

Branderiz Eric
Form 4/A
March 25, 2019

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 *
Branderiz Eric

(Last) (First) (Middle)

C/O ENPHASE ENERGY,
INC., 47281 BAYSIDE PARKWAY

(Street)

FREMONT, CA 94538

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/20/2019

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP & Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/18/2019		M	Amount 55,000 (1)	(A) or (D) A \$ 0	402,126 (2)	D
Common Stock	03/19/2019		S	21,255 (3) (4)	\$ 8.8772 (5)	380,871	D
Common Stock	03/18/2019		M	25,000 (6)	A \$ 0	405,871	D
Common Stock	03/19/2019		S	9,448	\$ 8.877 (5)	396,423	D

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

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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)

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 or Number of Share
Restricted Stock Units <u>(7)</u> <u>(8)</u>	\$ 0	03/18/2019		M		55,000 <u>(1)</u>		03/18/2019 ⁽⁹⁾	<u>(10)</u>	Common Stock	55,000
Restricted Stock Units <u>(7)</u> <u>(8)</u>	\$ 0	03/18/2019		M		25,000 <u>(6)</u>		03/18/2019 ⁽¹¹⁾	<u>(10)</u>	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Branderiz Eric C/O ENPHASE ENERGY, INC. 47281 BAYSIDE PARKWAY FREMONT, CA 94538			VP & Chief Financial Officer	

Signatures

/s/ Denis J. Quinlan, Attorney-in-Fact for Eric
Branderiz

03/25/2019

__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) Performance award achieved at 111% of target shares.

(2) Includes 300,000 shares of common stock from a Restricted Stock Units grant filed on June 4, 2018, and inadvertently reported as Restricted Stock Units on table 1.

(3)

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This transaction constitutes a matching transaction under Section 16(b) of the Securities Exchange Act. The reporting person has agreed to remit to the Issuer the profits deemed to have resulted from the transaction, which are approximately \$1,235.10.

- (4) Corrected quantity of shares sold to cover taxes.
- (5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.85 to \$9.2014.
- (6) Performance award achieved at 50% of target shares. Unearned shares were cancelled.
- (7) Issued pursuant to the 2011 Equity Incentive Plan.
- (8) Grant is of performance-based stock units.

Performance shares were eligible to vest on March 18, 2019, based upon the 15-day trailing volume weighted average price per share of Enphase stock as of December 31, 2018 ("VWAP"), as follows: no vesting if VWAP is less than or equal to \$3.00; 0% to 150% vesting, calculated linearly, is VWAP is between \$3.01 and \$6.00.

- (10) RSUs expire March 29, 2019 if, or to the extent, vesting conditions are not met.

Performance shares were eligible to vest on March 18, 2019, based upon achievement of 2018 annual CEO goals measured for the year ended December 31, 2018, as follows: no vesting if 2018 CEO goals completed are less than 65% of total goals; 50% vesting if greater than 65% but less than 80% of goals are completed; 100% if greater than 80% but less than 100% of goals are completed; and 150% vesting if greater than 100% of goals are completed.

(11)

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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