

ALPHA & OMEGA SEMICONDUCTOR LTD

FORM 8-K (Current report filing)

Filed 11/21/17 for the Period Ending 11/15/17

Address	475 OAKMEAD PARKWAY SUNNYVALE, CA, 94085
Telephone	408-830-9742
CIK	0001387467
Symbol	AOSL
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	06/30

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): November 15, 2017

Alpha and Omega Semiconductor Limited
(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of incorporation)

001-34717
(Commission File Number)

77-0553536
(IRS Employer Identification No.)

**Clarendon House
2 Church Street
Hamilton HM 11
Bermuda**
(Address of principal registered offices, including zip code)

(408) 830-9742
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Compensation Committee (“Compensation Committee”) of the Board of Directors of Alpha and Omega Semiconductor Limited (the “Company”) previously approved the incentive cash bonus plan (the “Plan”) for the calendar year commencing January 1, 2017 pursuant to which each executive officer of the Company who continues in service through the end of the calendar year will be eligible to receive an incentive award, payable solely in cash, based on the level of attainment of certain specified Company performance goals. On November 15, 2017, the Compensation Committee approved an amendment to the Plan pursuant to which up to 50% of such incentive awards may be payable in the common shares of the Company, \$0.002 par value per share (“Common Shares”).

The description above is only a summary and qualified in its entirety by the Plan, as amended and restated, a copy of which is furnished herewith as Exhibit 10.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

[10.1](#) Amended and Restated 2017 Executive Incentive Plan

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 21, 2017

Alpha and Omega Semiconductor Limited

By: /s/ Yifan Liang

Yifan Liang

Chief Financial Officer and Corporate Secretary

ALPHA AND OMEGA SEMICONDUCTOR LIMITED
AMENDED AND RESTATED 2017 EXECUTIVE INCENTIVE PLAN

Amended and Restated on: November 15, 2017

The following Amended and Restated 2017 Executive Incentive Plan (the "Plan") was established by Alpha and Omega Semiconductor Limited (the "Company") for the calendar year ending December 31, 2017.

Participants

Executive officers and certain vice presidents of the Company.

Incentive Awards

Participants are eligible to receive incentive awards based on the level of attainment of pre-specified corporate performance goals as established and approved by the Company's compensation committee. Up to 50% of each such award may be payable in the common shares of the Company, \$0.002 par value per share ("Common Shares"), with the remainder to be paid in cash. The number of shares will be based on the closing price per Common Share on the date the amount of the earned award is determined.

Performance Goals

The corporate performance goals for incentive awards for calendar year 2017 are based on revenue and GAAP operating income. The amount of an incentive award earned is based on the level of attainment of a range of revenue and GAAP operating income for the year. A specified minimum amount of each of the revenue and GAAP operating income goals must be achieved before payment of an award under the Plan. The actual aggregate amount of the award earned by a participant for the calendar year will range from \$0 to the maximum amount established for such participant (as set forth below) depending on the level of attainment of the performance goals.

Target Incentive Awards

The target incentive awards for each participant for the calendar year 2017, as a percentage of such participant's base salary, are as follows:

Name	Title	Minimum Award	Target Award	Maximum Award
Mike F. Chang	Chief Executive Officer	20%	100%	220%
Yifan Liang	Chief Financial Officer and Corporate Secretary	12%	60%	132%
Yueh-Se Ho	Chief Operating Officer	12%	60%	132%
Daniel Chang	Senior Vice President of Marketing	12%	60%	132%