

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

FORM 10-Q

(MARK ONE)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2013

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
FOR THE TRANSITION PERIOD FROM TO

Commission file number 001-34717

Alpha and Omega Semiconductor Limited

(Exact name of Registrant as Specified in its Charter)

Bermuda
(State or Other Jurisdiction of Incorporation or Organization)

77-0553536
(I.R.S. Employer Identification Number)

**Clarendon House, 2 Church Street
Hamilton HM 11, Bermuda**

(Address of Principal Registered
Offices including Zip Code)

(408) 830-9742
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of common shares outstanding as of October 31, 2013: 25,706,052.

Alpha and Omega Semiconductor Limited
Form 10-Q
Fiscal First Quarter Ended September 30, 2013
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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ALPHA AND OMEGA SEMICONDUCTOR LIMITED CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited, in thousands except par value per share)

	September 30, 2013	June 30, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 95,995	\$ 92,406
Restricted cash	245	204
Accounts receivable, net	40,949	38,298
Inventories	68,422	68,339
Deferred income tax assets	1,598	3,030
Other current assets	4,042	3,578
Total current assets	211,251	205,855
Property, plant and equipment, net	132,978	138,111
Intangible assets, net	392	496
Goodwill	269	269
Deferred income tax assets	10,685	10,823
Other long-term assets	844	767
Total assets	\$ 356,419	\$ 356,321
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short term debt	\$ 3,107	\$ 3,821
Accounts payable	32,789	31,738
Accrued liabilities	15,518	14,571
Income taxes payable	1,215	1,472
Deferred margin	625	622
Capital leases	934	1,267
Total current liabilities	54,188	53,491
Long-term debt	12,857	13,571
Income taxes payable - long term	3,498	3,692
Deferred income tax liabilities	1,421	2,613
Capital leases - long term	195	195
Deferred rent	1,268	1,308
Total liabilities	73,427	74,870
Commitments and contingencies (Note 9)		
Shareholders' equity:		
Preferred shares, par value \$0.002 per share:		
Authorized: 10,000 shares; Issued and outstanding: none at September 30, 2013 and June 30, 2013	—	—
Common shares, par value \$0.002 per share:		
Authorized: 50,000 shares; Issued and outstanding: 25,924 shares and 25,698 shares at September 30, 2013 and 25,882 shares and 25,656 shares at June 30, 2013	52	51
Treasury shares at cost; 226 shares at September 30, 2013 and June 30, 2013	(2,050)	(2,054)
Additional paid-in capital	169,531	168,352
Accumulated other comprehensive income	1,011	957
Retained earnings	114,448	114,145
Total shareholders' equity	282,992	281,451
Total liabilities and shareholders' equity	\$ 356,419	\$ 356,321

See accompanying notes to these condensed consolidated financial statements.

ALPHA AND OMEGA SEMICONDUCTOR LIMITED
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited, in thousands except per share data)

	Three Months Ended September	
	2013	2012
Revenue	\$ 84,121	\$ 95,7
Cost of goods sold	66,970	70,2
Gross profit	17,151	25,5
Operating expenses		
Research and development	6,847	6,9
Selling, general and administrative	8,940	8,7
Total operating expenses	15,787	15,7
Operating income	1,364	9,8
Interest income	24	
Interest expense	(79)	(
Income before income taxes	1,309	9,7
Income tax expense	1,002	1,8
Net income	\$ 307	\$ 7,9
Net income per share		
Basic	\$ 0.01	\$ 0.
Diluted	\$ 0.01	\$ 0.
Weighted average number of common shares used to compute net income per share		
Basic	25,684	25,0
Diluted	26,309	25,8

See accompanying notes to these condensed consolidated financial statements.

ALPHA AND OMEGA SEMICONDUCTOR LIMITED
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited, in thousands)

	Three Months Ended September 30,	
	2013	2012
Net income	\$ 307	\$ 7,942
Other comprehensive income, net of tax		
Foreign currency translation adjustment	54	30
Total comprehensive income	<u>\$ 361</u>	<u>\$ 7,972</u>

See accompanying notes to these condensed consolidated financial statements.

ALPHA AND OMEGA SEMICONDUCTOR LIMITED
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	Three Months Ended September 30,	
	2013	2012
Cash flows from operating activities		
Net income	\$ 307	\$ 7,942
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	6,927	7,180
Amortization	103	143
Share-based compensation expense	1,209	1,441
Deferred income taxes, net	378	318
(Gain) loss on disposal of property and equipment	(74)	51
Changes in working capital:		
Accounts receivable	(2,651)	9,472
Inventories	(83)	(5,278)
Other current and long-term assets	(541)	2,784
Accounts payable	712	1,469
Income taxes payable	(451)	455
Accrued and other liabilities	904	(2,367)
Net cash provided by operating activities	6,740	23,610
Cash flows from investing activities		
Purchases of property and equipment	(1,578)	(10,243)
Proceeds from sale of property and equipment	194	—
Restricted cash placed	(42)	(3)
Net cash used in investing activities	(1,426)	(10,246)
Cash flows from financing activities		
Proceeds from exercise of stock options	23	376
Proceeds from borrowings	—	250
Repayments of borrowings	(1,429)	(715)
Principal payments on capital leases	(333)	(250)
Net cash used in financing activities	(1,739)	(339)
Effect of exchange rate changes on cash and cash equivalents	14	7
Net increase in cash and cash equivalents	3,589	13,032
Cash and cash equivalents at beginning of period	92,406	82,166
Cash and cash equivalents at end of period	<u>\$ 95,995</u>	<u>\$ 95,198</u>
Supplemental disclosures of non-cash investing information:		
Property and equipment purchased but not yet paid	\$ 2,157	\$ 3,963

See accompanying notes to these condensed consolidated financial statements.

ALPHA AND OMEGA SEMICONDUCTOR LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. The Company and Significant Accounting Policies

The Company

Alpha and Omega Semiconductor Limited and its subsidiaries (the “Company”, “AOS”, “we” or “us”) design, develop and supply a broad range of power semiconductors. The Company's portfolio of products targets high-volume applications, including portable computers, flat panel TVs, LED lighting, smart phones, battery packs, consumer and industrial motor controls and power supplies for TVs, computers, servers and telecommunications equipment. The Company conducts its operations primarily in the United States of America (“USA”), Hong Kong, Macau, China, Taiwan, Korea and Japan.

