

ALPHA & OMEGA SEMICONDUCTOR Ltd  
Form 8-K/A  
May 25, 2018

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

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FORM 8-K/A

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): May 9, 2018

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Alpha and Omega Semiconductor Limited  
(Exact name of registrant as specified in its charter)

Bermuda                              001-34717      77-0553536  
(State or other jurisdiction      (Commission      (I.R.S. Employer  
of incorporation)                      File Number)      Identification No.)

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

(Address of principal executive offices)  
(408) 830-9742  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

On May 11, 2018, Alpha and Omega Semiconductor Limited, a Bermuda limited liability company (the “Company”), filed a Current Report on Form 8-K (the “Original Form 8-K”) disclosing in Item 1.01 thereof that the Company’s joint venture subsidiary, Chongqing Alpha and Omega Semiconductor Limited (the “JV Company”), entered into a lease finance agreement and a security agreement (the “Agreements”) with YinHai Leasing Company and China Import/Export Bank (the “Lenders”). Due to a clerical error, the Original Form 8-K disclosed, in the third sentence in Item 1.01 thereof, that “the Company will make quarterly lease payments to the Lenders consisting of principal and interest based on a repayment schedule mutually agreed by the parties.” Instead, the Agreements provide that it was the “JV Company” that is required to make such quarterly lease payments. Accordingly, this Form 8-K/A amends and restates the third sentence in Item 1.01 of the Original Form 8-K in its entirety as follows:

“In exchange for the Lease Financing, the JV Company agrees to transfer title of its assembly and testing equipment to the Lenders, and the Lenders will lease such equipment to the JV Company under a five-year lease arrangement, pursuant to which the JV Company will make quarterly lease payments to the Lenders consisting of principal and interest based on a repayment schedule mutually agreed by the parties.”

Except as amended herein, the Original Form 8-K is not amended and revised in any way.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 25, 2018

Alpha and Omega Semiconductor Limited

By: /s/ Yifan Liang

Name: Yifan Liang

Title: Chief Financial Officer and Corporate Secretary