

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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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 *
Garcia Humberto

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)
C/O ENPHASE ENERGY,
INC., 1420 NORTH MCDOWELL
BLVD.

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2017

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP and CFO

(Street)
PETALUMA, CA 94954

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

(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 or Price		
Restricted Stock Units	08/16/2017		F		2,510 (1) \$ 0.77	D	
Restricted Stock Units	08/16/2017		F		884 (2) \$ 0.77	D	
Restricted Stock Units	08/16/2017		F		516 (3) \$ 0.77	D	
Restricted Stock Units	08/16/2017		F		209 (4) \$ 0.77	D	
Restricted Stock Units	08/16/2017		F		15,046 (5) \$ 0.77	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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