Basis of Preparation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) for interim financial information and with the instructions to Article 10 of Securities and Exchange Commission Regulation S-X, as amended. They do not include all information and footnotes necessary for a fair presentation of financial position, results of operations and cash flows in conformity with U.S. GAAP for complete financial statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes contained in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2013. All significant intercompany balances and transactions have been eliminated in consolidation. In the opinion of management, all adjustments (consisting of normal recurring adjustments and accruals) considered necessary for a fair presentation of the results of operations for the period presented have been included in the interim period. Operating results for the three months ended September 30, 2013 are not necessarily indicative of the results that may be expected for other interim periods or the fiscal year ending June 30, 2014. The condensed consolidated balance sheet at June 30, 2013 is derived from the audited financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2013.

Use of Estimates

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires the Company to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. To the extent there are material differences between these estimates and actual results, the Company's condensed consolidated financial statements will be affected. On an ongoing basis, the Company evaluates the estimates, judgments and assumptions including those related to stock rotation returns, price adjustments, allowance for doubtful accounts, inventory reserves, warranty accrual, income taxes, share-based compensation, variable interest entities, and useful lives for property, plant and equipment and intangible assets.

Fair Value of Financial Instruments

The fair value of cash equivalents are based on observable market prices and have been categorized in Level 1 in the fair value hierarchy. Cash equivalents consist primarily of short term bank deposits. The carrying values of financial instruments such as cash and cash equivalents, accounts receivable and accounts payable approximate their carrying values due to their short-term maturities. The carrying value of the company's debt is considered a reasonable estimate of fair value which is estimated by considering the current rates available to the Company for debt of the same remaining maturities, structure and terms of the debts.

Comprehensive Income

Comprehensive income is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. The Company's accumulated other comprehensive income consists of cumulative foreign currency translation adjustments. Total comprehensive income is presented in the condensed consolidated statements of comprehensive income.

ALPHA AND OMEGA SEMICONDUCTOR LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2013-11, *Income Taxes (Topic 740) Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. The new guidance requires the netting of unrecognized tax benefits ("UTBs") against a deferred tax asset for a loss or other carryforward that would apply in settlement of the uncertain tax positions. Under the new standard, UTBs will be netted against all available same-jurisdiction loss or other tax carryforwards that would be utilized, rather than only against carryforwards that are created by the UTBs. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. Early adoption is permitted. The ASU should be applied prospectively to all unrecognized tax benefits that exist at the effective date. Retrospective application is permitted. The Company does not expect the adoption of this guidance to have any significant impact on the Company's condensed consolidated financial statements.

2. Net Income Per Share

The following table presents the calculation of basic and diluted net income per share:

	Three Months Ended September 30,	
	2013	2012
	(in thousands, except per share data)	
Numerator:		
Net income	\$ 307	\$ 7,942
Denominator:		
Basic:		
Weighted average number of common shares used to compute basic net income per share	25,684	25,038
Diluted:		
Weighted average number of common shares used to compute basic net income per share	25,684	25,038
Effect of potentially dilutive securities:		
Stock options, RSUs and ESPP shares	625	846
Weighted average number of common shares used to compute diluted net income per share	26,309	25,884
Net income per share:		
Basic	\$ 0.01	\$ 0.32
Diluted	\$ 0.01	\$ 0.31

The following potential dilutive securities were excluded from the computation of diluted net income per share as their effect would have been anti-dilutive:

	Three Months Ended September 30,	
	2013	2012
	(in thousands)	
Employee stock options and RSUs	2,783	2,694
ESPP to purchase common shares	307	316
Total potential dilutive securities	3,090	3,010

ALPHA AND OMEGA SEMICONDUCTOR LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

3. Concentration of Credit Risk and Significant Customers

The Company manages its credit risk associated with exposure to distributors and direct customers on outstanding accounts receivable through the application of credit approvals, credit ratings and other monitoring procedures. In some instances, the Company also obtains letters of credit from certain customers.

Credit sales, which are mainly on credit terms of 30 to 60 days, are only made to customers who meet the Company's credit requirements, while sales to new customers or customers with low credit ratings are usually made on an advance payment basis. The Company considers its financial assets to be of good credit quality because its key distributors and direct customers have long-standing business relationships with the Company and the Company has not experienced any significant bad debt write-offs of accounts receivable in the past. The Company closely monitors the aging of accounts receivable from its distributors and direct customers, and regularly reviews their financial positions, when available.

Summarized below are individual customers whose revenue or accounts receivable balances were 10% or higher than the respective total consolidated amounts:

Percentage of revenue	Three Months Ended September 30,	
	2013	2012
Customer A	20.6%	23.6%
Customer B	44.3%	41.5%
Customer C	11.8%	13.7%

Percentage of accounts receivable	September 30, 2013	June 30, 2013
Customer A	20.5%	33.8%
Customer B	37.8%	22.6%
Customer C	17.9%	19.9%

4. Balance Sheet Components

Accounts receivable:

	September 30, 2013	June 30, 2013
	(in thousands)	
Accounts receivable	\$ 54,545	\$ 52,202
Less: Allowance for price adjustments	(13,566)	(13,152)
Less: Allowance for doubtful accounts	(30)	(752)
Accounts receivable, net	<u>\$ 40,949</u>	<u>\$ 38,298</u>

Inventories:

	September 30, 2013	June 30, 2013
	(in thousands)	
Raw materials	\$ 20,224	\$ 17,248
Work in-process	38,230	38,618
Finished goods	9,968	12,473
	<u>\$ 68,422</u>	<u>\$ 68,339</u>

ALPHA AND OMEGA SEMICONDUCTOR LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Property, plant and equipment:

	September 30, 2013	June 30, 2013
	(in thousands)	
Land	\$ 4,950	\$ 4,950
Building	4,106	4,106
Manufacturing machinery and equipment	157,963	156,958
Equipment and tooling	10,387	10,356
Computer equipment and software	16,369	16,140
Office furniture and equipment	1,566	1,559
Leasehold improvements	24,224	24,068
	219,565	218,137
Less accumulated depreciation	(94,121)	(87,180)
	125,444	130,957
Equipment and construction in progress	7,534	7,154
Property, plant and equipment, net	\$ 132,978	\$ 138,111

Other long term assets:

