

SEMTECH CORP
Form 3
November 22, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| Â Brown Simon A | | | 11/17/2016 | SEMTECH CORP [SMTC] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | |
| 200 FLYNN ROAD | | | | (Check all applicable) | |
| (Street) | | | | ___ Director ___ 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| CAMARILLO,Â CAÂ 93012-8790 | | | | <input checked="" type="checkbox"/> Officer ___ Other (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | Vice President | ___ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 15,127 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

| | | | | | | (1) (Instr. 5) | |
|-----------------------------|-------|------------|--------------|-------|----------|-------------------|---|
| Stock Option (Right to Buy) | Â (1) | 08/14/2019 | Common Stock | 500 | \$ 29.21 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 08/12/2021 | Common Stock | 2,000 | \$ 17.14 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 08/17/2022 | Common Stock | 3,900 | \$ 25.85 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 11/16/2022 | Common Stock | 7,500 | \$ 27.25 | D | Â |
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 550 | \$ (6) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 1,750 | \$ (6) | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 3,750 | \$ (6) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 5,000 | \$ (6) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 7,500 | \$ (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Simon A 200 FLYNN ROAD CAMARILLO, CA 93012-8790 | Â | Â | Â Vice President | Â |

Signatures

Simon A. Brown by Charles B. Ammann under Power of Attorney dated November 18, 2016
(Copy Attached)

11/22/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 grant vests in four annual installments beginning on August 14, 2014.

(2) This grant vests in four annual installments beginning on August 12, 2016.

(3) This grant vests in four annual installments beginning on August 17, 2017.

(4) This grant vests in four annual installments beginning on November 16, 2017.

(5) This grant vests in four annual installments beginning on August 13, 2015.

(6) Each Restricted Stock Unit represents the contingent right to one share of the company's common stock.

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Remarks:

TheÂ BoardÂ ofÂ DirectorsÂ determinedÂ thatÂ Mr.Â BrownÂ isÂ subjectÂ toÂ SectionÂ 16Â asÂ ofÂ NovemberÂ 17,Â

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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