ALPHA & OMEGA SEMICONDUCTOR Ltd
Form SC TO-C
June 08, 2015

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

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

Alpha and Omega Semiconductor Limited

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Shares, $0.002 par value
(Title of Class of Securities)

G6331P104
(CUSIP Number of Class of Securities)

Mike F. Chang
Chief Executive Officer

Mike F. Chang Chief Executive Officer c/o Alpha and Omega Semiconductor Incorporated 475 Oakmead Parkway S

c/o Alpha and Omega Semiconductor Incorporated
475 Oakmead Parkway
Sunnyvale, CA 94085
(408) 830-9742
(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:
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Calculation of Filing Fees

Transaction valuation*	Amount of filing fee*
N/A	N/A

* Pursuant to General Instruction D to Schedule TO, no filing fee is required for pre-commencement communications. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the
o offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A	Filing Party: N/A
Form or Registration No.: N/A	Date Filed: N/A

x Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

o	third-party tender offer subject to Rule 14d-1.
x	issuer tender offer subject to Rule 13e-4.
o	going-private transaction subject to Rule 13e-3.
o	amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

o	Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
o	Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

Calculation of Filing Fees   3

On June 8, 2015, Alpha and Omega Semiconductor Limited (AOS or the Company) (NASDAQ: AOSL) announced that it is commencing a modified Dutch auction tender offer to purchase for cash its outstanding common shares for an aggregate purchase price of no more than $30 million. The tender offer is part of the Company s existing $50 million repurchase program that was previously approved by the Board of Directors in April 2015. The tender offer will expire at 11:59 p.m., New York City time, on July 7, 2015. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

The press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any shares of the Company s common stock. The offer is being made solely by the Offer to Purchase and the related Letter of Transmittal, as they may be amended or supplemented. Shareholders and investors are urged to read the Company s tender offer statement on Schedule TO filed today with the Securities and Exchange Commission (the SEC) in connection with the tender offer, which will be included as exhibits the Offer to Purchase, the related Letter of Transmittal and other offer materials, as well as any amendments or supplements to the Schedule TO when they become available, because they contain important information. Each of these documents will be filed with the SEC, and investors may obtain them for free from the SEC at its website (www.sec.gov) or from Georgeson Inc., the information agent for the tender offer, by telephone at: (877) 278-4751 (toll-free), or in writing to: 480 Washington Blvd., 26th Floor, Jersey City, NJ 07310.

Item 12   **Exhibits.**

Exhibit Number	Exhibit Description
99.1	Press Release, dated June 8, 2015.