	September 30, 2013	June 30, 2013
	(in thousands)	
Prepayments for property and equipment	\$ 265	\$ 77
Investment in a privately held company	100	100
Deferred debt issuance cost	67	91
Office leases deposits	412	499
	\$ 844	\$ 767

Accrued liabilities:

	September 30, 2013	June 30, 2013
	(in thousands)	
Accrued salaries and wages	\$ 2,979	\$ 3,079
Accrued vacation	2,315	2,078
Accrued bonuses	902	880
Warranty accrual	1,361	1,428
Stock rotation accrual	1,597	1,572
Accrued professional fees	786	918
ESPP payable	891	353
Customer deposits	108	123
Other accrued expenses	4,579	4,140
	\$ 15,518	\$ 14,571

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The activities in the warranty accrual, included in accrued liabilities, is as follows:

	Three Months Ended September 30,	
	2013	2012
	(in thousands)	
Beginning balance	\$ 1,428	\$ 1,556
Additions	285	118
Utilization	(352)	(113)
Ending balance	<u>\$ 1,361</u>	<u>\$ 1,561</u>

The activities in the stock rotation accrual, included in accrued liabilities, is as follows:

	Three Months Ended September 30,	
	2013	2012
	(in thousands)	
Beginning balance	\$ 1,572	\$ 2,032
Additions	1,346	1,618
Utilization	(1,321)	(1,872)
Ending balance	<u>\$ 1,597</u>	<u>\$ 1,778</u>

5. Debt

On May 11, 2012, the Company entered into a loan agreement with a financial institution that provides a term loan of \$20.0 million for general purposes and a \$10.0 million non-revolving credit line for the purchase of equipment. Both the term loan and equipment line will be fully repayable in May 2015. The borrowings may be made in the form of either Eurodollar loans or Base Rate loans. Eurodollar loans accrue interest based on an adjusted London Interbank Offered Rate ("LIBOR") as defined in the agreement, plus a margin of 1.00% to 1.75%. Base Rate loans accrue interest at the highest of (a) the lender's Prime Rate, (b) the Federal Funds Rate plus 0.5% and (c) the Eurodollar Rate (for a one-month interest period) plus 1%; plus a margin of -0.5% to 0.25%. The applicable margins for both Eurodollar loans and Base Rate loans will vary from time to time in the foregoing ranges based on the cash and cash equivalent balances maintained by the Company and its subsidiaries with the lender. In May 2013, the equipment credit line expired and there was no outstanding balance. As of September 30, 2013, the outstanding balance of the term loan was \$15.7 million. Of the \$15.7 million term loan, \$2.9 million was included as short-term debt as of September 30, 2013.

The obligations under the term loan are secured by substantially all assets of two subsidiaries of the Company, including, but not limited to, certain real property and related assets located at the Oregon fab. In addition, the Company and certain subsidiaries of the Company have agreed to guarantee full repayment and performance of the obligations under the loan agreement. The loan agreement contains customary restrictive covenants and includes certain financial covenants that require the Company to maintain on a consolidated basis specified financial ratios including total liabilities to tangible net worth, fixed charge coverage and current assets to current liabilities. As of September 30, 2013, the Company was in compliance with these covenants.

Two of the Company's subsidiaries in China had revolving lines of credit that allow each of the subsidiaries to draw down, from time to time, up to 80% of the accounts receivable balance of such subsidiary, with an aggregated maximum amount of RMB 95 million (equivalent of \$15.5 million based on the currency exchange rate as of September 30, 2013) to finance the subsidiary's working capital with a maximum of 120-day repayment term. The interest rate on each draw down varied and was indexed to the published LIBOR per annum. The Company did not renew these two lines of credit which expired in September 2013. As of September 30, 2013, there was no outstanding balance under these two revolving lines of credit.

During July 2012, the Company entered into a loan agreement with the State of Oregon for an amount of \$250,000. The loan is required to be used for training new and re-training existing employees of the Oregon Fab. The loan bears a compound annual interest rate of 5.0% and is to be repaid in April 2014. The State may forgive the loan and unpaid interest if certain conditions primarily relating to hiring targets are met and it is more likely than not that the Company will meet those hiring

ALPHA AND OMEGA SEMICONDUCTOR LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

targets. As of September 30, 2013, the outstanding balance and accrued interest of the loan, included in short term debt, was \$265,500.

6. Shareholders' Equity and Share-based Compensation

Share Repurchase

On October 22, 2010, the Company's board of directors authorized a \$25.0 million share repurchase program. Under this repurchase program the Company may, from time to time, repurchase shares from the open market or in privately negotiated transactions, subject to supervision and oversight by the board. The Company accounts for treasury stock under the cost method. Shares repurchased are accounted for as treasury shares and the total cost of shares repurchased is recorded as a reduction of shareholders' equity. From time to time, treasury shares may be reissued as part of the Company's stock-based compensation programs. Gains on re-issuance of treasury stock are credited to additional paid-in capital; losses are charged to additional paid-in capital to offset the net gains, if any, from previous sales or re-issuance of treasury stock. Any remaining balance of the losses are charged to retained earnings.

During the three months ended September 30, 2013, the Company did not repurchase any shares under the program. During the three months ended September 30, 2013, the Company reissued 250 shares, with weighted average repurchase cost of \$13.82 per share, upon vesting of certain restricted stock units ("RSU").

As of September 30, 2013, the Company repurchased an aggregate of 241,770 shares for a total cost of \$2.3 million, at an average repurchase price of \$9.40 per share since inception of the program. Of the 241,770 repurchased shares, 16,050 shares with a weighted average repurchase price of \$13.80 per share were reissued at an average price of \$4.05 per share for option exercises and vested RSUs.

Stock Options

The following table summarizes the Company's stock option activities for the three months ended September 30, 2013:

	Number of Shares	Weighted Average Exercise Price Per Share	Aggregate Intrinsic Value
Outstanding at June 30, 2013	3,593,854	\$ 10.24	\$ 3,144,506
Granted	—	—	
Exercised	(27,750)	0.83	195,606
Canceled or forfeited	(1,025)	4.66	
Outstanding at September 30, 2013	3,565,079	\$ 10.32	\$ 3,569,027

Information with respect to stock options outstanding and exercisable at September 30, 2013 is as follows:

	Options Outstanding			Options Vested and Exercisable	
	Number Outstanding	Weighted-Average Remaining Contractual Life (years)	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price
Total options outstanding	3,565,079	5.21	\$ 10.32	2,794,573	\$ 9.97
Options vested and expected to vest	3,514,239	5.17	\$ 10.30		

Options expected to vest are the result of applying the pre-vesting forfeiture rate assumption to total outstanding options.

