Enphase Energy, Inc. Form 4

May 21, 2015

# FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading NAHI PAUL B Issuer Symbol Enphase Energy, Inc. [ENPH] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

C/O ENPHASE ENERGY, 05/19/2015 INC., 1420 N. MCDOWELL BLVD.

(Zin)

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

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) President and CEO

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PETALUMA, CA 94954

(State)

(City)

| (City)                               | (State) (A                           | Table                             | I - Non-Do       | erivative Se                      | ecuriti                  | ies Acq             | uired, Disposed o                                | of, or Beneficial                | ly Owned                         |
|--------------------------------------|--------------------------------------|-----------------------------------|------------------|-----------------------------------|--------------------------|---------------------|--|----------------------------------|----------------------------------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3.<br>Transactio | 4. Securiti<br>n(A) or Dis<br>(D) | ties Acquired isposed of |                     | 5. Amount of Securities Beneficially             | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial |
| (                                    |                                      | (Month/Day/Year)                  | (Instr. 8)       | (Instr. 3, 4                      | (A)                      | )                   | Owned<br>Following<br>Reported<br>Transaction(s) | Indirect (I)<br>(Instr. 4)       | Ownership<br>(Instr. 4)          |
| Common<br>Stock                      | 05/19/2015                           |                                   | Code V S         | Amount 1,620 (1)                  | D                        | Price<br>\$<br>11.2 | (Instr. 3 and 4)<br>502,432 (2)                  | D                                |                                  |
| Common<br>Stock                      |                                      |                                   |                  |                                   |                          |                     | 55,066   | I                                | Held in Trust (3)                |

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

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### Edgar Filing: Enphase Energy, Inc. - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exerc | cisable and     | 7. Titl  | e and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------------|------------|---------------|-----------------|----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration D  | ate             | Amou     | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code              | of         | (Month/Day/   | Year)           | Under    | lying    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative | e             |                 | Securi   | ities    | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    | Securities        |            |               |                 | (Instr.  | 3 and 4) |             | Own    |
|             | Security    |                     |                    |                   | Acquired   |               |                 |          |          |             | Follo  |
|             | •           |                     |                    |                   | (A) or     |               |                 |          |          |             | Repo   |
|             |             |                     |                    |                   | Disposed   |               |                 |          |          |             | Trans  |
|             |             |                     |                    |                   | of (D)     |               |                 |          |          |             | (Instr |
|             |             |                     |                    |                   | (Instr. 3, |               |                 |          |          |             |        |
|             |             |                     |                    |                   | 4, and 5)  |               |                 |          |          |             |        |
|             |             |                     |                    |                   |            |               |                 |          | A        |             |        |
|             |             |                     |                    |                   |            |               |                 |          | Amount   |             |        |
|             |             |                     |                    |                   | (A) (D)    |               | Expiration Date | Title Nu |          |             |        |
|             |             |                     |                    |                   |            |               |                 |          | Number   |             |        |
|             |             |                     |                    | C 1 W             |            |               |                 |          | of       |             |        |
|             |             |                     |                    | Code V            | (A) (D)    |               |                 |          | Shares   |             |        |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

NAHI PAUL B C/O ENPHASE ENERGY, INC. 1420 N. MCDOWELL BLVD. PETALUMA, CA 94954

President and CEO

### **Signatures**

/s/ Paul B. Nahi 05/21/2015 \*\*Signature of Date Reporting Person

### **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).
- Represents the shares sold to cover the tax liability associated with the vesting of a portion of the restricted stock units (RSUs) reported on May 6, 2013.
- Balance includes a non-reportable acquisition of 2000 shares purchased on 10/31/2014 and 2000 shares purchased on 4/30/2015 through **(2)** the Company's 2011 Employee Stock Purchase Plan.
- (3) The shares are held in trust for Mr. Nahi's children. Mr. Nahi disclaims beneficial ownership of the shares.

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.

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