

McJunkin Jameson J
Form 4/A
May 06, 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 *
McJunkin Jameson J

(Last) (First) (Middle)

MADRONE CAPITAL
PARTNERS, 3000 SAND HILL
ROAD, BUILDING 1, SUITE 1

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/04/2012

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/04/2012		C		3,280,532	<u>A</u> <u>(1)</u>	<u>(2)</u>	3,280,532	I	See Footnote <u>(5)</u>
Common Stock	04/04/2012		C		585,912	<u>A</u> <u>(1)</u>	<u>(3)</u>	3,866,444	I	See Footnote <u>(5)</u>
Common Stock	04/04/2012		C		446,563	<u>A</u> <u>(1)</u>	<u>(4)</u>	4,313,007	I	See Footnote <u>(5)</u>
Common	04/04/2012		P		763,889	A	\$ 6	5,076,896	I	See

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Stock				(1)					Footnote (5)
Common Stock	04/04/2012	P	26,382	A (1)	\$ 5.27	5,103,278	I		See Footnote (5)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

McJunkin Jameson J
MADRONE CAPITAL PARTNERS
3000 SAND HILL ROAD, BUILDING 1, SUITE 1
MENLO PARK, CA 94025

X

Signatures

/s/ Jameson J.
McJunkin 05/06/2013

**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) This Amendment is filed solely to correct the code used to report an acquisition of securities.
- (2) The shares reflect the automatic conversion of 3,280,532 shares of the Issuer's Series D Preferred Stock for 3,280,532 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (3) The shares reflect the automatic conversion of 585,912 shares of the Issuer's Series E Preferred Stock for 585,912 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (4) Notes and accrued interest in the aggregate of \$2,679,386.89 converted automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price of \$6.00.

- The shares are directly held by Madrone Partners L.P. Affiliated individuals and the Reporting Person, a member of the Issuer's board of
- (5) directors, share voting and dispositive power over shares held by Madrone Partners L.P.; however, the affiliated individuals and the Reporting Person disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

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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