

Enphase Energy, Inc.
Form 4
November 22, 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 *
Loeb Daniel S

(Last) (First) (Middle)

C/O THIRD POINT LLC, 390
PARK AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

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

11/21/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ 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, \$0.00001 par value	11/21/2013		J ⁽¹⁾	190,100	A (1) \$ 6.83	7,448,987	I
Common Stock, \$0.00001 par value					505,037	D	See Footnotes (2) (3)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Loeb Daniel S C/O THIRD POINT LLC 390 PARK AVENUE NEW YORK, NY 10022	X	X		See Remarks
Third Point LLC 390 PARK AVENUE NEW YORK, NY 10022	X	X		See Remarks
Third Point Offshore Master Fund, L.P. C/O THIRD POINT LLC 390 PARK AVENUE NEW YORK, NY 10022	X	X		See Remarks
THIRD POINT PARTNERS LP C/O THIRD POINT LLC 390 PARK AVENUE NEW YORK, NY 10022	X	X		See Remarks
THIRD POINT PARTNERS QUALIFIED L P C/O THIRD POINT LLC 390 PARK AVENUE NEW YORK, NY 10022	X	X		See Remarks
Third Point Ultra Master Fund L.P. C/O THIRD POINT LLC	X	X		See Remarks

390 PARK AVENUE
NEW YORK, NY 10022

Signatures

/s/ William Song, as Attorney-in-Fact for Daniel S. Loeb	11/22/2013
__Signature of Reporting Person	Date
/s/ William Song, as Attorney-in-Fact for Daniel S. Loeb, Chief Executive Officer of Third Point LLC	11/22/2013
__Signature of Reporting Person	Date
/s/ William Song, as Attorney-in-Fact for Daniel S. Loeb, authorized person of the general partner of Third Point Offshore Master Fund L.P.	11/22/2013
__Signature of Reporting Person	Date
/s/ William Song, as Attorney-in-Fact for Daniel S. Loeb, authorized person of the general partner of Third Point Partners L.P.	11/22/2013
__Signature of Reporting Person	Date
/s/ William Song, as Attorney-in-Fact for Daniel S. Loeb, authorized person of the general partner of Third Point Partners Qualified L.P.	11/22/2013
__Signature of Reporting Person	Date
/s/ William Song, as Attorney-in-Fact for Daniel S. Loeb, authorized person of the general partner of Third Point Ultra Master Fund L.P.	11/22/2013
__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).
- (1) Represents shares transferred from a managed fund, of which Third Point LLC ("Third Point") acts as the investment manager, to Third Point Ultra Master Fund L.P. ("Ultra"). The transferred shares were not previously reported as part of the Reporting Person's pecuniary interest in reliance on an exemption from the definition of pecuniary interest.
- (2) Third Point acts as the investment manager of certain funds and managed accounts (the "Funds"), including Third Point Offshore Master Fund L.P. ("Offshore Master"), Third Point Partners L.P. ("Partners"), Third Point Partners Qualified L.P. ("Qualified"), and Ultra. Third Point, as investment manager of the Funds, and Daniel S. Loeb, as Chief Executive Officer of Third Point, each may be deemed to beneficially own the shares of Common Stock into which the securities held by the Funds have converted. (continued in footnote 3)
- (3) (continued from footnote 2) Each of Third Point and Mr. Loeb disclaims beneficial ownership of any securities reported herein except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that Third Point or Mr. Loeb is the beneficial owner of or has any pecuniary interest in such securities for purposes of Section 16 of the Securities Exchange Act, as amended (the "Act") and the rules promulgated thereunder or for any other purpose. Each of Partners, Qualified, Offshore Master and Ultra hereby disclaims beneficial ownership of any securities reported herein other than those that it directly holds, for purposes of Section 16 of the Act and the rules promulgated thereunder or for any other purpose.

Remarks:

* Member of 13(d) group owning more than 10%. Robert Schwartz, who serves as a member of the board of the directors of t

The Power of Attorney granted by Daniel S. Loeb in favor of James P. Gallagher, William Song and Joshua L. Targoff, dated

Exhibit List

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99.1 Joint Filer Information for Third Point LLC

99.2 Joint Filer Information for Third Point Offshore Master Fund L.P.

99.3 Joint Filer Information for Third Point Partners L.P.

99.4 Joint Filer Information for Third Point Partners Qualified L.P.

99.5 Joint Filer Information for Third Point Ultra Master Fund L.P.

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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