

ALPHA & OMEGA SEMICONDUCTOR Ltd

Form 3

August 13, 2015

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â Chang Daniel Kuang Ming

(Last) (First) (Middle)

475 OAKMEAD PARKWAY

(Street)

SUNNYVALE,Â CAÂ 94085

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/03/2015

3. Issuer Name and Ticker or Trading Symbol

ALPHA & OMEGA SEMICONDUCTOR Ltd [AOSL]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

Senior VP of Marketing

5. 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 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 Share

25,571 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**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.****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)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Share Option (right to buy)	Â (2)	05/04/2019	Common Shares	21,000	\$ 7.6	D	Â
Employee Share Option (right to buy)	Â (2)	06/27/2020	Common Shares	20,000	\$ 14.14	D	Â
Employee Share Option (right to buy)	Â (3)	04/25/2022	Common Shares	10,500	\$ 9.9	D	Â
Employee Share Option (right to buy)	Â (4)	02/13/2023	Common Shares	10,500	\$ 8.45	D	Â
Employee Share Option (right to buy)	Â (5)	03/16/2024	Common Shares	35,000	\$ 7.44	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chang Daniel Kuang Ming 475 OAKMEAD PARKWAY SUNNYVALE, CA 94085	Â	Â	Â Senior VP of Marketing	Â

Signatures

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

08/13/2015

__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) Includes an aggregate of 24,605 shares subject to restricted share unit (RSU) awards granted on November 17, 2010, April 26, 2012, February 14, 2013, March 17, 2014 and March 16, 2015, which will be issued as such units vest in accordance with their terms.
- (2) As of July 31, 2015, the option was fully vested and immediately exercisable for all option shares.
- (3) The option was granted on April 26, 2012 and becomes exercisable in a series of forty-eight (48) successive equal monthly installments from May 26, 2012 to April 26, 2016.
- (4) The option was granted on February 14, 2013 and becomes 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 become exercisable in a series of thirty-six (36) successive equal monthly installments.
- (5) 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.

Â

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. 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.