

Kortlang Benjamin John  
 Form 4  
 April 04, 2012

**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 \*  
 Kortlang Benjamin John

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)  
 2750 SAND HILL ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/15/2011

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

MENLO PARK, CA 94025

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)
Common Stock	11/15/2011		P	95,033 A	\$ 5.27 230,794	I	See Footnote (2)
Common Stock	11/15/2011		P	65 A	\$ 5.27 158	D	
Common Stock	04/04/2012		P	728,215 A	\$ 6 959,009	I	See Footnote (2)
Common Stock	04/04/2012		P	500 A	\$ 6 658	D	
Common	04/04/2012		C	1,929,944 A	Ⓣ 2,888,952	I	See

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Stock								Footnote <u>(2)</u>
Common Stock	04/04/2012		C	1,324	A	<u>(3)</u>	1,982	D
Common Stock	04/04/2012		C	1,684,483	A	<u>(4)</u>	4,573,436	I
Common Stock	04/04/2012		C	1,155	A	<u>(5)</u>	3,137	D

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series E Convertible Preferred Stock	<u>(1)</u>	04/04/2012		C	1,929,944	<u>(6)</u>	<u>(7)</u>	Common Stock	1,929,
Series E Convertible Preferred Stock	<u>(3)</u>	04/04/2012		C	1,324	<u>(6)</u>	<u>(7)</u>	Common Stock	1,32
Convertible Promissory Notes	<u>(4)</u>	04/04/2012		C	1,684,483	<u>(6)</u>	<u>(7)</u>	Common Stock	1,684,
Convertible Promissory Notes	<u>(5)</u>	04/04/2012		C	1,155	<u>(6)</u>	<u>(7)</u>	Common Stock	1,15

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

Kortlang Benjamin John  
2750 SAND HILL ROAD  
MENLO PARK, CA 94025

X

## Signatures

/s/ Susan Biglieri by power of attorney for Benjamin  
Kortlang

04/04/2012

\*\*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).
- (1) The shares reflect the automatic conversion of 1,929,944 shares of the Issuer's Series E Preferred Stock for 1,929,944 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.  
  
The shares and notes are directly held by KPCB Green Grown Fund, LLC ("GGF Fund"). The managing member for GGF Fund is KPCB GGF Associates, LLC ("GGF Associates"). The voting and dispositive control over the shares is shared by individual managing directors of GGF Associates, none of whom has veto power. Excludes 188,368 shares of Common Stock in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.
- (2) The shares and notes are directly held by KPCB Green Grown Fund, LLC ("GGF Fund"). The managing member for GGF Fund is KPCB GGF Associates, LLC ("GGF Associates"). The voting and dispositive control over the shares is shared by individual managing directors of GGF Associates, none of whom has veto power. Excludes 188,368 shares of Common Stock in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.
- (3) The shares reflect the automatic conversion of 1,324 shares of the Issuer's Series E Preferred Stock for 1,324 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (4) Principle and accrued interest in the aggregate of \$10,106,903.75 converted automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price of \$6.00 per share.
- (5) Principle and accrued interest in the aggregate of \$6,933.72 converted automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price of \$6.00 per share.
- (6) Immediately convertible into shares of the Issuer's common stock.
- (7) These shares have no expiration date.

### Remarks:

The reporting person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, and

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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