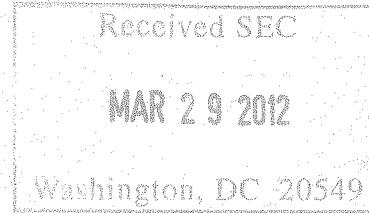




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NASDAQ
THE NASDAQ OMX GROUP

William Slattery, CFA
Vice President
Listing Qualifications



By Electronic Mail

March 29, 2012

Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

CERT NAS
File No. 001-35480

Dear Ms. Peters:

This is to certify that on March 28, 2012 The Nasdaq Stock Market (the "Exchange") received from ENPHASE ENERGY, INC. (the "Registrant") a copy of the Registrant's application on Form 8A 12(b) for the registration of the following security:

Common Stock, \$0.00001 par value per share

We further certify that the security described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

William Slattery