

ALPHA & OMEGA SEMICONDUCTOR Ltd

Form 4

December 30, 2013

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 *
YILMAZ HAMZA

(Last) (First) (Middle)

475 OAKMEAD PARKWAY

(Street)

SUNNYVALE, CA 94085

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Shares	12/26/2013		F	108 ⁽¹⁾ D \$ 8.14	11,839 ⁽²⁾	D	
Common Shares	12/27/2013		S ⁽³⁾	200 D \$ 7.92	11,639	D	
Common Shares	12/27/2013		S ⁽³⁾	400 D \$ 7.95	11,239	D	
Common Shares	12/27/2013		S ⁽³⁾	400 D \$ 7.955	10,839	D	
Common Shares	12/27/2013		S ⁽³⁾	100 D \$ 7.96	10,739	D	

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Common Shares	12/27/2013	<u>S</u> (3)	100	D	\$ 7.97	10,639	D
Common Shares	12/27/2013	<u>S</u> (3)	125	D	\$ 7.975	10,514	D
Common Shares	12/27/2013	<u>S</u> (3)	100	D	\$ 7.98	10,414	D
Common Shares	12/27/2013	<u>S</u> (3)	790	D	\$ 7.99	9,624	D
Common Shares	12/27/2013	<u>S</u> (3)	100	D	\$ 8.015	9,524	D
Common Shares	12/27/2013	<u>S</u> (3)	100	D	\$ 8.045	9,424	D
Common Shares	12/27/2013	<u>S</u> (3)	100	D	\$ 8.05	9,324	D
Common Shares	12/27/2013	<u>S</u> (3)	110	D	\$ 8.08	9,214	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

YILMAZ HAMZA
475 OAKMEAD PARKWAY
SUNNYVALE, CA 94085

Chief Technology Officer

Signatures

/s/ Yanbing Hong, attorney-in-fact for Hamza
Yilmaz

12/30/2013

__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) Shares withheld to satisfy the Issuer's tax withholding obligation upon the vesting of restricted stock units.
- (2) Includes (i) 7,178 shares subject to a restricted stock unit award granted that will be issued as those units vest and (ii) 875 shares acquired under the Issuer's Employee Stock Purchase Plan on November 14, 2013.
- (3) The sales reported in this Form 4 were effected pursuant to the Rule 10b5-1 trading plan adopted by the Reporting Person on November 26, 2013.

Remarks:

Exhibit list: Exhibit 24

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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