

Lin Chih-Hsiang (Thompson)

Form 4

July 31, 2017

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lin Chih-Hsiang (Thompson)

2. Issuer Name **and** Ticker or Trading  
Symbol  
APPLIED OPTOELECTRONICS,  
INC. [AAOI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/27/2017

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and CEO

C/O APPLIED  
OPTOELECTRONICS, INC., 13139  
JESS PIRTLE BLVD.

(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

SUGAR LAND, TX 77478

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|---|---|--|---|---|
| Common<br>Stock,<br>\$.001 par<br>value | 07/27/2017                              |   | M                                       | 50,000  | A \$ 9.96  | 434,833   | D   |
| Common<br>Stock,<br>\$.001 par<br>value | 07/27/2017                              |   | F <sup>(1)</sup>                        | 23,903  | D \$<br>98.76  | 410,930   | D   |
| Common<br>Stock,                        | 07/28/2017                              |   | M                                       | 30,000  | A \$ 9.96  | 440,930   | D   |

# Edgar Filing: Lin Chih-Hsiang (Thompson) - Form 4

\$.001 par  
value

Common  
Stock,  
\$.001 par  
value

07/28/2017

F<sup>(2)</sup>

14,359 D

\$  
97.82

426,571

D

Common  
Stock,  
\$.001 par  
value

07/31/2017

F

1,596  
<sup>(3)</sup>

D

\$  
96.64

424,975

D

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

**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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |  |                                     |
|---|---|---|---|---|--|--|-----|--|--------------------|--|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title                                    | Amount<br>or<br>Number<br>of Shares |
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 9.96   | 07/27/2017                              |   | M                                       |  | 50,000   |     | <u>(4)</u>   | 09/26/2023         | Common<br>Stock,<br>\$0.001<br>par value | 50,000                              |
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 9.96   | 07/28/2017                              |   | M                                       |  | 30,000   |     | <u>(4)</u>   | 09/26/2023         | Common<br>Stock,<br>\$0.001<br>par value | 30,000                              |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Lin Chih-Hsiang (Thompson)  
C/O APPLIED OPTOELECTRONICS, INC.  
13139 JESS PIRTLE BLVD.

X

President and CEO

SUGAR LAND, TX 77478

## Signatures

/s/ David C. Kuo, attorney in fact for Chih-Hsiang  
(Thompson) Lin

07/31/2017

\_\_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 a "net exercise" of outstanding stock options. The reporting person received 26,097 shares of common stock on net exercise of option to purchase 50,000 shares of common stock. The Company withheld 23,903 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on July 26, 2017 of \$98.76, pursuant to the terms of the 2013 Equity Incentive Plan.
  - (2) Represents a "net exercise" of outstanding stock options. The reporting person received 15,641 shares of common stock on net exercise of option to purchase 30,000 shares of common stock. The Company withheld 14,359 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on July 27, 2017 of \$97.82, pursuant to the terms of the 2013 Equity Incentive Plan.
  - (3) Reflects shares surrendered to the Issuer to satisfy tax-withholding obligations upon the vesting of restricted stock.
  - (4) The stock option award (combined incentive stock option and non-qualified stock option) vested as to 1/4th of the total number of shares on September 26, 2014 and 1/8th of the shares vest every six months thereafter.

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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