

ALPHA & OMEGA SEMICONDUCTOR Ltd
 Form 4
 February 18, 2014

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 *
 Grizelj Tony

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 PKWY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of Power Discrete Product

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 Shares	02/13/2014		M	4,500 (1) A \$ 2	9,667	D	
Common Shares	02/13/2014		S	4,500 (1) D \$ 7.1858 (2)	5,167	D	
Common Shares	02/14/2014		F	256 (3) D \$ 7.25	4,911 (4)	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. Amount or Number of Shares
Employee Share Option (right to buy)	\$ 2	02/13/2014		M	4,500	<u>(5)</u> 04/14/2015	Common Shares	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships
Grizelj Tony 475 OAKMEAD PKWY SUNNYVALE, CA 94085	Director 10% Owner Officer VP of Power Discrete Product

Signatures

/s/ Yanbing Hong, attorney-in-fact for Tony Grizelj 02/18/2014

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 13, 2013.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.17 to \$7.20, inclusive. The Reporting Person undertakes to provide to Alpha and Omega Semiconductor Limited, any security holder of Alpha and Omega Semiconductor Limited, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (3) Shares withheld to satisfy the Issuer's tax withholding obligation upon the annual vesting of restricted stock units granted on February 14, 2013.

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- (4) Includes 3,111 shares subject to restricted stock unit awards granted that will be issued as those units vest.
- (5) As of February 13, 2014, the option is fully vested and immediately exercisable for all option shares.

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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