ALPHA AND OMEGA SEMICONDUCTOR LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Restricted Stock Units ("RSU")

The following table summarizes the Company's RSU activities for the three months ended September 30, 2013 :

	Number of Restricted Stock Units	Weighted Average Grant Date Fair Value Per Share	Weighted Average Remaining Recognition Period (Years)	Aggregate Intrinsic Value
Nonvested at June 30, 2013	549,553	\$ 9.50	1.87	\$ 4,198,585
Granted	26,804	7.65		
Vested	(20,847)	9.48		
Forfeited	(23,050)	9.66		
Nonvested at September 30, 2013	532,460	\$ 9.40	1.69	\$ 4,477,989
RSUs vested and expected to vest	481,109		1.62	\$ 4,046,123

The fair value of RSU is estimated based on the market price of the Company's share on the date of grant.

Share-based Compensation Expense

The total share-based compensation expense related to stock options, Employee Share Purchase Plan and RSUs described above, recognized in the condensed consolidated statements of operations for the periods presented was as follows:

	Three Months Ended September 30,	
	2013	2012
	(in thousands)	
Cost of goods sold	\$ 196	\$ 198
Research and development	295	393
Selling, general and administrative	718	850
	\$ 1,209	\$ 1,441

Total unrecognized stock-based compensation expense as of September 30, 2013 was \$4.5 million , which includes estimated forfeitures and is expected to be recognized over a weighted-average period of 1.3 years.

7. Income Taxes

The Company recognized income tax expense of approximately \$1.0 million and \$1.8 million for the three months ended September 30, 2013 and 2012 , respectively. The estimated effective tax rate was 76.5% and 18.6% for the three months ended September 30, 2013 and 2012 , respectively. The effective tax rate for the three months ended September 30, 2013 was higher than that for same period of last year primarily due to the changes in the mix of earnings in various geographic jurisdictions between the two periods.

The Company files its income tax returns in the United States and in various foreign jurisdictions. The tax years 2001 to 2013 remain open to examination by U.S. federal and state tax authorities. The tax years 2005 to 2013 remain open to examination by foreign tax authorities.

The Company's income tax returns are subject to examinations by the Internal Revenue Service and other tax authorities in various jurisdictions. In accordance with the guidance on the accounting for uncertainty in income taxes, the Company regularly assesses the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of its provision for income taxes. These assessments can require considerable estimates and judgments. As of September 30, 2013 , the gross amount of unrecognized tax benefits was approximately \$7.6 million . If the Company's estimate of income tax liabilities proves to be less than the ultimate assessment, then a further charge to expense would be required. If events occur and the payment of these amounts ultimately proves to be unnecessary, the reversal of the liabilities would result in tax benefits

being recognized in the period when the Company determines the liabilities are no longer necessary. The Company does not anticipate any material changes to its uncertain tax positions during the next twelve months .

8. Segment and Geographic Information

The Company is organized as, and operates in, one operating segment: the design, development and supply of power semiconductor products for computing, consumer electronics, communication and industrial applications. The chief operating decision-maker is the Chief Executive Officer. The financial information presented to the Company's Chief Executive Officer is on a consolidated basis, accompanied by information about revenue by customer and geographic region, for purposes of evaluating financial performance and allocating resources. The Company has one business segment, and there are no segment managers who are held accountable for operations, operating results and plans for products or components below the consolidated unit level. Accordingly, the Company reports as a single operating segment.

The Company sells its products primarily to distributors in the Asia Pacific region, who in turn sell these products to end customers. Because the Company's distributors sell their products to end customers which may have a global presence, revenue by geographical location is not necessarily representative of the geographical distribution of sales to end user markets.

The revenue by geographical location in the following tables is based on the country or region to which the products were shipped to:

	Three Months Ended September 30,	
	2013	2012
	(in thousands)	
Hong Kong	\$ 71,256	\$ 74,627
China	10,892	17,629
South Korea	797	2,268
United States	473	343
Other countries	703	894
	<u>\$ 84,121</u>	<u>\$ 95,761</u>

The following is a summary of revenue by product type:

	Three Months Ended September 30,	
	2013	2012
	(in thousands)	
Power discrete	\$ 65,145	\$ 75,504
Power IC	13,612	14,531
Packaging and testing services	5,364	5,726
	<u>\$ 84,121</u>	<u>\$ 95,761</u>

Long-lived assets, consisting of property, plant and equipment by geographical area are as follows:

	September 30, 2013	June 30, 2013
	(in thousands)	
China	\$ 89,941	\$ 93,663
United States	42,573	43,946
Other countries	464	502
	<u>\$ 132,978</u>	<u>\$ 138,111</u>

ALPHA AND OMEGA SEMICONDUCTOR LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

9. Commitments and Contingencies

Purchase Commitments

As of September 30, 2013 and June 30, 2013 , the Company had approximately \$18.9 million and \$25.8 million , respectively, of outstanding purchase commitments primarily for purchases of semiconductor raw materials, wafers, spare parts and packaging and testing services; and approximately \$1.9 million and \$0.4 million , respectively, of capital commitments for the purchase of property and equipment.

Contingencies and Indemnities

The Company is currently not a party to any material legal proceedings. The Company has in the past, and may from time to time in the future, become involved in legal proceedings arising from the normal course of business activities. The semiconductor industry is characterized by frequent claims and litigation, including claims regarding patent and other intellectual property rights as well as improper hiring practices. Irrespective of the validity of such claims, the Company could incur significant costs in the defense thereof or could suffer adverse effects on its operations.

The Company is a party to a variety of agreements that it has contracted with various third parties. Pursuant to these agreements, the Company may be obligated to indemnify another party to such an agreement with respect to certain matters. Typically, these obligations arise in the context of contracts entered into by the Company, under which the Company customarily agrees to hold the other party harmless against losses arising from a breach of representations and covenants related to such matters as title to assets sold, certain intellectual property rights, specified environmental matters and certain income taxes. In these circumstances, payment by the Company is customarily conditioned on the other party making a claim pursuant to the procedures specified in the particular contract, which procedures typically allow the Company to challenge the other party's claim. Further, the Company's obligations under these agreements may be limited in time and/or amount, and in some instances, the Company may have recourse against third parties for certain payments made by it under these agreements. The Company has not historically paid or recorded any material indemnifications and no accrual has been made at September 30, 2013 and June 30, 2013 .

