### Edgar Filing: ALPHA & OMEGA SEMICONDUCTOR Ltd - Form 4

### ALPHA & OMEGA SEMICONDUCTOR Ltd

Form 4

November 14, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL				
Washington, D.C. 20549								OMB Number:	3235-0287				
Check this box										Expires:	January 31, 2005		
subject to Section 1 Form 4 o	ection 16.  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  SECURITIES								Estimated average burden hours per response 0.				
Form 5 obligatio may cont See Instru	ns Section 170	(a) of the l		tility Ho	lding C	omj	pany	y Act of	e Act of 1934, 1935 or Section 0	ı			
(Print or Type I	Responses)												
Grizelj Tony Syn				r Name <b>an</b>		or T	[radi	ng	5. Relationship of Reporting Person(s) to Issuer				
SEMICONDUCTOR Ltd [Ac							AO	SL]	(Check all applicable)				
(Last) (First) (Middle) 3. Date of (Month/E 475 OAKMEAD PKWY 11/13/2				•					Director 10% Owner X Officer (give title Other (specify below)				
(Street) 4. If Ame				ndment, Date Original hth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
SUNNYVA	LE, CA 94085								Form filed by Mo Person				
(City)	(State)	(Zip)	Tabl	le I - Non-	Derivati	ve S	ecur	rities Acqu	iired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Month/Day/Year) Execution Date any (Month/Day/Ye			n Date, if	Code (Instr. 3, 4 and 5)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	' Amou		(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Shares	11/13/2014			M	4,500	) A	A	\$ 2	13,746 (1)	D			
Common Shares	11/13/2014			S	4,500 (2)	) I	D	\$ 8.8328 (3)	9,246 (1)	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)

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# 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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration E (Month/Day	Pate	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)	\$ 2	11/13/2014		M	4,500	<u>(4)</u>	04/14/2015	Common Shares	4,500

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Grizelj Tony 475 OAKMEAD PKWY SUNNYVALE, CA 94085

VP of Power Discrete Product

## **Signatures**

/s/ Yanbing Hong, attorney-in-fact for Tony Grizeli

11/14/2014

\*\*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 7,174 shares subject to restricted stock unit awards granted that will be issued as those units vest.
- (2) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 13, 2013
  - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.66
- to \$9.07, inclusive. The Reporting Person undertakes to provide to Alpha and Omega Semiconductor Limited, any security holder of Alpha and Omega Semiconductor Limited, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (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.

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