

ALPHA &amp; OMEGA SEMICONDUCTOR Ltd

Form 4

December 30, 2013

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
YILMAZ HAMZA

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)  
12/26/2013

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Technology Officer

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.<br>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>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common<br>Shares                      | 12/26/2013                              |   | F                                       | 108 <sup>(1)</sup> D \$ 8.14  | 11,839 <sup>(2)</sup>  | D  |   |
| Common<br>Shares                      | 12/27/2013                              |   | S <sup>(3)</sup>                        | 200 D \$ 7.92   | 11,639   | D  |   |
| Common<br>Shares                      | 12/27/2013                              |   | S <sup>(3)</sup>                        | 400 D \$ 7.95   | 11,239   | D  |   |
| Common<br>Shares                      | 12/27/2013                              |   | S <sup>(3)</sup>                        | 400 D \$ 7.955  | 10,839   | D  |   |
| Common<br>Shares                      | 12/27/2013                              |   | S <sup>(3)</sup>                        | 100 D \$ 7.96   | 10,739   | D  |   |

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|               |            |              |     |   |          |        |   |
|---------------|------------|--------------|-----|---|----------|--------|---|
| Common Shares | 12/27/2013 | <u>S</u> (3) | 100 | D | \$ 7.97  | 10,639 | D |
| Common Shares | 12/27/2013 | <u>S</u> (3) | 125 | D | \$ 7.975 | 10,514 | D |
| Common Shares | 12/27/2013 | <u>S</u> (3) | 100 | D | \$ 7.98  | 10,414 | D |
| Common Shares | 12/27/2013 | <u>S</u> (3) | 790 | D | \$ 7.99  | 9,624  | D |
| Common Shares | 12/27/2013 | <u>S</u> (3) | 100 | D | \$ 8.015 | 9,524  | D |
| Common Shares | 12/27/2013 | <u>S</u> (3) | 100 | D | \$ 8.045 | 9,424  | D |
| Common Shares | 12/27/2013 | <u>S</u> (3) | 100 | D | \$ 8.05  | 9,324  | D |
| Common Shares | 12/27/2013 | <u>S</u> (3) | 110 | D | \$ 8.08  | 9,214  | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |

YILMAZ HAMZA  
475 OAKMEAD PARKWAY  
SUNNYVALE, CA 94085

Chief Technology Officer

## Signatures

/s/ Yanbing Hong, attorney-in-fact for Hamza  
Yilmaz

12/30/2013

\_\_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) Shares withheld to satisfy the Issuer's tax withholding obligation upon the vesting of restricted stock units.
- (2) Includes (i) 7,178 shares subject to a restricted stock unit award granted that will be issued as those units vest and (ii) 875 shares acquired under the Issuer's Employee Stock Purchase Plan on November 14, 2013.
- (3) The sales reported in this Form 4 were effected pursuant to the Rule 10b5-1 trading plan adopted by the Reporting Person on November 26, 2013.

### Remarks:

Exhibit list: Exhibit 24

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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