The Company has agreed to indemnify its directors and certain employees as permitted by law and pursuant to its bye-laws, and has entered into indemnification agreements with its directors and executive officers. The Company has not recorded a liability associated with these indemnification arrangements, as it historically has not incurred any material costs associated with such indemnification obligations. Costs associated with such indemnification obligations may be mitigated by insurance coverage that the Company maintains, however, such insurance may not cover any, or may cover only a portion of, the amounts the Company may be required to pay. In addition, the Company may not be able to maintain such insurance coverage in the future.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Except for the historical information contained herein, the matters addressed in this Item 2 constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements are subject to a variety of risks and uncertainties, including those discussed below under the heading “Risk Factors” and elsewhere in this Quarterly Report on Form 10-Q, that could cause actual results to differ materially from those anticipated by the Company’s management. The Private Securities Litigation Reform Act of 1995 (the “Act”) provides certain “safe harbor” provisions for forward-looking statements. All forward-looking statements made in this Quarterly Report on Form 10-Q are made pursuant to the Act. The Company undertakes no obligation to publicly release the results of any revisions to its forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unexpected events. Unless the context otherwise requires, the words “AOS,” the “Company,” “we,” “us” and “our” refer to Alpha and Omega Semiconductor Limited and its subsidiaries.

This management’s discussion should be read in conjunction with the management’s discussion included in the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2013 , filed with the Securities and Exchange Commission on August 30, 2013.

Overview

We are a designer, developer and global supplier of a broad portfolio of power semiconductors. Our portfolio of power semiconductors includes over 1,300 products, and has grown rapidly with the introduction of over 195 new products during the fiscal year 2013, and over 240 and 190 new products in the fiscal years 2012 and 2011, respectively. During the three months ended September 30, 2013 , we introduced an additional 57 new products. Our teams of scientists and engineers have developed extensive intellectual properties and technical knowledge that encompass major aspects of power semiconductors, which we believe enables us to introduce and develop innovative products to address the increasingly complex power requirements of advanced electronics. We have an extensive patent portfolio that consists of 351 patents and 201 patent applications in the United States as of September 30, 2013 . We differentiate ourselves by integrating our expertise in technology, design and advanced packaging to optimize product performance and cost. Our portfolio of products targets high-volume applications, including personal computers, flat panel TVs, LED lighting, smart phones, battery packs, consumer and industrial motor controls and power supplies for TVs, computers, servers and telecommunications equipment.

Our business model leverages global resources, including research and development and manufacturing in the United States and Asia. Our sales and technical support teams are localized in several growing markets. We operate a 200mm wafer fabrication facility located in Hillsboro, Oregon, ("the Oregon fab") which is critical for us to accelerate proprietary technology development, new product introduction and improve our financial performance in the long run. For example, in calendar year 2012, we were able to triple the number of new technology platforms released as compared to prior years. These platforms have allowed us to develop a new generation of low voltage MOSFET products, our Gen 5 AlphaMOS, and introduce AlphaMOSII high voltage technology and new medium voltage products. To meet the market demand for the more mature high volume products, we also utilize the wafer manufacturing capacity of selected third party foundries. For assembly and test, we primarily rely upon our in-house facilities in China. We believe our in-house packaging and testing capability provides us with a competitive advantage in proprietary packaging technology, product quality, cost and cycle time.

Factors affecting our performance

Our performance is affected by several key factors, including the following:

The global, regional economic and PC market conditions : Because our products primarily serve consumer electronic applications, a deterioration of the global and regional economic conditions could materially affect our revenue and results of operations. In particular, because a significant amount of our revenue is derived from sales of products in the personal computing ("PC") markets, such as notebooks, motherboards and notebook battery packs, a significant decline or downturn in the PC markets can have a material adverse effect on our revenue and results of operations. Our revenue from the PC markets accounted for approximately 45.2% and 53.4% of our total revenue for the three months ended September 30, 2013 and 2012, respectively. Since the beginning of calendar year 2013, we have experienced a significant global decline in the PC markets due to continued growth of demand in tablets and smartphones, worldwide economic conditions and the industry inventory correction which had and may continue to have a material negative impact on the demand for our products, revenue, factory utilization, gross margin, our ability to resell excess inventory, and other performance measures.

In response to this trend, we have been executing and are continuing to execute strategies to diversify our product portfolio and penetrate into other market segments, such as the consumer, communication and industrial market segments, which we believe would mitigate and eventually overcome the reduced demand resulting from the declining PC markets. As we develop and sell new products that serve more diversified markets, we expect that sales based on the PC markets, as a percentage of the total revenue, will continue to decline. However, if the rate of decline in the PC markets is faster than we expected, or if we cannot successfully diversify or introduce new products to keep pace with the declining PC markets, we may not be able to alleviate its negative impact, which will adversely affect our results of operations.

Manufacturing costs : Our gross margin may be affected by our manufacturing costs, including utilization of our own manufacturing facilities, pricing of wafers from other foundries and semiconductor raw materials, which may fluctuate from time to time largely due to the market demand and supply. Capacity utilization affects our gross margin because we have certain fixed costs associated with our in-house packaging and testing facilities and our Oregon fab. If we are unable to utilize the capacity of our in-house manufacturing facilities at a desired level, our gross margin may be adversely affected. In addition, the continuing decline of the PC markets as discussed above has led to a reduced level of capacity utilization at our manufacturing facilities in the past, including the quarter ended September 30, 2013. If we are not able to mitigate the negative impact of the declining PC markets, we may not be able to improve our factory utilization or offset the increasing manufacturing costs, which could have a material adverse effect on our gross margin.

Erosion of average selling price: Erosion of average selling prices of established products is typical in our industry. Consistent with this historical trend, we expect that average selling prices of our existing products will continue to decline in the future. However, as a normal course of business, we seek to offset the effect of declining average selling prices by introducing new and higher value products, expanding existing products for new applications and new customers, and reducing the manufacturing cost of existing products.

