

ALPHA &amp; OMEGA SEMICONDUCTOR Ltd

Form 4

September 23, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ho Yueh-Se

2. Issuer Name **and** Ticker or Trading  
Symbol  
ALPHA & OMEGA  
SEMICONDUCTOR Ltd [AOSL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

475 OAKMEAD PARKWAY

(Street)

SUNNYVALE, CA 94085

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/21/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chief Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Shares                      | 09/21/2016                              |   | M                                    | 26,971 A  | \$ 7.44 364,411 <sup>(1)</sup>   | D   |   |
| Common<br>Shares                      | 09/21/2016                              |   | S                                    | 26,971 <sup>(2)</sup> D   | \$ 20.6501 337,440 <sup>(1)</sup><br><sup>(3)</sup>  | D   |   |
| Common<br>Shares                      | 09/21/2016                              |   | M                                    | 10,000 A  | \$ 18 347,440 <sup>(1)</sup>   | D   |   |
| Common<br>Shares                      | 09/21/2016                              |   | S                                    | 10,000 <sup>(2)</sup> D   | \$ 20.6475 337,440 <sup>(1)</sup><br><sup>(4)</sup>  | D   |   |

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Share Option (right to buy)       | \$ 7.44  | 09/21/2016                           |  | M                              | 26,971  | <u>(5)</u> 03/16/2024                                    | Common Share 26,971   |
| Employee Share Option (right to buy)       | \$ 18  | 09/21/2016                           |  | M                              | 10,000  | <u>(6)</u> 04/27/2020                                    | Common Shares 10,000  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Ho Yueh-Se<br>475 OAKMEAD PARKWAY<br>SUNNYVALE, CA 94085 | X<br>Chief Operating Officer     |

## Signatures

/s/ Yangbing Hong, attorney-in-fact for Yueh-Se Ho 09/23/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

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- (1) Includes an aggregate of 45,119 shares subject to restricted share unit awards granted on February 14, 2013, March 17, 2014, March 16, 2015, and March 15, 2016, which will be issued as such units vest in accordance with their terms.
- (2) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on Aug 19, 2016.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.30 to \$20.85, inclusive. The Reporting Person undertakes to provide to Alpha and Omega Semiconductor Limited, any security holder of
- (3) Alpha and Omega Semiconductor Limited, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.34 to \$20.87, inclusive. The Reporting Person undertakes to provide to Alpha and Omega Semiconductor Limited, any security holder of
- (4) Alpha and Omega Semiconductor Limited, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The option was granted on March 17, 2014 and becomes exercisable with respect to one-fourth (1/4) of the underlying shares on March
- (5) 15, 2015, and thereafter the balance of the option shares become exercisable in a series of thirty-six (36) successive equal monthly installments.
- (6) The option is fully vested and immediately exercisable for all option shares.

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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