

ALPHA & OMEGA SEMICONDUCTOR Ltd  
Form 8-K  
November 21, 2017

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): November 15, 2017

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Alpha and Omega Semiconductor Limited  
(Exact name of registrant as specified in its charter)

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Bermuda	001-34717	77-0553536
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda  
(Address of principal registered offices, including zip code)

(408) 830-9742  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Compensation Committee (“Compensation Committee”) of the Board of Directors of Alpha and Omega Semiconductor Limited (the “Company”) previously approved the incentive cash bonus plan (the “Plan”) for the calendar year commencing January 1, 2017 pursuant to which each executive officer of the Company who continues in service through the end of the calendar year will be eligible to receive an incentive award, payable solely in cash, based on the level of attainment of certain specified Company performance goals. On November 15, 2017, the Compensation Committee approved an amendment to the Plan pursuant to which up to 50% of such incentive awards may be payable in the common shares of the Company, \$0.002 par value per share (“Common Shares”).

The description above is only a summary and qualified in its entirety by the Plan, as amended and restated, a copy of which is furnished herewith as Exhibit 10.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

10.1 Amended and Restated 2017 Executive Incentive Plan

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 21, 2017 Alpha and Omega Semiconductor Limited

By: /s/ Yifan Liang

Yifan Liang

Chief Financial Officer and Corporate Secretary