Product introductions and customers' product requirements: Our success depends on our ability to introduce products on a timely basis that meet or are compatible with our customers' specifications and performance requirements. Both factors, timeliness of product introductions and conformance to customers' requirements, are equally important in securing design wins with our customers. Recently we have introduced new mid- and high-voltage products as part of our business strategy to diversify our product portfolios and penetrate into new markets such as the telecommunications and industrial markets. As we accelerate the development of new technology platforms, we expect to increase the pace at which we introduce new products and obtain design wins. Our failure to introduce products on a timely basis that meet customers' specifications and performance requirements and our inability to continue to expand our serviceable markets could adversely affect our financial performance, including loss of market share with customers.

In addition, our financial performance may decline if we experience significant product compatibility issues. We recorded a non-cash, non-recurring inventory valuation charge in the amount of \$7.7 million during the third quarter of fiscal 2013, and approximately \$5.7 million of which was attributable to newly developed products for desktop PC applications for a major OEM because these products were not compatible with its particular applications. While we have fully resolved this issue with the OEM, similar product compatibility issues may arise with other products or OEMs, and the solutions we implemented may not be fully effective in preventing future occurrences.

Distributor ordering patterns and seasonality : Our distributors place purchase orders with us based on their forecasts of end customer demand, and this demand may vary significantly depending on the sales outlooks and market and economic conditions of end customers. Because these forecasts may not be accurate, channel inventory held at our distributors may fluctuate significantly, which in turn may prompt distributors to make significant adjustments to their purchase orders placed with us. As a result, our revenue and operating results may fluctuate significantly from quarter to quarter. In addition, because our products are used in consumer electronics products, our revenue is subject to seasonality. Our sales seasonality is affected by numerous factors, including global and regional economic conditions as well as the PC market conditions, revenue generated from new products, changes in distributor ordering patterns in response to channel inventory adjustments and end customer demand for our products and fluctuations in consumer purchase patterns prior to major holiday seasons. In recent periods, broad fluctuations in the semiconductor markets and the global and regional economic conditions, in particular the decline of the PC market conditions, have had a more significant impact on our results of operations than seasonality.

Principal line items of statements of operations

The following describes the principal line items set forth in our condensed consolidated statements of operations:

Revenue

We generate revenue primarily from the sale of power semiconductors, consisting of power discretes and power ICs. Historically, a majority of our revenue was derived from power discrete products and a smaller amount was derived from power IC products. Because our products typically have three-year to five-year life cycles, the rate of new product introduction is an important driver of revenue growth over time. We believe that expanding the breadth of our product portfolio is important to our business prospects, because it provides us with an opportunity to increase our total bill-of-materials within an electronic system and to address the power requirements of additional electronic systems. In addition, a small percentage of our total revenue is generated by providing packaging and testing services to third-parties through one of our subsidiaries.

Our product revenue includes the effect of the estimated stock rotation returns and price adjustments that we expect to provide to our distributors. Stock rotation returns are governed by contract and are limited to a specified percentage of the monetary value of products purchased by the distributor during a specified period. At our discretion or upon our direct negotiations with the original design manufacturers ("ODMs") or original equipment manufacturers ("OEMs"), we may elect to grant special pricing that is below the prices at which we sold our products to the distributors. In these situations, we will grant price adjustments to the distributors reflecting such special pricing. We estimate the price adjustments for inventory at the distributors based on factors such as distributor inventory levels, pre-approved future distributor selling prices, distributor margins and demand for our products.

Cost of goods sold

Our cost of goods sold primarily consists of costs associated with semiconductor wafers, packaging and testing, personnel, including share-based compensation expense, overhead attributable to manufacturing, operations and procurement, and cost associated with yield improvements, capacity utilization, warranty and inventory reserves. As the volume of sales increases, we expect cost of goods sold to increase. We have recently implemented a process to improve our factory capacity utilization rates by transferring more wafer production to our Oregon fab and reducing our reliance on outside foundries. While our utilization rates cannot be immune to the market conditions, our goal is to make them less vulnerable to market fluctuations. We believe our market diversification strategy and product growth will drive higher volume of manufacturing which will improve our factory utilization rates and gross margin in the long run.

Operating expenses

Our operating expenses consist of research and development, selling, general and administrative expenses. We expect that our total operating expenses will generally increase over time due to our belief that our business will continue to grow. However, our operating expenses as a percentage of revenue may fluctuate from period to period.

Research and development expenses. Our research and development expenses consist primarily of salaries, bonuses, benefits, share-based compensation expense, expenses associated with new product prototypes, travel expenses, fees for engineering services provided by outside contractors and consultants, amortization of software and design tools, depreciation of equipment and overhead costs for research and development personnel. As we continue to invest significant resources in developing new technologies and products, we expect our research and development expenses to increase.

Selling, general and administrative expenses. Our selling, general and administrative expenses consist primarily of salaries, bonuses, benefits, share-based compensation expense, product promotion costs, occupancy costs, travel expenses, expenses related to sales and marketing activities, amortization of software, depreciation of equipment, maintenance costs and other expenses for general and administrative functions as well as costs for outside professional services, including legal, audit and accounting services. We expect our selling, general and administrative expenses to increase as we expand our business.

Income tax expense

We are subject to income taxes in various jurisdictions. Significant judgment and estimates are required in determining our worldwide income tax expense. The calculation of tax liabilities involves dealing with uncertainties in the application of complex tax regulations of different jurisdictions globally. We establish accruals for potential liabilities and contingencies based on a more likely than not threshold to the recognition and de-recognition of uncertain tax positions. If the recognition threshold is met, the applicable accounting guidance permits us to recognize a tax benefit measured at the largest amount of

tax benefit that is more likely than not to be realized upon settlement with a taxing authority. If the actual tax outcome of such exposures is different from the amounts that were initially recorded, the differences will impact the income tax and deferred tax provisions in the period in which such determination is made. Changes in the location of taxable income (loss) could result in significant changes in our income tax expense.

We record a valuation allowance against deferred tax assets if it is more likely than not that a portion of the deferred tax assets will not be realized, based on historical profitability and our estimate of future taxable income in a particular jurisdiction. Our judgments regarding future taxable income may change due to changes in market conditions, changes in tax laws, tax planning strategies or other factors. If our assumptions and consequently our estimates change in the future, the deferred tax assets may increase or decrease, resulting in corresponding changes in income tax expense. Our effective tax rate is highly dependent upon the geographic distribution of our worldwide profits or losses, the tax laws and regulations in each geographical region where we have operations, the availability of tax credits and carry-forwards and the effectiveness of our tax planning strategies.

