

MAHESWARAN MOHAN
Form 4
December 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
MAHESWARAN MOHAN

2. Issuer Name and Ticker or Trading Symbol
SEMTECH CORP [SMTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 FLYNN ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
President and CEO

CAMARILLO, CA 93012-8790

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/03/2018 | | S | | 6,983 (1) | D | |
| | | | | | \$ 52.4217 (2) | | |
| Common Stock | 12/03/2018 | | S | | 2,017 (1) | D | |
| | | | | | \$ 53.5459 (3) | | |
| Common Stock | 12/03/2018 | | M | | 44,000 | A | |
| | | | | | \$ 30.82 | | |
| Common Stock | 12/03/2018 | | S | | 41,375 | D | |
| | | | | | \$ 52.3964 (4) | | |

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| | | | | | | | |
|-----------------|------------|---|-------|---|----------------------|---------|---|
| Common Stock | 12/03/2018 | S | 2,625 | D | \$ 53.3402 (5) | 135,965 | 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.

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy) | \$ 30.82 | 12/03/2018 | | M | 44,000 | 02/26/2014 02/26/2019 | SMTC | 44,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MAHESWARAN MOHAN
200 FLYNN ROAD
CAMARILLO, CA 93012-8790

President and CEO

Signatures

/s/Mohan Maheswaran by Charles B. Ammann under Power of Attorney dated February 25, 2014 (Copy On File)

12/03/2018

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Maheswaran on December 4, 2017.

(2) This price represents the weighted average of these sales. The prices ranged from \$52.1700 to \$53.1600. Price and share details are available upon request.

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- (3) This price represents the weighted average of these sales. The prices ranged from \$53.2100 to \$54.0500. Price and share details are available upon request.
- (4) This price represents the weighted average of these sales. The prices ranged from \$52.1000 to \$53.0750. Price and share details are available upon request.
- (5) This price represents the weighted average of these sales. The prices ranged from \$53.1300 to \$53.5200. Price and share details are available upon request.

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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