$ 0.77	374,466	D
Restricted Stock Units	08/16/2017		F	884 ⁽²⁾	D	\$ 0.77	373,582	D
Restricted Stock Units	08/16/2017		F	516 ⁽³⁾	D	\$ 0.77	373,066	D
Restricted Stock Units	08/16/2017		F	209 ⁽⁴⁾	D	\$ 0.77	372,857	D
Restricted Stock Units	08/16/2017		F	15,046 ⁽⁵⁾	D	\$ 0.77	357,811	D

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- (4) Represents shares withheld by the Company to satisfy the tax withholding obligation associated with the vesting of a portion of the RSUs granted on May 1, 2017.
- (5) Represents shares withheld by the Company to satisfy the tax withholding obligation associated with the vesting of a portion of the RSUs granted on May 30, 2017.

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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