Results of Operations

The following tables set forth statements of operations, also expressed as a percentage of revenue, for the three months ended September 30, 2013 and 2012 . Our historical results of operations are not necessarily indicative of the results for any future period.

	Three Months Ended September 30,			
	2013	2012	2013	2012
	(in thousands)		(% of revenue)	
Revenue	\$ 84,121	\$ 95,761	100.0 %	100.0 %
Cost of goods sold	66,970	70,228	79.6 %	73.3 %
Gross profit	17,151	25,533	20.4 %	26.7 %
Operating expenses				
Research and development	6,847	6,933	8.1 %	7.2 %
Selling, general and administrative	8,940	8,781	10.6 %	9.2 %
Total operating expenses	15,787	15,714	18.7 %	16.4 %
Operating income	1,364	9,819	1.7 %	10.3 %
Interest income	24	17	— %	— %
Interest expense	(79)	(82)	(0.1)%	(0.1)%
Income before income taxes	1,309	9,754	1.6 %	10.2 %
Income tax expense	1,002	1,812	1.2 %	1.9 %
Net income	\$ 307	\$ 7,942	0.4 %	8.3 %

Share-based compensation expense was allocated as follow:

	Three Months Ended September 30,			
	2013	2012	2013	2012
	(in thousands)		(% of revenue)	
Cost of goods sold	\$ 196	\$ 198	0.2%	0.2%
Research and development	295	393	0.4%	0.4%
Selling, general and administrative	718	850	0.9%	0.9%
Total	\$ 1,209	\$ 1,441	1.5%	1.5%

Revenue

The following is a summary of revenue by product type:

	Three Months Ended September 30,			
	2013	2012	Change	
	(in thousands)		(in thousands)	(in percentage)
Power discrete	\$ 65,145	\$ 75,504	\$ (10,359)	(13.7)%
Power IC	13,612	14,531	(919)	(6.3)%
Packaging and testing services	5,364	5,726	(362)	(6.3)%
	\$ 84,121	\$ 95,761	\$ (11,640)	(12.2)%

Total revenue was \$84.1 million for the three months ended September 30, 2013 , a decrease of \$11.6 million , or 12.2% , as compared to \$95.8 million for the same period last year. The decrease was primarily due to the decrease in sales of \$10.4 million , \$0.9 million , and \$0.4 million of power discrete, power IC products and packaging and testing services, respectively. The decrease in sales of power discrete and power IC products was mainly a result of a 4.0% decrease in unit shipments, and a 8.5% decline in average selling prices as compared to the same period of last year, mainly due to selling price erosion in the

computing and consumer markets and to a lesser extent, a shift in product mix as a result of reduced demand for our products related to PC applications. The decrease in revenue of packaging and testing services for the three months ended September 30, 2013 as compared to the same period last year was primarily due to reduced demand as result of the declining PC markets.

Cost of goods sold and gross profit

	Three Months Ended September 30,			
	2013	2012	Change	
	(in thousands)	(in thousands)	(in thousands)	(in percentage)
Cost of goods sold	\$ 66,970	\$ 70,228	\$ (3,258)	(4.6)%
Percentage of revenue	79.6%	73.3%		
Gross profit	\$ 17,151	\$ 25,533	\$ (8,382)	(32.8)%
Percentage of revenue	20.4%	26.7%		

Cost of goods sold was \$67.0 million for the three months ended September 30, 2013 , a decrease of \$3.3 million , or 4.6% , as compared to \$70.2 million for the same period last year, primarily as a result of decreased unit shipments. The decrease was partially offset by the impact of reduced raw material pricing during the three months ended September 30, 2013 . Gross margin decreased by 6.3% percentage points to 20.4% for the three months ended September 30, 2013 as compared to 26.7% for the same period of last year. The decrease in gross margin was primarily due to lower factory utilization as well as reduced average selling prices, mainly due to the continuing lower demand in the declining PC markets.

Research and development expenses

	Three Months Ended September 30,			
	2013	2012	Change	
	(in thousands)	(in thousands)	(in thousands)	(in percentage)
Research and development	\$ 6,847	\$ 6,933	\$ (86)	(1.2)%

Research and development expenses were \$6.8 million for the three months ended September 30, 2013 , a decrease of \$0.1 million , or 1.2% , as compared to \$6.9 million for the same period last year. The decrease was primarily attributable to a \$0.5 million decrease in product prototyping engineering expenses and a \$0.1 million decrease in share-based compensation primarily due to less stock options and awards granted during the three months ended September 30, 2013, partially offset by a \$0.5 million increase in employee compensation and benefits primarily due to increase in headcount and performance bonus. We continue to invest significant resources in developing new technologies and new products utilizing our own fabrication and packaging facilities. However, we expect that our research and development expenses will fluctuate from time to time.

Selling, general and administrative expenses

	Three Months Ended September 30,			
	2013	2012	Change	
	(in thousands)	(in thousands)	(in thousands)	(in percentage)
Selling, general and administrative	\$ 8,940	\$ 8,781	\$ 159	1.8%

Selling, general and administrative expenses were \$8.9 million for the three months ended September 30, 2013 , an increase of \$0.2 million , or 1.8% , as compared to \$8.8 million for the same period last year. The increase was primarily due to a \$0.8 million increase in employee compensation and benefits as a result of reduced performance bonus during the same period last year and a \$0.3 million increase in business tax primarily due to a business tax refund of a subsidiary in China during the same period of last year, partially offset by a \$0.2 million decrease in depreciation and amortization expenses primarily due to less fixed assets acquired during current and prior quarters, a \$0.4 million in recovery of doubtful account as a result of continued effort in collection from a service customer, a \$0.3 million decrease in audit and tax fees due to reduced related consulting services as well as a \$0.1 million decrease in share based compensation primarily due to less grants of share options and other equity awards during the three months ended September 30, 2013.

Interest income and expenses

Interest income was primarily related to interest earned from cash and cash equivalents. The increase in interest income during the three months ended September 30, 2013 as compared to the same period last year was primarily due to higher average interest rate.

Interest expense was primarily related to bank borrowings. The decrease in interest expenses during the three months ended September 30, 2013 was primarily due to a decrease in bank borrowings mainly related to the \$20.0 million term loan obtained in May 2012 for working capital of our Oregon fab.

