

ALPHA &amp; OMEGA SEMICONDUCTOR Ltd

Form 4

August 12, 2016

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

OMB APPROVAL

OMB  
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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 \*  
Ho Yueh-Se2. 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)

SUNNYVALE, CA 94085

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/10/20164. If Amendment, Date Original  
Filed(Month/Day/Year)☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	08/10/2016		M	500	A \$ 11	338,198 <sup>(1)</sup>	D
Common Shares	08/10/2016		S	500 <sup>(2)</sup>	D \$ 15 <sup>(3)</sup>	337,698 <sup>(1)</sup>	D
Common Shares	08/11/2016		M	47,500	A \$ 11	385,198 <sup>(1)</sup>	D
Common Shares	08/11/2016		S	47,500 <sup>(2)</sup>	D \$ 15.55 <sup>(3)</sup>	337,698 <sup>(1)</sup>	D
Common Shares	08/11/2016		M	23,341	A \$ 11	361,039 <sup>(1)</sup>	D

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Common Shares	08/11/2016	S	23,341 (2)	D	\$ 15.55 (3)	337,698 (1)	D
Common Shares	08/11/2016	M	3,659	A	\$ 11	341,357 (1)	D
Common Shares	08/11/2016	S	3,659 (2)	D	\$ 15.55 (3)	337,698 (1)	D

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

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SEC 1474  
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Share Option (right to buy)	\$ 11	08/10/2016		M		500		<u>(4)</u>	07/12/2017	Common Shares	500
Employee Share Option (right to buy)	\$ 11	08/11/2016		M		47,500		<u>(4)</u>	07/12/2017	Common Shares	47,500
Employee Share Option (right to buy)	\$ 11	08/11/2016		M		23,341		<u>(4)</u>	07/12/2017	Common Share	23,341
Employee Share Option (right to	\$ 11	08/11/2016		M		3,659		<u>(4)</u>	07/12/2017	Common Shares	3,659

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ho Yueh-Se 475 OAKMEAD PARKWAY SUNNYVALE, CA 94085	X		Chief Operating Officer	

## Signatures

/s/ Yangbing Hong, attorney-in-fact for Yueh-Se Ho	08/12/2016
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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 45,119 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 March 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.

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.