

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

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dunnigan William Joseph

(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  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP and General Manager

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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		2,052	A	\$ 5.39	5,604		D
Ordinary Shares <sup>(1)</sup>	06/11/2016		F		543	D	\$ 5.39	5,061		D
Ordinary Shares	06/13/2016		M		4,007	A	\$ 5.43	9,068		D
Ordinary Shares <sup>(1)</sup>	06/13/2016		F		1,060	D	\$ 5.43	8,008		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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SEC 1474  
(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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	06/11/2016		M	2,052	(2)	(2)	Ordinary Shares	2,052	\$ 0.00
Restricted Stock Units	\$ 0	06/13/2016		M	4,007	(3)	(3)	Ordinary Shares	4,007	\$ 0.00

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunnigan William Joseph C/O SUNEDISON SEMICONDUCTOR LIMITED 501 PEARL DRIVE ST. PETERS, MO 63376			SVP and General Manager	

## 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) The remaining restricted stock units vest as follows, 2,052 on June 11, 2017, 2,052 on June 11, 2018 and 2,052 on June 11, 2019.

(3) The remaining restricted stock units vest as follows, 4,007 on June 13, 2017 and 4,008 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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