

MICROSEMI CORP  
Form 4  
December 12, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Goerner Frederick C

(Last) (First) (Middle)  
  
ONE ENTERPRISE  
  
(Street)

ALISO VIEJO, CA 92656

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MICROSEMI CORP [MSCC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/17/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec VP Worldwide Sales & Mktg

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Microsemi Common Stock <sup>(1)</sup>	10/17/2016		M		8,333 A <u>1</u> 48,977	D	
Microsemi Common Stock <sup>(1)</sup>	10/20/2016		M		10,334 A <u>1</u> 59,311	D	
Microsemi Common Stock <sup>(2)</sup>	12/08/2016		A		5,090 A \$ 0 64,401	D	
Microsemi Common	12/08/2016		A		2,906 A \$ 0 67,307	D	

Stock <sup>(3)</sup>

Microsemi  
Common Stock 12/08/2016 F 1,517 D \$ 56.72 65,790 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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Microsemi Restricted Stock Units	\$ 0 <sup>(1)</sup>	10/17/2016		M		8,333	<sup>(1)</sup> <sup>(1)</sup>	Microsemi Common Stock	8,333
Microsemi Restricted Stock Units	\$ 0 <sup>(1)</sup>	10/20/2016		M		10,334	<sup>(1)</sup> <sup>(1)</sup>	Microsemi Common Stock	10,334
Performance Rights	<sup>(4)</sup>	12/08/2016		A		15,271	<sup>(4)</sup> <sup>(4)</sup>	Microsemi Common Stock	15,271

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goerner Frederick C ONE ENTERPRISE ALISO VIEJO, CA 92656			Exec VP Worldwide Sales & Mktg	

## Signatures

Mark Lin, Attorney-in-Fact for Frederick C. Goerner 12/12/2016

        \*\*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) This transaction reports the vesting of awards of restricted stock units and settlement in Microsemi Common Stock on the dates indicated. Each restricted stock unit represents a contingent right to receive one share of Microsemi Common Stock.
- (2) Award of shares is scheduled to vest, subject to the reporting person's continued employment, over a three year period.
- (3) Shares issued by Microsemi as part of the reporting person's bonus for fiscal year 2016.

Each Performance Right represents a right to receive one share of Microsemi common stock. The target number of Performance Rights is indicated. Between 0% and 270% of the target number will be earned over a three-year performance period incorporating Microsemi's fiscal year 2017, 2018 and 2019, and based on revenue, adjusted earnings per share metrics and total shareholder return relative to a peer group of companies. A portion of the shares may be earned based on performance in each year of the performance period.

(4) 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.