

DEMPSEY NEAL  
Form 4  
April 04, 2012

**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 \*  
DEMPSEY NEAL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
490 S. CALIFORNIA AVE., SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)  
11/15/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PALO ALTO, CA 94306

(City) (State) (Zip)

**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		
Common Stock	04/04/2012		C		468,647	A	<u>(1)</u> 468,647	I	See Footnote <u>(3)</u>
Common Stock	04/04/2012		C		971,753	A	<u>(2)</u> 971,753	I	See Footnote <u>(3)</u>
Common Stock	04/04/2012		C		189,050	A	<u>(4)</u> 189,050	I	See Footnote <u>(3)</u>
Common Stock	04/04/2012		P		166,667	A	\$ 6 166,667	I	See Footnote

Common Stock	11/15/2011		P	13,402	A	\$ 0.58	13,402	I	(3) See Footnote (3)
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series D Convertible Preferred Stock	(1)	04/04/2012		C	468,647	(5) (6)	Common Stock 468,647
Series E Convertible Preferred Stock	(2)	04/04/2012		C	971,753	(5) (6)	Common Stock 971,753
Convertible Promissory Notes	(4)	04/04/2012		C	189,050	(5) (6)	Common Stock 189,050

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMPSEY NEAL 490 S. CALIFORNIA AVE., SUITE 200 PALO ALTO, CA 94306	X			

## 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 468,647 shares of the Issuer's Series D Preferred Stock for 468,647 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 971,753 shares of the Issuer's Series E Preferred Stock for 971,753 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (3) The Reporting Person, a Director of the Issuer, is a Manager of Bay Management Company XI, LLC and shares voting and dispositive power over shares held by Bay Partners XI Parallel Fund, L.P. and Bay Partners XI, L.P but disclaims beneficial ownership of such securities except to the extent of his proportionate pecuniary interest therein.
- (4) Notes and accrued interest in the aggregate of \$1,134,304.20 converted automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price of \$6.00 per share.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.