

SunEdison Semiconductor Ltd

Form 4/A

December 08, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Holyoak Gary

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
501 PEARL DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP-Global Sales & Marketing

ST. PETERS, MO 63376

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/08/2016

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

(City) (State) (Zip)

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)
Restricted Stock Units	12/02/2016		J	(A) or (D) 1,688 (1)	\$ 12 0	D	

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

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information contained in this form are not
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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)**

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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)	
				Code	V	(A)	(D)	
Restricted Stock Units	(2)	12/02/2016		J		10,000	(3)	(3)
Restricted Stock Units	(2)	12/02/2016		J		14,500	(4)	(4)
Employee Share Option (right to buy)	\$ 6.28	12/02/2016		J		76,600	(5)	04/01/2026
								Ordinary Shares
								10,000
								Ordinary Shares
								14,500
								Ordinary Shares
								76,600

Reporting Owners

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

Signatures

Sally H.
Townesley 12/08/2016

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).

- Pursuant to the Implementation Agreement (the "Implementation Agreement"), dated as of August 17, 2016, by and among SunEdison Semiconductor Limited (the "Company"), GlobalWafers Co., Ltd. ("GWC") and GWafers Singapore Pte. Ltd. ("Acquiror") and Scheme
- (1) of Arrangement under Singapore law, Acquiror acquired all of the outstanding ordinary shares of the Company (including those of Mr. Sadasivam, but excluding those held by GWC, Acquiror and their subsidiaries) in exchange for a cash payment of \$12.00 per share on December 2, 2016.
 - (2) Restricted stock units ("RSUs") granted under the Company's 2014 Non-Employee Director Incentive Plan. Each RSU represented a contingent right to receive an ordinary share of the Company.
 - (3)

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The RSUs were granted on July 6, 2015 and were scheduled to vest in equal installments on the third and fourth anniversary of the date of grant. Pursuant to the Implementation Agreement, these RSUs became vested in their entirety and converted into the right to receive a cash payment equal to \$12.00 per share covered by the RSU.

(4) The RSUs were granted on April 1, 2016 and were scheduled to vest in full on the first anniversary of the grant date. Pursuant to the Implementation Agreement, these RSUs became vested in their entirety and converted into the right to receive a cash payment equal to \$12.00 per share covered by the RSU.

(5) This option was scheduled to vest in four equal annual installments commencing on April 1, 2016.

This option, granted under the LTIP, became fully vested (to the extent not already fully vested) and terminated in its entirety pursuant to (6) the Implementation Agreement in exchange for a cash payment equal to the product of (i) \$12.00 less the exercise price per share of the option multiplied by (ii) the total number of shares underlying the option.

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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