

SemiLEDs Corp
Form SC 13G/A
February 13, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

SEMILEDs CORPORATION

(Name of Issuer)

Common Stock, par value \$0.0000056 per share

(Title of Class of Securities)

816645 105

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 816645 105

- | | | |
|-----|------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| 1. | Names of Reporting Persons Trung T. Doan | |
| 2. | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization United States | |
| 5. | Sole Voting Power 1,827,055(a) | Number of Shares Beneficially Owned by Each Reporting Person With |
| 6. | Shared Voting Power 1,571,428 (b) | |
| 7. | Sole Dispositive Power 1,827,055 (a) | |
| 8. | Shared Dispositive Power 1,571,428 (b) | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 3,398,483 | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 12.2% (c) | |
| 12. | Type of Reporting Person IN | |

(a) Based on 1,735,805 shares of the Issuer's Common Stock owned directly by Mr. Doan and 91,250 shares of Issuer's Common Stock issuable within 60 days of December 31, 2013 pursuant to 165,000 restricted stock units granted on February 20, 2012 and 200,000 restricted stock units granted on April 5, 2013. Twenty-five percent of the restricted stock units granted on February 20, 2012 vest on February 20 in each of 2013, 2014, 2015 and 2016, and twenty-five percent of the restricted stock units granted on April 5, 2013 vest on February 20 in each of 2014, 2015, 2016 and 2017, and all will fully vest upon a change in control.

(b) Consists of 1,571,428 shares of the Issuer's Common Stock owned directly by The Trung Doan 2010 GRAT, of which Mr. Doan is the sole trustee.

(c) Based on the 27,760,780 shares of common stock outstanding as of January 6, 2014 reported on the most recently filed periodic report on Form 10-Q of SemiLEDs Corporation for the quarter ended November 30, 2013 plus 91,250 shares of Issuer's Common Stock issuable within 60 days of December 31, 2013 pursuant to restricted stock units granted to Mr. Doan.

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CUSIP No. 816645 105

- | | | |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|------------------------------------------|
| 1. | Names of Reporting Persons The Trung Doan 2010 GRAT | |
| 2. | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization The trust is governed by the laws of the State of New York | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 1,571,428(d) |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 1,571,428(d) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 1,571,428 | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 5.7% (e) | |
| 12. | Type of Reporting Person OO | |

(d) Consists of 1,571,428 shares of the Issuer's Common Stock owned directly by The Trung Doan 2010 GRAT, of which Mr. Doan is the sole trustee.

(e) Based on the 27,760,780 shares of common stock outstanding as of January 6, 2014 reported on the most recently filed periodic report on Form 10-Q of SemiLEDs Corporation for the quarter ended November 30, 2013.

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- Item 1(a).** Name of Issuer:
SemiLEDs Corporation
- Item 1(b).** Address of Issuer's Principal Executive Offices:
3F, No. 11 Ke Jung Rd., Chu-Nan Site

Hsinchu Science Park, Chu-Nan 350

Miao-Li County, Taiwan, R.O.C.
- Item 2(a).** Name of Person Filing:
Trung T. Doan
- Item 2(b).** The Trung Doan 2010 GRAT
Address of Principal Business Office or, if none, Residence::
3F, No. 11 Ke Jung Rd., Chu-Nan Site

Hsinchu Science Park, Chu-Nan 350

Miao-Li County, Taiwan, R.O.C.
- Item 2(c).** Citizenship:
Trung T. Doan is a citizen of the United States of America. The Trung Doan
2010 GRAT is a trust formed under the laws of the State of New York.
- Item 2(d).** Title of Class of Securities:
Common Stock, par value \$0.0000056 per share
- Item 2(e).** CUSIP Number:
816645 105
- Item 3.** **If this statement is filed pursuant to §§240.13d-1(b) or §§240.13d-2(b) or (c), check whether the person filing is a:**
Not Applicable

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Item 4. Ownership.

| | | |
|-----|----------------------------|-----------|
| (a) | Amount beneficially owned: | |
| | Trung T. Doan* | 3,398,483 |
| | The Trung Doan 2010 GRAT | 1,571,428 |
| (b) | Percent of class: | |
| | Trung T. Doan* | 12.2% |

Based on the 27,760,780 shares of common stock outstanding as of January 6, 2014 reported on the most recently filed periodic report on Form 10-Q of SemiLEDs Corporation for the quarter ended November 30, 2013 plus 91,250 shares of Issuer's Common Stock issuable within 60 days of December 31, 2013 pursuant to restricted stock units granted to Mr. Doan.

The Trung Doan 2010 GRAT 5.7%

Based on the 27,760,780 shares of common stock outstanding as of January 6, 2014 reported on the most recently filed periodic report on Form 10-Q of SemiLEDs Corporation for the quarter ended November 30, 2013.

(c) Number of shares as to which such person has:

| | | |
|-------|----------------------------------------------------------|-----------|
| (i) | Sole power to vote or to direct the vote: | |
| | Trung T. Doan* | 1,827,055 |
| | The Trung Doan 2010 GRAT | 0 |
| (ii) | Shared power to vote or to direct the vote: | |
| | Trung T. Doan* | 1,571,428 |
| | The Trung Doan 2010 GRAT | 1,571,428 |
| (iii) | Sole power to dispose or to direct the disposition of: | |
| | Trung T. Doan* | 1,827,055 |
| | The Trung Doan 2010 GRAT | 0 |
| (iv) | Shared power to dispose or to direct the disposition of: | |
| | Trung T. Doan* | 1,571,428 |
| | The Trung Doan 2010 GRAT | 1,571,428 |

*The shares of Common Stock beneficially owned by Trung T. Doan consist of 1,735,805 shares of the Issuer's Common Stock owned directly by Mr. Doan, 91,250 shares of Common Stock issuable within 60 days of December 31, 2013 pursuant to restricted stock units granted on February 20, 2012 and April 5, 2013, and 1,571,428 shares of the Issuer's Common Stock owned directly by The Trung Doan 2010 GRAT, of which Mr. Doan is the sole trustee.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. **Notice of Dissolution of Group.**
Not Applicable.

Item 10. Certification.
Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2014
(Date)

Trung T. Doan

/s/ Trung T. Doan
Trung T. Doan

The Trung Doan 2010 GRAT

By: /s/ Trung T. Doan
Trung T. Doan, Trustee