UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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FORM 4

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 Addi MCDANIE	1 0			uer Name and Ticke NPOWER CO				elationship of Reporti ck all applicable) [Director	0 ()	lssuer Owner		
(Last) 51 RIO ROBL	(First)	(Middle)		te of Earliest Transa 1/2022	ction (Month/I	Day/Year)		Officer (give title below)	e Othe below	r (specify w)		
			4. lf /	Amendment, Date of	Original Filed	(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) SAN JOSE	CA	95134					ž					
(City)	(State)	(Zip)						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)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/11/2022		М		3,096	Α	\$0.00	3,096	D	
Common Stock								278,298	I	See footnote ⁽¹⁾
Table II., Derivative Securities Acquired, Disposed of or Reneficially Owned										

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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		7. Title an Amount o Securities Underlyin Derivative (Instr. 3 ar	f g Security	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units (RSUs)	(2)	02/11/2022		A		3,096		(3)	(3)	Common Stock	3,096	\$0.00	3,096	D	
Restricted Stock Units (RSUs)	(2)	02/11/2022		М			3,096	(3)	(3)	Common Stock	3,096	\$0.00	0	D	

Explanation of Responses:

1. Shares held of record by the McDaniel Trust dtd 7/26/2000 (the "Trust") of which the Reporting Person and his wife are co-trustees. Each trustee has independent control and voting power over the Trust.

2. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.

3. The RSUs were automatically granted and vested immediately on February 11, 2022 under the non-employee director compensation policy approved and adopted by Issuer's Board of Directors on October 21, 2020.

Remarks:

Lauren Walz, as attorney-infact for Thomas R. McDaniel

02/15/2022

** Signature of Reporting Person

Date

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

 \ast 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.

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