

| OMB APPROVAL | |
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>Eclipse GP III, LLC</u> (Last) (First) (Middle) 514 HIGH STREET, SUITE 4 (Street) PALO ALTO CA 94301 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Enovix Corp [ENVX]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/18/2022 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 08/18/2022 | | J ⁽¹⁾ | | 5,000,000 | D | \$0.00 | 12,583,258 | I | See footnote ⁽²⁾ |
| Common Stock | 08/18/2022 | | J ⁽³⁾ | | 50,000 | A | \$0.00 | 50,000 | D ⁽⁴⁾ | |
| Common Stock | 08/18/2022 | | J ⁽⁵⁾ | | 50,000 | D | \$0.00 | 0 | D ⁽⁴⁾ | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |

1. Name and Address of Reporting Person*
Eclipse GP III, LLC
 (Last) (First) (Middle)
 514 HIGH STREET, SUITE 4
 (Street)
 PALO ALTO CA 94301
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Eclipse Fund III, L.P.
 (Last) (First) (Middle)
 514 HIGH STREET, SUITE 4
 (Street)
 PALO ALTO CA 94301
 (City) (State) (Zip)

Explanation of Responses:

- Represents a pro rata in-kind distribution, and not a purchase or sale, without additional consideration by Eclipse Fund III, L.P. ("Eclipse III") to its general and limited partners.
- The securities are held directly by Eclipse III. Eclipse GP III, LLC ("Eclipse III GP") is the general partner of Eclipse III and may be deemed to have voting and dispositive power over the shares held by Eclipse III. Lior Susan is the sole managing member of Eclipse III GP and may be deemed to have voting and dispositive power over the shares held by Eclipse III. Eclipse III GP and Mr. Susan disclaim beneficial ownership of the shares held by Eclipse III except to the extent of his pecuniary interests therein, if any.
- Represents a change in the form of ownership of Eclipse III GP by virtue of the receipt of shares in the pro-rata in-kind distribution of common stock of the Issuer for no consideration by Eclipse III.
- The securities are held directly by Eclipse III GP. Lior Susan is the sole managing member of Eclipse III GP and may be deemed to have voting and dispositive power over the shares held by Eclipse III

GP. Mr. Susan disclaims beneficial ownership of the shares held by Eclipse III GP except to the extent of his pecuniary interests therein, if any.

5. Represents a pro-rata in-kind distribution, and not a purchase or sale, without additional consideration by Eclipse III GP to its members.

Remarks:

| | |
|-------------------------------------|-------------------|
| <u>Eclipse Fund III, L.P., By:</u> | |
| <u>Eclipse GP III, LLC, its</u> | <u>08/19/2022</u> |
| <u>General Partner, /s/ Lior</u> | |
| <u>Susan, Managing Member</u> | |
| <u>Eclipse GP III, LLC /s/ Lior</u> | <u>08/19/2022</u> |
| <u>Susan, Managing Member</u> | |
| ** Signature of Reporting Person | Date |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.