

Enphase Energy, Inc.
Form 8-A12B
March 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

ENPHASE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation

or organization)

201 1st Street, Suite 100

20-4645388
(I.R.S. Employer

Identification no.)

94952

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Petaluma, California
(Address of principal executive offices)

(Zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of exchange on which
to be so registered	each class is to be registered
Common Stock, \$0.00001 par value per share	The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐ "

Securities Act registration statement file number to which the form relates: **333-174925**

Securities to be registered pursuant to Section 12(g) of the Act: **Not applicable**

Item 1. Description of Registrant's Securities to be Registered.

A description of the common stock, \$0.00001 par value per share (the "Common Stock"), of Enphase Energy, Inc., a Delaware corporation (the "Registrant"), to be registered hereunder is contained in the section entitled "Description of Capital Stock" in the prospectus included in the Registrant's registration statement on Form S-1 (File No. 333-174925), initially filed with the Securities and Exchange Commission (the "Commission") on June 15, 2011, as amended from time to time (the "Registration Statement"), and is incorporated herein by reference. In addition, a description of the Common Stock will be included in a prospectus to be subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Registration Statement, and such prospectus shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

Under the instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on the NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ENPHASE ENERGY, INC.

Date: March 28, 2012

By: /s/ Paul B. Nahi
Paul B. Nahi

President and Chief Executive Officer