

Chang Mike F
Form 4
March 01, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chang Mike F

2. 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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2019

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

SUNNYVALE, CA 94085

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

(City) (State) (Zip)

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	02/27/2019		A	25,536 (1)	A \$ 0 4,298,733 (2)	D	
Common Shares	02/27/2019		A	14,175 (3)	A \$ 0 4,312,908 (2) (4)	D	
Common Shares	02/27/2019		A	22,500 (5)	A \$ 0 4,335,408 (2) (6)	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)

number.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chang Mike F 475 OAKMEAD PARKWAY SUNNYVALE, CA 94085	X	X	Chief Executive Officer	

Signatures

/s/ Yanbing Hong, attorney-in-fact for Mike F.
Chang

03/01/2019

**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).
- Represent fully vested common shares ("Bonus Shares") granted by the compensation committee of the Board of Directors of the issuer
- (1) on February 27, 2019 as part of the bonus payment upon achievement of certain corporate performance goals under the Issuer's Amended and Restated 2017 Executive Incentive Plan, dated November 15, 2017.
- (2) Includes an aggregate of 131,996 shares subject to Restricted Share Unit awards (RSU) granted on March 16, 2015, March 15, 2016, March 15, 2017, and March 15, 2018, which will be issued as such units vest in accordance with their terms.
- (3) Each PSU represents the actual number of common shares granted on March 15, 2017 upon the achievement of certain performance goals of the company.
- Excludes 28,350 unvested common shares subject to the 2017 PSU which may become vested upon achievement of certain corporate
- (4) performance goals in the future. Previously, the unvested common shares subject to 2017 PSU have been disclosed in Table II of Form 4 and is now being reported in Table I of this Form 4.
- Represent 22,500 common shares subject to PSU granted on March 15, 2018 ("2018 PSU") that will become vested on March 15, 2019
- (5) upon approval and certification on February 27, 2019 by the Compensation Committee that the performance goals under such PSU were satisfied.

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- Excludes 67,500 unvested common shares subject to the 2018 PSU which may become vested upon achievement of certain corporate
- (6) performance goals in the future. Previously, the unvested common shares subject to 2018 PSU have been disclosed in Table II of Form 4 and is now being reported in Table I of this Form 4.

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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