

ALPHA & OMEGA SEMICONDUCTOR Ltd

Form 4

November 29, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chang Daniel Kuang Ming

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)

11/25/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior VP of Marketing

SUNNYVALE, CA 94085

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Share	11/25/2016		M		3,080	A	\$ 14.14	43,398 ⁽¹⁾	D	
Common Share	11/25/2016		S		3,080 ⁽²⁾	D	\$ 22.9 ⁽³⁾	40,318 ⁽¹⁾	D	
Common Share	11/28/2016		M		1,329	A	\$ 14.14	41,647 ⁽¹⁾	D	
Common Share	11/28/2016		S		1,329 ⁽²⁾	D	\$ 22.9 ⁽³⁾	40,318 ⁽¹⁾	D	
Common Share	11/28/2016		M		1,312	A	\$ 8.45	41,630 ⁽¹⁾	D	

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Common Share	11/28/2016	S	1,312 (2)	D	\$ 22.9 (3)	40,318 (1)	D
Common Share	11/28/2016	M	4,375	A	\$ 7.44	44,693 (1)	D
Common Share	11/28/2016	S	4,375 (2)	D	\$ 22.9 (3)	40,318 (1)	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Share Option (right to buy)	\$ 14.14	11/25/2016		M	3,080	(4) 06/27/2020	Common Shares	3,080
Employee Share Option (right to buy)	\$ 14.14	11/28/2016		M	1,329	(4) 06/27/2020	Common Shares	1,329
Employee Share Option (right to buy)	\$ 8.45	11/28/2016		M	1,312	(5) 02/13/2023	Common Shares	1,312
Employee Share Option (right to buy)	\$ 7.44	11/28/2016		M	4,375	(6) 03/16/2024	Common Shares	4,375

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chang Daniel Kuang Ming 475 OAKMEAD PARKWAY SUNNYVALE, CA 94085	Senior VP of Marketing

Signatures

/s/ Yanbing Hong, attorney-in-fact for Daniel Kuang Ming Chang	11/29/2016
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____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) Includes an aggregate of 38,617 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 Sep 14, 2016.
- (3) The price reported in Column 4 is the exact price at which all shares were sold.
- (4) The option is fully vested and immediately exercisable for all option shares.
The option was granted on February 14, 2013 and becomes exercisable with respect to one-fourth (1/4) of the underlying shares on
- (5) February 14, 2014, and thereafter the balance of the option shares become exercisable in a series of thirty-six (36) successive equal monthly installments.
The option was granted on March 17, 2014 and becomes exercisable with respect to one-fourth (1/4) of the underlying shares on March
- (6) 15, 2015, and thereafter the balance of the option shares become exercisable in a series of thirty-six (36) successive equal monthly installments.

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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