

ALPHA & OMEGA SEMICONDUCTOR Ltd
 Form 3
 August 13, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Chang Daniel Kuang Ming | | (Month/Day/Year) | ALPHA & OMEGA SEMICONDUCTOR Ltd [AOSL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 475 OAKMEAD PARKWAY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| SUNNYVALE,Â CAÂ 94085 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Senior VP of Marketing | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Share | 25,571 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|------------------|--------|----------|-------------------|---|
| Employee Share Option (right to buy) | Â (2) | 05/04/2019 | Common Shares | 21,000 | \$ 7.6 | D | Â |
| Employee Share Option (right to buy) | Â (2) | 06/27/2020 | Common Shares | 20,000 | \$ 14.14 | D | Â |
| Employee Share Option (right to buy) | Â (3) | 04/25/2022 | Common Shares | 10,500 | \$ 9.9 | D | Â |
| Employee Share Option (right to buy) | Â (4) | 02/13/2023 | Common Shares | 10,500 | \$ 8.45 | D | Â |
| Employee Share Option (right to buy) | Â (5) | 03/16/2024 | Common Shares | 35,000 | \$ 7.44 | D | Â |

Reporting Owners

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

Signatures

/s/ Yanbing Hong, attorney-in-fact for Daniel Kuang Ming
Chang

08/13/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 24,605 shares subject to restricted share unit (RSU) awards granted on November 17, 2010, April 26, 2012, February 14, 2013, March 17, 2014 and March 16, 2015, which will be issued as such units vest in accordance with their terms.
 - (2) As of July 31, 2015, the option was fully vested and immediately exercisable for all option shares.
 - (3) The option was granted on April 26, 2012 and becomes exercisable in a series of forty-eight (48) successive equal monthly installments from May 26, 2012 to April 26, 2016.
The option was granted on February 14, 2013 and becomes exercisable with respect to one-fourth (1/4) of the underlying shares on the
 - (4) first anniversary of the grant date, and thereafter the balance of the option shares become exercisable in a series of thirty-six (36) successive equal monthly installments.
 - (5) The option was granted on March 17, 2014 and becomes exercisable with respect to one-fourth (1/4) of the underlying shares on March 15, 2015, and thereafter the balance of the option shares become exercisable in a series of thirty-six (36) successive equal monthly installments.

Â

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.