

# SEMILEDS CORP

## **FORM 8-K** (Current report filing)

Filed 12/09/16 for the Period Ending 12/08/16

Telephone	886-37-586788
CIK	0001333822
Symbol	LEDS
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	08/31

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**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): **December 8, 2016**

**SEMILEDS CORPORATION**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34992**  
(Commission File Number)

**20-2735523**  
(IRS Employer  
Identification No.)

**3F, No.11 Ke Jung Rd., Chu-Nan Site,  
Hsinchu Science Park, Chu-Nan 350,  
Miao-Li County, Taiwan, R.O.C.**  
(Address of principal executive offices)

**350**  
(Zip Code)

Registrant's telephone number, including area code: **+886-37-586788**

**N/A**  
(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 registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12(b) 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))
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**Item 4.01. Changes in Registrant’s Certifying Accountant.**

On December 8, 2016, KPMG (Taiwan) informed the audit committee of the board of directors of SemiLEDs Corporation (the “Company”) that they declined to stand for reelection as the Company’s independent registered public accounting firm.

KPMG (Taiwan)’s reports on the Company’s consolidated financial statements for the fiscal years ended August 31, 2016 and 2015 did not contain any adverse opinion or a disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles except as follows: KPMG (Taiwan)’s report on the consolidated financial statements of SemiLEDs Corporation and subsidiaries as of and for the years ended August 31, 2016 and 2015, contained a separate paragraph stating that those “consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in note 2 to the consolidated financial statements, the Company has suffered recurring losses from operations, has not generated sufficient net cash flows from operating activities and has an accumulated deficit that raise substantial doubt about its ability to continue as a going concern. Management’s plans in regard to these matters are also described in note 2. The consolidated financial statements and financial statement schedule do not include any adjustments that might result from the outcome of this uncertainty.”

In connection with the audits of the Company’s consolidated financial statements for the fiscal years ended August 31, 2016 and 2015, there were no disagreements with KPMG (Taiwan) on any matters of accounting principles or practices, financial statement disclosure, or auditing scope procedure which, disagreements, if not resolved to KPMG (Taiwan)’s satisfaction, would have caused KPMG (Taiwan) to make reference to the matter in their reports.

The Company has requested KPMG (Taiwan) to furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether KPMG (Taiwan) agrees with the above statements. A copy of KPMG (Taiwan)’s letter dated December 9, 2016 is filed as Exhibit 16.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
16.1	Letter from KPMG (Taiwan) to the SEC dated December 9, 2016.

**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 thereunto duly authorized.

Date: December 9, 2016

**SemiLEDs Corporation**

By: /s/ Christopher Lee

Name: **Christopher Lee**

Title: **Chief Financial Officer**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
16.1	Letter from KPMG (Taiwan) to the SEC dated December 9, 2016.

December 9, 2016

Securities and Exchange Commission  
Washington, D.C. 20549  
Ladies and Gentlemen:

We were previously principal accountants for SemiLEDs Corporation and, under the date of November 21, 2016, we reported on the consolidated financial statements of SemiLEDs Corporation as of and for the years ended August 31, 2016 and 2015. On December 8, 2016, we declined to stand for reelection as the Company's independent registered public accounting firm. We have read SemiLEDs Corporation's statements included under Item 4.01 of its Form 8-K dated December 9, 2016, and we agree with such statements.

Very truly yours,

/s/ KPMG

KPMG (Taiwan)

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