

ALPHA & OMEGA SEMICONDUCTOR Ltd
 Form 4
 September 21, 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 *
 Ho Yueh-Se

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)
 09/19/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Operating Officer

SUNNYVALE, CA 94085
 (City) (State) (Zip)

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

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)
			Code	V	Amount	Price	
Common Shares	09/19/2016		S		258 ⁽¹⁾	D 21.3263 ⁽²⁾	337,440 ⁽³⁾ D
Common Shares	09/19/2016		M		21,900	A \$ 18	359,340 ⁽³⁾ D
Common Shares	09/19/2016		S		21,900 ⁽¹⁾	D 21.1357 ⁽⁴⁾	337,440 ⁽³⁾ D
Common Shares	09/19/2016		M		34,000	A \$ 12.68	371,440 ⁽³⁾ D
	09/19/2016		S			D	337,440 ⁽³⁾ D

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Common Shares					34,000 <u>(1)</u>	\$ 21.1288 <u>(4)</u>		
Common Shares	09/19/2016		M		7,691	A \$ 9.9	345,131 <u>(3)</u>	D
Common Shares	09/19/2016		S		7,691 <u>(1)</u>	D \$ 21.1288 <u>(4)</u>	337,440 <u>(3)</u>	D
Common Shares	09/20/2016		M		12,709	A \$ 9.9	350,149 <u>(3)</u>	D
Common Shares	09/20/2016		M		21,362	A \$ 7.44	371,511 <u>(3)</u>	D
Common Shares	09/20/2016		M		17,850	A \$ 8.45	389,361 <u>(3)</u>	D
Common Shares	09/19/2016		S		51,921 <u>(1)</u>	D \$ 21.0303 <u>(5)</u>	337,440 <u>(3)</u>	D
Common Shares	09/20/2016		M		14,446	A \$ 18	351,886 <u>(3)</u>	D
Common Shares	09/20/2016		M		3,654	A \$ 18	355,540 <u>(3)</u>	D
Common Shares	09/20/2016		S		18,100 <u>(1)</u>	D \$ 21.0573 <u>(6)</u>	337,440 <u>(3)</u>	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 18	09/19/2016		M	21,900	<u>(7)</u>	04/27/2020		21,900

Employee Share Option (right to buy)								Common Shares	
Employee Share Option (right to buy)	\$ 12.68	09/19/2016	M	34,000	<u>(7)</u>	03/06/2021	Common Shares	34,000	
Employee Share Option (right to buy)	\$ 9.9	09/19/2016	M	7,691	<u>(7)</u>	04/25/2022	Common Share	7,691	
Employee Share Option (right to buy)	\$ 9.9	09/20/2016	M	12,709	<u>(7)</u>	04/25/2022	Common Share	12,709	
Employee Share Option (right to buy)	\$ 7.44	09/20/2016	M	21,362	<u>(8)</u>	03/16/2024	Common Share	21,362	
Employee Share Option (right to buy)	\$ 8.45	09/20/2016	M	17,850	<u>(9)</u>	02/13/2023	Common Shares	17,850	
Employee Share Option (right to buy)	\$ 18	09/20/2016	M	14,446	<u>(7)</u>	04/27/2020	Common Shares	14,446	
Employee Share Option (right to buy)	\$ 18	09/20/2016	M	3,654	<u>(7)</u>	04/27/2020	Common Shares	3,654	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Ho Yueh-Se
475 OAKMEAD PARKWAY X
SUNNYVALE, CA 94085

Chief Operating Officer

Signatures

/s/ Yangbing Hong, attorney-in-fact for
Yueh-Se Ho

09/21/2016

**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) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on Aug 19, 2016.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.21 to \$21.36, 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.

(3) Includes an aggregate of 45,119 shares subject to restricted share unit awards granted on February 14, 2013, March 17, 2014, March 16, 2015, and March 15, 2016, which will be issued as such units vest in accordance with their terms.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.91 to \$21.44, 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.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.76 to \$21.22, 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.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.78 to \$21.21, 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.

(7) The option is fully vested and immediately exercisable for all option shares.

(8) The option was granted on March 17, 2014 and becomes exercisable with respect to one-fourth (1/4) of the underlying shares on March 15, 2015, and thereafter the balance of the option shares become exercisable in a series of thirty-six (36) successive equal monthly installments.

(9) The option was granted on February 14, 2013 and becomes exercisable with respect to one-fourth (1/4) of the underlying shares on February 14, 2014, and thereafter the balance of the option shares become exercisable in a series of thirty-six (36) successive equal monthly installments.

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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