

Enphase Energy, Inc.
Form 4
April 04, 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 *
RockPort Capital Partners II, LP

(Last) (First) (Middle)

160 FEDERAL STREET, 18TH FLOOR

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/04/2012 | | C | | 1,616,361 | A | ① 1,616,361 |
| Common Stock | 04/04/2012 | | C | | 2,386,038 | A | ② 2,386,038 |
| Common Stock | 04/04/2012 | | C | | 714,840 | A | ③ 714,840 |
| Common Stock | 04/04/2012 | | P | | 41,666 | A | \$ 6 41,666 |

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

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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 Number Shares |
| Series C Convertible Preferred Stock | (1) | 04/04/2012 | | C | 642,944 | (5) (6) | | Common Stock | 1,616, |
| Series D Convertible Preferred Stock | (2) | 04/04/2012 | | C | 2,386,038 | (5) (6) | | Common Stock | 2,386, |
| Series E Convertible Preferred Stock | (3) | 04/04/2012 | | C | 714,840 | (5) (6) | | Common Stock | 714,8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RockPort Capital Partners II, LP 160 FEDERAL STREET, 18TH FLOOR BOSTON, MA 02110 | | | X | |

Signatures

/s/ Taylor Browning,
Attorney-in-fact
Date: 04/04/2012

**Signature of 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).
- (1) The shares reflect the automatic conversion of 642,944 shares of the Issuer's Series C Preferred Stock for 1,616,361 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.

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- (2) The shares reflect the automatic conversion of 2,386,038 shares of the Issuer's Series D Preferred Stock for 2,386,038 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
 - (3) reflect the automatic conversion of 714,840 shares of the Issuer's Series E Preferred Stock for 714,840 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- The shares are held by Rockport Capital Partners II, L.P. The voting and dispositive powers are shared by the Managing Members of the
- (4) General Partner of RockPort Capital Partners II, L.P. Its Managing Members, including Stoddard Wilson, a Director of the Issuer, disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
 - (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.

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