

SunEdison Semiconductor Ltd
Form 4
July 31, 2015

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 *
ALVAREZ ANTONIO R

(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)
07/29/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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. 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	07/29/2015		M		1,563	A	\$ 0 1,563
Ordinary Shares	07/29/2015		M		4,400	A	\$ 0 5,963

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

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(9-02)

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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. Filing Date
				Code	V	(A)	(D)	
Restricted Stock Units	(1)	07/29/2015		A		10,300	(2) (2)	Ordinary Shares 10,300
Restricted Stock Units	(1)	07/29/2015		M		4,400	(3) (3)	Ordinary Shares 4,400
Restricted Stock Units	(1)	07/29/2015		M		1,563	(4) (4)	Ordinary Shares 1,563

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ALVAREZ ANTONIO R C/O SUNEDISON SEMICONDUCTOR LIMITED 501 PEARL DRIVE ST. PETERS, MO 63376	X

Signatures

By Sally H. Townsley, under Power of Attorney 07/31/2015

**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) Each restricted stock unit represents a contingent right to receive one ordinary share of SunEdison Semiconductor Limited.

(2) The restricted stock units will vest in full on the first anniversary date of the grant date, July 29, 2016.

(3) The restricted stock units vest in full on July 29, 2015.

(4) The remaining restricted stock units vest as follows: 1,563 units on July 29, 2016 and 1,562 units on each of July 29, 2017 and July 29, 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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