

Enphase Energy, Inc.  
Form 8-K  
May 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 11, 2012**

**ENPHASE ENERGY, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation)**

**001-35480**  
**(Commission File No.)**  
**1420 N. McDowell Blvd**

**20-4645388**  
**(IRS Employer Identification No.)**

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Petaluma, CA 94954

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (707) 774-7000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*2011 Bonus Awards*

On March 11, 2012, the Compensation Committee (the Compensation Committee) of the Board of Directors (the Board) of Enphase Energy, Inc. (the Company), awarded discretionary cash bonus awards payable to certain of the Company's named executive officers (as defined in Item 402(a)(3) of Regulation S-K promulgated by the Securities and Exchange Commission) (the NEOs) for performance related to the fiscal year 2011 in the amounts set forth in the table below.

<b>Named Executive Officer</b>	<b>2011 Bonus Award</b>
Dennis Hollenbeck, Vice President of Engineering	\$ 50,000
Greg Steele, Vice President of Operations	\$ 58,000

*2012 Base Salaries*

On March 11, 2012, the Compensation Committee approved the 2012 base salaries (effective retroactively to January 1, 2012) for certain of the NEOs in the amounts set forth in the table below.

<b>Named Executive Officer</b>	<b>2012 Base Salary</b>
Paul B. Nahi, President and Chief Executive Officer	\$ 400,000
Dennis Hollenbeck, Vice President of Engineering	\$ 250,000
Jeff Loebakka, Vice President of Worldwide Sales	\$ 275,000
Greg Steele, Vice President of Operations	\$ 235,000

*2012 Performance Bonus Program for Executive Officers and Other Employees*

On March 11, 2012, the Compensation Committee approved the 2012 cash performance bonus program (the 2012 Bonus Program) for the Company's executive officers and other employees. The cash bonus plan is summarized in Exhibit 10.1 hereto and incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
10.1	2012 Performance Bonus Program Summary.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2012

ENPHASE ENERGY, INC.

By: /s/ Paul B. Nahi  
Paul B. Nahi  
President and Chief Executive Officer

**INDEX TO EXHIBITS**

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10.1	2012 Performance Bonus Program Summary.