

Chang Daniel Kuang Ming
 Form 4
 March 01, 2019

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 *
 Chang Daniel Kuang Ming

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)
 02/27/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP of Marketing

SUNNYVALE, CA 94085

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 Share	02/27/2019		A	10,599 (1) A \$ 0	52,675 (2)	D	
Common Share	02/27/2019		F	4,124 (3) D \$ 10.91	48,551 (2)	D	
Common Share	02/27/2019		A	2,250 (4) A \$ 0	50,801 (2) (5)	D	
Common Share	02/27/2019		A	3,250 (6) A \$ 0	54,051 (2) (7)	D	

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

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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 Reporting Transaction (Instr. 6)
				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
Chang Daniel Kuang Ming 475 OAKMEAD PARKWAY SUNNYVALE, CA 94085			Senior VP of Marketing	

Signatures

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

03/01/2019

__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) Represent fully vested common shares ("Bonus Shares") granted by the compensation committee of the Board of Directors of the issuer on February 27, 2019 as part of the bonus payment upon achievement of certain corporate performance goals under the Issuer's Amended and Restated 2018 Executive Incentive Plan, dated November 15, 2018.
 - (2) Includes an aggregate of 32,642 shares subject to Restricted Share Unit (RSU) awards granted on March 16, 2015, March 15, 2016, March 15, 2017, and March 15, 2018, which will be issued as such units vest in accordance with their terms.
 - (3) Shares withheld to satisfy the Issuer's tax withholding obligations upon the issuance of the Bonus Shares described above.
 - (4) Represent common shares subject to PSU granted on March 15, 2017 ("2017 PSU") that will become vested on March 15, 2019 upon approval and certification on February 27, 2019 by the Compensation Committee that the performance goals under such PSU were satisfied.

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(5) Excludes 4,500 unvested common shares subject to the 2017 PSU which may become vested upon achievement of certain corporate performance goals in the future. Previously, the unvested common shares subject to 2017 PSU have been disclosed in Table II of Form 4 and is now being reported in Table I of this Form 4.

(6) Represent 3,250 common shares subject to PSU granted on March 15, 2018 ("2018 PSU") that will become vested on March 15, 2019 upon approval and certification on February 27, 2019 by the Compensation Committee that the performance goals under such PSU were satisfied.

(7) Excludes 9,750 unvested common shares subject to the 2018 PSU which may become vested upon achievement of certain corporate performance goals in the future. Previously, the unvested common shares subject to 2018 PSU have been disclosed in Table II of Form 4 and is now being reported in Table I of this Form 4.

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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