

Schwartz Robert S
 Form 4
 April 05, 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 *
 Schwartz Robert S

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)

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

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

1277 BORREGAS AVE.

04/04/2012

See Remarks

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

SUNNYVALE, CA 94089

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.00001 par value	04/04/2012		C		15,774	A	(1) 15,774
Common Stock, \$0.00001 par value	04/04/2012		C		6,463	A	(2) 22,237
Common Stock, \$0.00001 par value	04/04/2012		C		23,432	A	(3) 45,669

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Common Stock, \$0.00001 par value	04/04/2012	C	3,562	A	(3)	49,231	D
Common Stock, \$0.00001 par value	04/04/2012	C	2,239	A	(4)	51,470	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series B Convertible Preferred Stock	(1)	04/04/2012		C	8,311	(1) (1)	Common Stock 15,
Series C Convertible Preferred Stock	(2)	04/04/2012		C	2,571	(2) (2)	Common Stock 6,4
Series D Convertible Preferred Stock	(3)	04/04/2012		C	23,432	(3) (3)	Common Stock 23,
Series E Convertible Preferred Stock	(3)	04/04/2012		C	3,562	(3) (3)	Common Stock 3,5
9% Junior Convertible Secured Notes due	(4)	04/04/2012		C	\$ 13,439.61	(4) 06/14/2014	Common Stock 2,2

