

SunEdison Semiconductor Ltd
Form 4
June 14, 2016

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SADASIVAM SHAKER

(Last) (First) (Middle)

**C/O SUNEDISON
SEMICONDUCTOR LIMITED, 501
PEARL DRIVE**

(Street)

ST. PETERS, MO 63376

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**SunEdison Semiconductor Ltd
[SEMI]**

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	
Ordinary Shares	06/11/2016		M		8,750	A \$ 5.39	11,878 D
Ordinary Shares ⁽¹⁾	06/11/2016		F		2,840	D \$ 5.39	9,038 D
Ordinary Shares	06/13/2016		M		4,633	A \$ 5.43	13,671 D
Ordinary Shares ⁽¹⁾	06/13/2016		F		1,504	D \$ 5.43	12,167 D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	06/11/2016		M	8,750	(3) (3)	Ordinary Shares	8,750
Restricted Stock Units	(2)	06/13/2016		M	4,633	(4) (4)	Ordinary Shares	4,633

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SADASIVAM SHAKER C/O SUNEDISON SEMICONDUCTOR LIMITED 501 PEARL DRIVE ST. PETERS, MO 63376	X		CEO	

Signatures

Sally H. Townsley, under Power of Attorney 06/14/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Represents ordinary shares underlying vested restricted stock units that are being withheld to satisfy the tax liability that arose upon vesting of the restricted stock units.

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- (2) Each restricted stock unit represents a contingent right to receive one ordinary share of SunEdison Semiconductor Limited.
- (3) The remaining restricted stock units vest as follows, 8,750 on June 11, 2017, 8,750 on June 11, 2018 and 8,750 on June 11, 2019.
- (4) The remaining restricted stock units vest as follows, 4,633 on June 13, 2017 and 4,632 on June 13, 2018.

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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