

SunEdison Semiconductor Ltd
 Form 4
 June 14, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SADASIVAM SHAKER

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)

3. Date of Earliest Transaction (Month/Day/Year)
 06/11/2016

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

C/O SUNEDISON
 SEMICONDUCTOR LIMITED, 501
 PEARL DRIVE

(Street)

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

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

ST. PETERS, MO 63376

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Ordinary Shares | 06/11/2016 | | M | | 8,750 | A | \$ 5.39 11,878 D |
| Ordinary Shares ⁽¹⁾ | 06/11/2016 | | F | | 2,840 | D | \$ 5.39 9,038 D |
| Ordinary Shares | 06/13/2016 | | M | | 4,633 | A | \$ 5.43 13,671 D |
| Ordinary Shares ⁽¹⁾ | 06/13/2016 | | F | | 1,504 | D | \$ 5.43 12,167 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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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (2) | 06/11/2016 | | M | 8,750 | (3) (3) | Ordinary Shares | 8,750 |
| Restricted Stock Units | (2) | 06/13/2016 | | M | 4,633 | (4) (4) | Ordinary Shares | 4,633 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SADASIVAM SHAKER C/O SUNEDISON SEMICONDUCTOR LIMITED 501 PEARL DRIVE ST. PETERS, MO 63376 | X | | CEO | |

Signatures

Sally H. Townsley, under Power of Attorney
Date: 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) Each restricted stock unit represents a contingent right to receive one ordinary share of SunEdison Semiconductor Limited.
- (3) The remaining restricted stock units vest as follows, 8,750 on June 11, 2017, 8,750 on June 11, 2018 and 8,750 on June 11, 2019.
- (4) The remaining restricted stock units vest as follows, 4,633 on June 13, 2017 and 4,632 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.