

ALPHA & OMEGA SEMICONDUCTOR Ltd
Form SC 13G/A
February 13, 2017

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

SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULES 13d-1(b) AND (c) AND AMENDMENTS
THERE TO FILED PURSUANT TO 13d-2(b)
(Amendment No. 5)*

Alpha and Omega Semiconductor Limited
(Name of Issuer)

Common Shares, \$0.002 par value per share
(Title of Class of Securities)

G6331P104
(CUSIP Number)

12/31/2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G6331P104 13G/A

NAME OF
REPORTING
PERSON
I.R.S.

1 IDENTIFICATION
NO. OF ABOVE
PERSON
(ENTITIES ONLY)
Mike F. Chang,
Ph.D.

CHECK THE
APPROPRIATE
BOX IF A

2 MEMBER OF A
GROUP*
(a) o
(b) x

3 SEC USE ONLY

CITIZENSHIP OR
PLACE OF
4 ORGANIZATION
U.S.A.

5 SOLE
VOTING
POWER

NUMBER 4,376,524¹
OF SHARED
SHARES VOTING
6 BENEFICIALLY
OWNED -0-
BY SOLE
EACH DISPOSITIVE
7 REPORTING
PERSON 4,376,524¹
WITH SHARED
8 DISPOSITIVE
POWER
-0-
AGGREGATE
AMOUNT
BENEFICIALLY
9 OWNED BY EACH
REPORTING
PERSON
4,376,524¹

10

CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN
SHARES* o

11 PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)
18.55%**

12 TYPE OF
REPORTING
PERSON*
IN

¹ Includes 3,134 common shares issuable upon vesting of restricted share units and 463,050 common shares issuable upon exercise of share options within 60 days of December 31, 2016.

**Based on 23,594,318 common shares outstanding as of December 31, 2016.

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Item 1(a) Name of Issuer:

Alpha and Omega Semiconductor Limited (the "Company").

Item 1(b) Address of Issuer's Principal Executive Offices:

Clarendon House, 2 Church Street

Hamilton HM 11, Bermuda

Item 2(a) Name of Person Filing:

The Reporting Person is Mike F. Chang, Ph.D., the Chief Executive Officer of the Company.

Item 2(b) Address of Principal Business Office or, if None, Residence:

c/o Alpha and Omega Semiconductor Limited

475 Oakmead Parkway

Sunnyvale, California 94085

Item 2(c) Citizenship:

U.S.A.

Item 2(d) Title of Class of Securities:

Common Share

Item 2(e) CUSIP Number:

G6331P104

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check whether the Person Filing is:

(a) Broker or dealer registered under Section 15 of the Exchange Act.

(b) Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

(f) Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

(g) Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

(h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

(j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);

(k) Group in accordance with §240.13d-1(b)(1)(ii)(K).

Not applicable.

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Item 4. Ownership.

(a) Amount Beneficially Owned:

As of December 31, 2016, the Reporting Person beneficially owned 4,376,524 common shares of the Company, including 3,134 common shares issuable upon vesting of restricted share units and 463,050 common shares issuable upon exercise of share options within 60 days of December 31, 2016, and has sole power to vote or to direct the vote and sole power to dispose or direct the disposition of 4,376,524 common shares.

(b) Percent of Class:

The Reporting Person beneficially owns 18.55% of the outstanding common shares of the Company, which is based on 23,594,318 common shares outstanding as of December 31, 2016.

(c) Number of shares as to which the Reporting Person has:

(i) sole power to vote or to direct the vote: 4,376,524

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or direct the disposition of: 4,376,524

(iv) shared power to dispose or direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security

Being Reported on by the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications.

Not Applicable

[The remainder of this page intentionally left blank.]

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2017

Mike F. Chang, Ph.D.

Signature /s/ Mike F. Chang

Mike F. Chang