

ALPHA & OMEGA SEMICONDUCTOR Ltd
 Form 4
 December 30, 2013

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 *
 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 ⁽¹⁾ D \$ 8.14 11,839 ⁽²⁾	D	
Common Shares	12/27/2013		S ⁽³⁾		200 D \$ 7.92 11,639	D	
Common Shares	12/27/2013		S ⁽³⁾		400 D \$ 7.95 11,239	D	
Common Shares	12/27/2013		S ⁽³⁾		400 D \$ 7.955 10,839	D	
Common Shares	12/27/2013		S ⁽³⁾		100 D \$ 7.96 10,739	D	

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

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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 (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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