

Liang Yifan  
Form 4  
March 19, 2018

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Liang Yifan

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)

SUNNYVALE, CA 94085

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
CFO and Corp Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Shares                      | 03/15/2018                              |   | M                                    | (A)<br>or<br>(D)<br>Amount<br>2,250<br>(1)                              | \$ 0   | 77,211 (2)   | D   |
| Common<br>Shares                      | 03/15/2018                              |   | F                                    | 746 (3)   | \$<br>16.22  | 76,465 (2)   | D   |
| Common<br>Shares                      | 03/15/2018                              |   | F                                    | 6,583<br>(4)  | \$<br>16.22  | 69,882 (2)   | D   |
| Common<br>Shares                      | 03/15/2018                              |   | A                                    | 13,000<br>(5)   | \$ 0   | 82,882 (2)   | 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)

**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                              |
| Performance RSU                            | \$ 0   | 03/15/2018                           |  | M                              | 2,500<br>(6)  | (6) (6)  | Common Share 2,500  |
| Performance RSU                            | \$ 0   | 03/15/2018                           |  | A                              | 22,000<br>(7)   | (7) (7)  | Common Shares 22,000  |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Liang Yifan<br>475 OAKMEAD PARKWAY<br>SUNNYVALE, CA 94085 | CFO and Corp Secretary           |

## Signatures

/s/ Yanbing Hong, attorney-in-fact for Yifan Liang 03/19/2018

\_\_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).
- Represents the actual number of common shares issued upon vesting of performance share units ("PSU") based on the level of achievement of specified performance goals set forth in the Reporting Person's PSU agreement.
  - Includes an aggregate of 49,715 shares subject to restricted share units (RSU) awards granted on August 15, 2014, 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.
  - Shares withheld to satisfy the Issuer's tax withholding obligation upon the vesting of PSU granted on March 15, 2017.
  - Shares withheld to satisfy the Issuer's tax withholding obligation upon the vesting of RSU granted on March 17, 2014, March 16, 2015, March 15, 2016, and March 15, 2017.
  - The RSU shall vest in equal annual installments over four (4) years from March 15, 2018, provided that the Reporting Person remains in the Issuer's service through each such vesting date.

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- (6) Represents the vesting of one-fourth (1/4) of PSUs granted on March 15, 2017 upon the achievement of specified performance goals as certified by the compensation committee of the board of directors of the Issuer on March 15, 2018.
- (7) Each RSU represents the right to receive a specified number of common shares upon the achievement of certain performance goals of the company.

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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