

Enphase Energy, Inc.  
Form 8-K  
December 23, 2016

**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): December 23, 2016**

**ENPHASE ENERGY, INC.**

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

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

**001-35480**  
**(Commission**

**20-4645388**  
**(IRS Employer**

**File No.)**  
**1420 N. McDowell Blvd**

**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 1.01. Entry into a Material Definitive Agreement.**

On December 23, 2016, Enphase Energy, Inc. (the Company or we ) entered into an At Market Issuance Sales Agreement (the Sales Agreement ) with FBR Capital Markets & Co., as sales agent (FBR ), pursuant to which we may offer and sell, from time to time through FBR, shares of our common stock par value \$0.00001 per share (the Common Stock ) having an aggregate offering price of up to \$17.0 million (the Shares ).

Under the Sales Agreement, FBR may sell Shares in sales deemed to be at the market offerings as defined in Rule 415 promulgated under the Securities Act of 1933, as amended, including sales made directly on or through The NASDAQ Global Market, the existing trading market for our common stock, sales made to or through a market maker other than on an exchange or otherwise, in negotiated transactions at market prices prevailing at the time of sale or at prices related to such prevailing market prices, and/or any other method permitted by law. We may instruct FBR not to sell Shares if the sales cannot be effected at or above the price designated by us from time to time.

We are not obligated to make any sales of the Shares under the Sales Agreement. The offering of Shares pursuant to the Sales Agreement will terminate upon the earlier of (a) the third year anniversary of the date of the Sales Agreement, (b) the sale of all of the Shares subject to the Sales Agreement, or (c) the termination of the Sales Agreement by FBR or the Company, as permitted therein.

We will pay FBR a commission rate of up to 3.0% of the aggregate gross proceeds from each sale of Shares and have agreed to provide FBR with customary indemnification and contribution rights. We will also reimburse FBR for certain specified expenses in connection with entering into the Sales Agreement.

The foregoing description of the Sales Agreement is not complete and is qualified in its entirety by reference to the full text of such agreement, a copy of which is filed herewith as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference. The opinion of our counsel regarding the validity of the Shares that will be issued pursuant to the Sales Agreement is also filed herewith as Exhibit 5.1.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the common stock discussed herein, nor shall there be any offer, solicitation, or sale of common stock in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

***Forward-Looking Statements***

Certain statements in this Current Report on Form 8-K are forward-looking statements that involve a number of risks and uncertainties. Such forward-looking statements include statements about the expected sale and purchase of securities described herein and the Company's receipt of net proceeds therefrom. For such statements, the Company claims the protection of the Private Securities Litigation Reform Act of 1995. Actual events or results may differ materially from the Company's expectations. Factors that could cause actual results to differ materially from the forward-looking statements include, but are not limited to, the Company's ability to satisfy applicable closing conditions under the Sales Agreement. Additional factors that could cause actual results to differ materially from those stated or implied by the Company's forward-looking statements are disclosed in the prospectus supplement and accompanying prospectus and the Company's reports filed with the Securities and Exchange Commission.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Cooley LLP
10.1	At Market Issuance Sales Agreement, dated December 23, 2016, by and between Enphase Energy, Inc. and FBR Capital Markets & Co.
23.1	Consent of Cooley LLP (included in Exhibit 5.1)

**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: December 23, 2016

ENPHASE ENERGY, INC.

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

**INDEX TO EXHIBITS**

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