

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

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

**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**Amendment No. 1 to**

**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)**

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(State of  
incorporation)

(Commission  
File No.)  
1420 N. McDowell Blvd.

(IRS Employer  
Identification No.)

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))

## EXPLANATORY NOTE

We are filing this amendment to our Current Report on Form 8-K, originally filed with the Securities and Exchange Commission on May 17, 2012, for the purpose of correcting the dates on which the Compensation Committee of the Board of Directors of Enphase Energy, Inc. approved certain 2011 bonus awards, 2012 base salaries and its 2012 cash performance bonus program (each as described below), which were inadvertently referred to as being approved on March 11, 2012 rather than May 11, 2012. The entire content of the Form 8-K incorporating the corrected approval dates is set forth below.

**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 May 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.

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

*2012 Base Salaries*

On May 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.

Named Executive Officer	2012 Base Salary
Paul B. Nahi, President and Chief Executive Officer	\$ 400,000
Dennis Hollenbeck, Vice President of Engineering	\$ 250,000
Jeff Loebbaka, 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 May 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 2012 Bonus Program 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 17, 2012

ENPHASE ENERGY, INC.

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

**INDEX TO EXHIBITS**

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