

SunEdison Semiconductor Ltd  
 Form 4  
 June 14, 2016

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

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Dunnigan William Joseph

2. Issuer Name and Ticker or Trading Symbol  
 SunEdison Semiconductor Ltd  
 [SEMI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/11/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP and General Manager

C/O SUNEDISON  
 SEMICONDUCTOR LIMITED, 501  
 PEARL DRIVE

(Street)

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

ST. PETERS, MO 63376

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------------------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code  | V Amount or Price (A) or (D) |   |  |                                   |
| Ordinary Shares                 | 06/11/2016                           |  | M                              | 2,052   | A \$ 5.39                    | 5,604   | D  |                                   |
| Ordinary Shares <sup>(1)</sup>  | 06/11/2016                           |  | F                              | 543   | D \$ 5.39                    | 5,061   | D  |                                   |
| Ordinary Shares                 | 06/13/2016                           |  | M                              | 4,007   | A \$ 5.43                    | 9,068   | D  |                                   |
| Ordinary Shares <sup>(1)</sup>  | 06/13/2016                           |  | F                              | 1,060   | D \$ 5.43                    | 8,008   | 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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(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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | \$ 0   | 06/11/2016                           |  | M                              | 2,052   | (2) (2)  | Ordinary Shares   | 2,052   |
| Restricted Stock Units                     | \$ 0   | 06/13/2016                           |  | M                              | 4,007   | (3) (3)  | Ordinary Shares   | 4,007   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Dunnigan William Joseph<br>C/O SUNEDISON SEMICONDUCTOR LIMITED<br>501 PEARL DRIVE<br>ST. PETERS, MO 63376 |               |           | SVP and General Manager |       |

## Signatures

Sally H. Townsley, under Power of Attorney 06/14/2016

\_\_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).

(1) Represents ordinary shares underlying vested restricted stock units that are being withheld to satisfy the tax liability that arose upon vesting of the restricted stock units.

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- (2) The remaining restricted stock units vest as follows, 2,052 on June 11, 2017, 2,052 on June 11, 2018 and 2,052 on June 11, 2019.
- (3) The remaining restricted stock units vest as follows, 4,007 on June 13, 2017 and 4,008 on June 13, 2018.

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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