

ALPHA & OMEGA SEMICONDUCTOR Ltd  
 Form 4  
 December 30, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(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)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/26/2013**

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

**SUNNYVALE, CA 94085**

(City) (State) (Zip)

4. 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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Shares	12/26/2013		F		108 <sup>(1)</sup> D \$ 8.14 11,839 <sup>(2)</sup>	D	
Common Shares	12/27/2013		S <sup>(3)</sup>		200 D \$ 7.92 11,639	D	
Common Shares	12/27/2013		S <sup>(3)</sup>		400 D \$ 7.95 11,239	D	
Common Shares	12/27/2013		S <sup>(3)</sup>		400 D \$ 7.955 10,839	D	
Common Shares	12/27/2013		S <sup>(3)</sup>		100 D \$ 7.96 10,739	D	

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Common Shares	12/27/2013	S <sup>(3)</sup>	100	D	\$ 7.97	10,639	D
Common Shares	12/27/2013	S <sup>(3)</sup>	125	D	\$ 7.975	10,514	D
Common Shares	12/27/2013	S <sup>(3)</sup>	100	D	\$ 7.98	10,414	D
Common Shares	12/27/2013	S <sup>(3)</sup>	790	D	\$ 7.99	9,624	D
Common Shares	12/27/2013	S <sup>(3)</sup>	100	D	\$ 8.015	9,524	D
Common Shares	12/27/2013	S <sup>(3)</sup>	100	D	\$ 8.045	9,424	D
Common Shares	12/27/2013	S <sup>(3)</sup>	100	D	\$ 8.05	9,324	D
Common Shares	12/27/2013	S <sup>(3)</sup>	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. 3 and 4)
				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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