

Weber John Howard  
Form 4  
November 22, 2017

**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  
Number: 3235-0287  
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Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Weber John Howard

(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)  
11/20/2017

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/20/2017		M	35,326	A \$ 0.7	35,326	D
Common Stock	11/20/2017		S	35,326	D \$ 2.584 (1)	0	D
Common Stock	11/21/2017		M	20,200	A \$ 0.7	20,200	D
Common Stock	11/21/2017		S	20,200	D \$ (2)	0	D

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

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SEC 1474  
(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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) <sup>(3)</sup>	\$ 0.7	11/20/2017		M		35,326		<sup>(4)</sup>	05/17/2024	Common Stock	35,326
Option (right to buy) <sup>(3)</sup>	\$ 0.7	11/21/2017		M		20,200		<sup>(4)</sup>	05/17/2024	Common Stock	20,200

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Weber John Howard C/O ENPHASE ENERGY, INC. 1420 NORTH MCDOWELL BLVD PETALUMA, CA 94954	X

## Signatures

/s/ Denis Quinlan, Attorney in Fact for John Howard  
Weber

11/22/2017

          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 price reported in Table I, column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.51 to \$2.645.
- (2) The price reported in Table I, column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.71 to \$2.77.

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- (3) Issued pursuant to the 2011 Equity Incentive Plan.
- (4) Such option will vest in 12 equal monthly installments from the grant date, such that the option is fully vested on the one-year anniversary of the date of grant, subject to the Director's Continuous Service (as defined in the 2011 Equity Incentive Plan).
- (5) Remaining options in Table II, column 9 are unvested as of the date of this filing. All vested options from this grant have been exercised.

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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