

ALPHA & OMEGA SEMICONDUCTOR Ltd  
 Form 4  
 April 04, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Chang Daniel Kuang Ming

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)  
 03/31/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior VP of Marketing

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Share	03/31/2016		M		21,000	A	\$ 7.6
					65,060 <sup>(1)</sup>		D
Common Share	03/31/2016		S		21,000 <sup>(2)</sup>	D	\$ 11 <sup>(3)</sup>
					44,060 <sup>(1)</sup>		D
Common Share	03/31/2016		M		7,875	A	\$ 8.45
					51,935 <sup>(1)</sup>		D
Common Share	03/31/2016		S		7,875 <sup>(2)</sup>	D	\$ 11.5 <sup>(3)</sup>
					44,060 <sup>(1)</sup>		D
Common Share	03/31/2016		M		16,770	A	\$ 7.44
					60,830 <sup>(1)</sup>		D

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Common Share      03/31/2016      S      16,770<sup>(2)</sup>      D      \$ 11<sup>(3)</sup>      44,060<sup>(1)</sup>      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)	Amount or Number of Shares
Employee Share Option (right to buy)	\$ 7.6	03/31/2016		M	21,000	<u>(4)</u> 05/04/2019	Common Shares	21,000
Employee Share Option (right to buy)	\$ 8.45	03/31/2016		M	7,875	<u>(5)</u> 02/13/2023	Common Shares	7,875
Employee Share Option (right to buy)	\$ 7.44	03/31/2016		M	16,770	<u>(6)</u> 03/16/2024	Common Shares	16,770

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Chang Daniel Kuang Ming  
475 OAKMEAD PARKWAY  
SUNNYVALE, CA 94085

Senior VP of Marketing

## Signatures

/s/ Yanbing Hong, attorney-in-fact for Daniel Kuang Ming  
Chang

04/04/2016

\_\_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) Includes an aggregate of 38,666 shares subject to restricted share unit awards granted on April 26, 2012, 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.
- (2) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 24, 2016.
- (3) The price reported in Column 4 is the exact price at which all shares were sold.
- (4) The option is fully vested and immediately exercisable for all option shares.

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

The option was granted on March 17, 2014 and became exercisable with respect to one-fourth (1/4) of the underlying shares on March 15, 2015, and thereafter the balance of the option shares became 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. 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.