

YILMAZ HAMZA
Form 3
October 09, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| YILMAZ HAMZA | | (Month/Day/Year) | ALPHA & OMEGA SEMICONDUCTOR Ltd [AOSL] | |
| (Last) | (First) | (Middle) | 09/28/2012 | |
| 475 OAKMEAD PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SUNNYVALE, CA 94085 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Technology Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Shares | 5,233 ⁽¹⁾ | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|--------|------------|------------------|--------|----------|-------------------|---|
| Employee Share Option (right to buy) | Â (2) | 02/06/2018 | Common Shares | 32,308 | \$ 13 | D | Â |
| Employee Share Option (right to buy) | Â (2) | 02/06/2018 | Common Shares | 7,692 | \$ 13 | D | Â |
| Employee Share Option (right to buy) | Â (2) | 05/04/2019 | Common Shares | 17,500 | \$ 7.6 | D | Â |
| Employee Share Option (right to buy) | Â (3) | 05/04/2019 | Common Shares | 39,312 | \$ 7.6 | D | Â |
| Employee Share Option (right to buy) | Â (4) | 05/04/2019 | Common Shares | 39,456 | \$ 7.6 | D | Â |
| Employee Share Option (right to buy) | Â (5) | 05/04/2019 | Common Shares | 2,500 | \$ 7.6 | D | Â |
| Employee Share Option (right to buy) | Â (6) | 08/12/2019 | Common Shares | 50,000 | \$ 8.4 | D | Â |
| Employee Share Option (right to buy) | Â (7) | 11/11/2019 | Common Shares | 15,000 | \$ 10.5 | D | Â |
| Employee Share Option (right to buy) | Â (8) | 04/27/2020 | Common Shares | 50,000 | \$ 18 | D | Â |
| Employee Share Option (right to buy) | Â (9) | 03/06/2021 | Common Shares | 34,000 | \$ 12.68 | D | Â |
| Employee Share Option (right to buy) | Â (10) | 04/25/2022 | Common Shares | 20,400 | \$ 9.9 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| YILMAZ HAMZA 475 OAKMEAD PARKWAY SUNNYVALE, CA 94085 | Â | Â | Â Chief Technology Officer | Â |

Signatures

/s/ Hamza
Yilmaz

10/09/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 4,061 shares subject to a restricted stock unit award granted on April 26, 2012 that will be issued as those units vest.

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- (2) As of September 28, 2012, the option is fully vested and immediately exercisable for all option shares.
- (3) The option was granted on May 5, 2009 and becomes exercisable in a series of twenty-eight (28) successive equal monthly installments from 8/9/2010 to 12/9/2012.
- (4) The option was granted on May 5, 2009 and becomes exercisable in a series of thirty-six (36) successive equal monthly installments from 12/9/2009 to 12/9/2012.
- (5) The option was granted on May 5, 2009 and becomes exercisable with respect to all the underlying shares on January 9, 2013.
- (6) The option was granted on August 13, 2009 and becomes exercisable with respect to one-fifth (1/5) of the underlying shares on the first anniversary of the grant date, and thereafter the balance of the option shares become exercisable in a series of forty-eight (48) successive equal monthly installments.
- (7) The option was granted on November 12, 2009 and becomes exercisable with respect to one-fifth (1/5) of the underlying shares on the first anniversary of the grant date, and thereafter the balance of the option shares become exercisable in a series of forty-eight (48) successive equal monthly installments.
- (8) The option was granted on April 28, 2010 and becomes exercisable with respect to one-fifth (1/5) of the underlying shares on the first anniversary of the grant date, and thereafter the balance of the option shares become exercisable in a series of forty-eight (48) successive equal monthly installments.
- (9) The option was granted on March 7, 2011 and becomes exercisable with respect to one-fifth (1/5) of the underlying shares on the first anniversary of the grant date, and thereafter the balance of the option shares become exercisable in a series of forty-eight (48) successive equal monthly installments.
- (10) The option was granted on April 26, 2012 and becomes exercisable in a series of forty-eight (48) successive equal monthly installments.

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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