

**FIRST SOLAR, INC.**  
Reported by  
**DEJONG PHILIP**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 03/14/17 for the Period Ending 03/13/17

|             |  |
|-------------|--|
| Address     | 350 WEST WASHINGTON STREET<br>SUITE 600<br>TEMPE, AZ 85281 |
| Telephone   | (602) 414-9300   |
| CIK         | 0001274494   |
| Symbol      | FSLR   |
| SIC Code    | 3674 - Semiconductors and Related Devices                  |
| Industry    | Renewable Energy Equipment & Services                      |
| Sector      | Energy   |
| Fiscal Year | 12/31  |

# 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 or  
Section 30(h) of the Investment Company Act of 1940

|  |  |   |  |  |  |
|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person *                      |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |
| <b>DeJong Philip</b>   |  | <b>FIRST SOLAR, INC. [ FSLR ]</b>                 |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>Officer</b> (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Operating Officer</b> |  |
| (Last) (First) (Middle)  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| <b>C/O FIRST SOLAR, INC., 350 WEST WASHINGTON ST., STE 600</b> |  | <b>3/13/2017</b>                                  |  |  |  |
| (Street)   |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| <b>TEMPE, AZ 85281</b>   |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)   |  |   |  |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 3/13/2017      |                                   | M                         |   | 3717<br>(1)   | A          | \$0     | 32208   | D  |   |
| Common Stock                    | 3/13/2017      |                                   | F                         |   | 1117<br>(2)   | D          | \$32.84 | 31091   | D  |   |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Restricted Stock Units                   | (3)  | 3/13/2017      |                                   | M                         |   | 3717   |     | (4)                                     | (4)             | Common Stock  | 3717                       | \$0  | 0  | D  |  |

**Explanation of Responses:**

- (1) Represents shares of common stock issued upon vesting of 25% of the restricted stock units granted on March 13, 2013.
- (2) Represents shares of common stock withheld by the Issuer to satisfy certain tax withholding obligations with the vesting of the restricted stock units.
- (3) Each restricted stock unit represents the right to receive, upon vesting, one share of the Issuer's common stock in accordance with the Issuer's 2010 Omnibus Incentive Compensation Plan.
- (4) The restricted stock units were granted on March 13, 2013 as part of the Issuer's annual grant to associates. These units are scheduled to vest annually at a rate of 25% on each anniversary of the grant date, commencing on the first anniversary of the grant date.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| <b>DeJong Philip<br/>C/O FIRST SOLAR, INC.<br/>350 WEST WASHINGTON ST., STE 600<br/>TEMPE, AZ 85281</b> |               |           | <b>Chief Operating Officer</b> |       |

**Signatures**

/s/ Jason E. Dymbort, attorney-in-fact

3/14/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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