

Chang Mike F
Form 4
March 19, 2018

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chang Mike F

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)

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2018

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

SUNNYVALE, CA 94085

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

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

(City) (State) (Zip)

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)
Common Shares	03/15/2018		M	(A) or (D) Amount 14,175 (1)	\$ 0	4,090,648 (2)	D
Common Shares	03/15/2018		F	(3) 4,697	\$ 16.22	4,085,951 (2)	D
Common Shares	03/15/2018		F	(4) 13,610	\$ 16.22	4,072,341 (2)	D
Common Shares	03/15/2018		A	(5) 50,000	\$ 0	4,122,341 (2)	D

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

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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Number of Shares
Performance RSU	\$ 0	03/15/2018		M	15,750 (6)	(6) (6)	Common Share 15,7
Performance RSU	\$ 0	03/15/2018		A	90,000 (7)	(7) (7)	Common Shares 90,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chang Mike F 475 OAKMEAD PARKWAY SUNNYVALE, CA 94085	X	X	Chief Executive Officer	

Signatures

/s/ Yanbing Hong, attorney-in-fact for Mike F. Chang 03/19/2018

__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).
- (1) Represents the actual number of common shares issued upon vesting of performance share units ("PSU") based on the level of achievement of specified performance goals set forth in the Reporting Person's PSU agreement.
- (2) Includes an aggregate of 131,996 shares subject to restricted share units (RSU) awards granted on March 16, 2015, March 15, 2016, March 15, 2017, and March 15, 2018, which will be issued as such units vest in accordance with their terms.
- (3) Shares withheld to satisfy the Issuer's tax withholding obligation upon the vesting of PSU granted on March 15, 2017.
- (4) Shares withheld to satisfy the Issuer's tax withholding obligation upon the vesting of RSU granted on March 17, 2014, March 16, 2015, March 15, 2016, and March 15, 2017.
- (5) The RSU shall vest in equal annual installments over four (4) years from March 15, 2018, provided that the Reporting Person remains in the Issuer's service through each such vesting date.

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- (6) Represents the vesting of one-fourth (1/4) of PSUs granted on March 15, 2017 upon the achievement of specified performance goals as certified by the compensation committee of the board of directors of the Issuer on March 15, 2018.
- (7) Each RSU represents the right to receive a specified number of common shares upon the achievement of certain performance goals of the company.

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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