

SunEdison Semiconductor Ltd  
 Form 3/A  
 August 24, 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Holyoak Gary                            |         | (Month/Day/Year)                     | SunEdison Semiconductor Ltd [SEMI]   |  |
| (Last)                                    | (First) | (Middle)                             | 06/02/2016   |  |
| 501 PEARL DRIVE                           |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   | 06/02/2016   |
| ST. PETERS,Â MOÂ 63376                    |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | SVP-Global Sales & Marketing   |  |

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

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

|   |       |            |                    |        |          |   |   |
|---|-------|------------|--------------------|--------|----------|---|---|
| Employee Share Option<br>(right to buy) | Â (1) | 07/06/2025 | Ordinary<br>Shares | 28,500 | \$ 17.71 | D | Â |
| Restricted Stock Units                  | Â (2) | Â (3)      | Ordinary<br>Shares | 10,000 | \$ (3)   | D | Â |
| Restricted Stock Units                  | Â (2) | Â (4)      | Ordinary<br>Shares | 14,500 | \$ (4)   | D | Â |
| Employee Share Option<br>(right to buy) | Â (5) | 04/01/2026 | Ordinary<br>Shares | 76,600 | \$ 6.28  | 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<br>Sales &<br>Marketing | Â     |

## Signatures

Sally H.  
Townesley

08/24/2016

\_\_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 restricted stock units vest in increments of 25% over four years commencing April 1, 2017.
- (5) The Employee Share Option units vest in increments of 25% over four years commencing on 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.