

SunEdison Semiconductor Ltd  
 Form 3  
 June 02, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |  |   |  |  |   |
|---|--|---|--|--|---|
| 1. Name and Address of Reporting Person *<br>Â Holyoak Gary<br>(Last) (First) (Middle)<br><br>501 PEARL DRIVE<br>(Street)<br><br>ST. PETERS,Â MOÂ 63376<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>06/02/2016 | 3. Issuer Name and Ticker or Trading Symbol<br>SunEdison Semiconductor Ltd [SEMI] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>SVP-Global Sales & Marketing | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

|   |  |   |  |  |  |
|---|--|---|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year)<br><br>Date Exercisable      Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title      Amount or Number of Shares | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|--|--|

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|                                      |       |            |                 |        |          |   |   |
|--------------------------------------|-------|------------|-----------------|--------|----------|---|---|
| Employee Share Option (right to buy) | Â (1) | 07/06/2025 | Ordinary Shares | 28,500 | \$ 17.71 | D | Â |
| Restricted Stock Units               | Â (2) | Â (3)      | Ordinary Shares | 10,000 | \$ (3)   | D | Â |
| Employee Share Option (right to buy) | Â (4) | 04/01/2026 | Ordinary Shares | 76,600 | \$ 5.85  | D | Â |
| Restricted Stock Units               | Â (2) | Â (5)      | Ordinary Shares | 14,500 | \$ (5)   | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Holyoak Gary<br>501 PEARL DRIVE<br>ST. PETERS, MO 63376 | Â             | Â         | Â SVP-Global Sales & Marketing | Â     |

## Signatures

Sally H. Townsley 06/02/2016

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The Employee Share Option vests in increments of 25% over four years commencing July 6, 2016.
- (2) Each restricted stock unit represents a contingent right to receive one ordinary share of the Company.
- (3) The restricted stock units vest in increments of 25% over four years commencing July 6, 2016.
- (4) The Employee Share Option units vest in increments of 25% over four years commencing on April 1, 2017.
- (5) The restricted stock units vest in increments of 25% over four years commencing April 1, 2017.

Â  
**Remarks:**  
 Power of Attorney attached.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.