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MAGNACHIP SEMICONDUCTOR Corp

Form 3

January 25, 2017

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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response...

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement MAGNACHIP SEMICONDUCTOR Corp [MX] A Brigade Capital Management (Month/Day/Year) GP, LLC 01/17/2017 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 399 PARK AVENUE, 16TH (Check all applicable) **FLOOR** (Street) 6. Individual or Joint/Group __X__ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person NEW YORK. NYÂ 10022 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Stock, par value \$.01 per share 3,130,000 Ι See Footnote (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

required to respond unless the form displays a

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3. Title and Amount of 6. Nature of Indirect 1. Title of Derivative Security 2. Date Exercisable and 4. 5. Securities Underlying Beneficial (Instr. 4) **Expiration Date** Conversion Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of Ownership (Instr. 4) Price of Derivative (Instr. 5) Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
5.00% Exchangeable Senior Notes due 2021 (2)	(3)	03/01/2021	Common Stock, par value \$.01 per share	2,907,329	\$ 8.26	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Brigade Capital Management GP, LLC

399 PARK AVENUE
16TH FLOOR
NEW YORK, NYÂ 10022

Signatures

Brigade Capital Management GP, LLC, By: /s/ Donald E. Morgan, III, Managing Member

01/25/2017

**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).

The reported securities are directly owned by certain private investment funds and managed accounts and may be deemed beneficially owned by Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, the investment manager of

- (1) such funds and accounts. Brigade Capital Management GP, LLC disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
 - The 5.00% Exchangeable Senior Notes due 2021 (the "Convertible Notes") bear interest at a rate of 5.00% per annum, with interest payable semiannually. The principal of the Convertible Notes is convertible into shares of the Issuer's Common Stock at any time after
- their issuance at a conversion price of approximately \$8.26 per share, subject to adjustment in certain circumstances in accordance with the terms of the Convertible Notes.
- (3) The Convertible Notes are exercisable at any time prior to the expiration date.

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.

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