

LOEBBAKA JEFF
Form 4
April 12, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LOEBBAKA JEFF

(Last) (First) (Middle)

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

(Street)

PETALUMA, CA 94954

(City) (State) (Zip)

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

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

04/10/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. VP, WW Sales & Field Ops

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/10/2013		A	20,000	A	\$ 0 (1)	21,392 (4) D

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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)	Amount or Number of Shares
Stock Option (Right to Buy) ⁽²⁾	\$ 6.1	04/10/2013		A	40,000	05/10/2013 ⁽³⁾ 04/09/2020	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
LOEBBAKA JEFF C/O ENPHASE ENERGY, INC. 1420 N. MCDOWELL BLVD. PETALUMA, CA 94954	Director 10% Owner Officer Other Sr. VP, WW Sales & Field Ops

Signatures

/s/ Taylor Browning,
Attorney-in-fact

04/12/2013

 **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).

Each restricted stock unit ("RSU") is granted pursuant to the 2011 Equity Incentive Plan, and represents a contingent right to receive one share of Common Stock of the Issuer. The shares subject to the RSU award vest over a four-year period with 6.25% of the RSU's

(1) (rounded down to the nearest whole share) vesting on August 15, 2013 (the "VCD"); thereafter, 6.25% of the RSU's (rounded down to the nearest whole share, except for the last vesting installment) shall vest on each quarterly anniversary of the VCD, provided that the Reporting Person provides Continuous Service, as defined in the 2011 Equity Incentive Plan.

(2) Issued pursuant to the 2011 Equity Incentive Plan.

(3) The shares subject to the stock option vests in 48 equal successive installments over a four-year period commencing April 10, 2013, so long as the Reporting Person provides Continuous Service, as defined in the 2011 Equity Incentive Plan.

(4) Balance includes non-reportable acquisition of 1,392 shares through the Company's 2011 Employee Stock Purchase Plan.

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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