Income tax expense

	Three Months Ended September 30,			
	2013	2012	Change	
	(in thousands)	(in thousands)	(in thousands)	(in percentage)
Income tax expense	\$ 1,002	\$ 1,812	\$ (810)	(44.7)%

We recognized income tax expense of approximately \$1.0 million and \$1.8 million for the three months ended September 30, 2013 and 2012 , respectively. The effective tax rate was 76.5% and 18.6% for the three months ended September 30, 2013 and 2012 , respectively. Our effective tax rate for the three months ended September 30, 2013 was higher than that for same period of last year primarily due to the changes in the mix of earnings in various geographic jurisdictions between the two periods.

Liquidity and Capital Resources

Our principal need for liquidity and capital resources is to maintain sufficient working capital to support our operations and to invest adequate capital expenditures to fuel the growth of our business. Currently, we primarily financed our operations and capital expenditures through funds generated from operations.

On May 11, 2012, we entered into a loan agreement with a financial institution that provides a term loan of \$20.0 million for general purposes and a \$10.0 million non-revolving credit line for the purchase of equipment. Both the term loan and equipment credit line will be fully repayable in May 2015. The borrowings may be made in the form of either Eurodollar loans or Base Rate loans. Eurodollar loans accrue interest based on an adjusted London Interbank Offer Rate ("LIBOR") as defined in the agreement, plus a margin of 1.00% to 1.75% . Base Rate loans accrue interest at the highest of (a) the lender's Prime Rate, (b) the Federal Funds Rate plus 0.5% and (c) the Eurodollar Rate (for a one-month interest period) plus 1% ; plus a margin of -0.5% to 0.25% . The applicable margins for both Eurodollar loans and Base Rate loans will vary from time to time in the foregoing ranges based on the cash and cash equivalent balances maintained by us and our subsidiaries with the lender. In May 2013, the equipment credit line expired and there was no outstanding balance. As of September 30, 2013 , the outstanding balance of the term loan was \$15.7 million .

The obligations under the term loan are secured by substantially all assets of two of our subsidiaries, including but not limited to, certain real property and related assets located at the Oregon fab. In addition, we and certain of our subsidiaries have agreed to guarantee full repayment and performance of the obligations under the loan agreement. The loan agreement contains customary restrictive covenants and includes certain financial covenants that require us to maintain on a consolidated basis specified financial ratios including total liabilities to tangible net worth, fixed charge coverage and current assets to current liabilities. As of September 30, 2013 , we were in compliance with these covenants.

Two of our subsidiaries in China had revolving lines of credit that allow each of the subsidiaries to draw down, from time to time, up to 80% of the accounts receivable of such subsidiary, with an aggregated maximum amount of RMB 95 million (equivalent of \$15.5 million based on the currency exchange rate as of September 30, 2013) to finance the subsidiary's working capital with a maximum of 120-day repayment term. The interest rate on each draw down varied and was indexed to the published LIBOR per annum. These lines expired in September 2013. As of September 30, 2013 , there was no outstanding balance under these two revolving lines of credit.

During July 2012, we entered into a loan agreement with the State of Oregon for an amount of \$0.3 million. The loan is required to be used for training new and re-training existing employees of the Oregon fab. The loan bears a compound annual interest rate of 5.0% and is to be repaid in April 2014. The State may forgive the loan and unpaid interest if certain conditions primarily relating to hiring targets are met and it is more likely than not that we will meet those hiring targets. As of September 30, 2013 , the outstanding balance and accrued interest of the loan, included in short term debt, was \$0.3 million .

On October 22, 2010, our board of directors authorized a \$25.0 million share repurchase program. Under this repurchase program we may, from time to time, repurchase shares from the open market or in privately negotiated transactions, subject to supervision and oversight by the board. During the three months ended September 30, 2013 and 2012, we did not repurchase any shares from the open market under the program. As of September 30, 2013 , we repurchased an aggregate of 241,770 shares from the open market for a total cost of \$2.3 million, at an average price of \$9.40 per share since inception of the program. Shares repurchased are accounted for as treasury shares and the total cost of shares repurchased is recorded as a reduction of shareholders' equity. As at September 30, 2013 , of the 241,770 repurchased shares, 16,050 shares with a weighted average repurchase price of \$13.80 per share, were reissued at an average price of \$4.05 per share for option exercises and vested RSUs.

We believe that our current cash and cash equivalents and cash flows from operations will be sufficient to meet our anticipated cash needs, including working capital and capital expenditures, for at least the next twelve months. In the long-term, we may require additional capital due to changing business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If our cash is insufficient to meet our needs, we may seek to raise capital through equity or debt financing. The sale of additional equity securities could result in dilution to our shareholders. The incurrence of indebtedness would result in increased debt service obligations and may include operating and financial covenants that would restrict our operations. We cannot be certain that any financing will be available in the amounts we need or on terms acceptable to us, if at all.

Cash and cash equivalents

As of September 30, 2013 and June 30, 2013, we had \$96.0 million and \$92.4 million of cash and cash equivalents, respectively. Our cash and cash equivalents primarily consisted of cash on hand and short-term bank deposits with original maturities of three months or less.

The following table shows our cash flows from operating, investing and financing activities for the periods indicated:

	Three Months Ended September 30,	
	2013	2012
	(in thousands)	
Net cash provided by operating activities	\$ 6,740	\$ 23,610
Net cash used in investing activities	(1,426)	(10,246)
Net cash used in financing activities	(1,739)	(339)
Effect of exchange rate changes on cash and cash equivalents	14	7
Net increase in cash and cash equivalents	\$ 3,589	\$ 13,032

Cash flows from operating activities

Net cash provided by operating activities of \$6.7 million for the three months ended September 30, 2013 resulted primarily from net income of \$0.3 million, non-cash charges of \$8.5 million and net change in working capital using net cash of \$2.1 million. The non-cash charges of \$8.5 million included (a) \$7.0 million of depreciation and amortization expenses, (b) \$1.2 million of share-based compensation expense and (c) \$0.4 million of net deferred income taxes, partially offset by \$0.1 million of gain on disposal of property and equipment during the quarter. The net change in working capital using net cash of \$2.1 million was primarily due to a (i) \$2.7 million increase in accounts receivable due to the timing of billings and collection of payments, (ii) \$0.5 million increase in other current and long term assets primarily due to increase in advance payments to vendors, (iii) \$0.5 million decrease in income taxes payable and (iv) \$0.1 million increase in inventories as we built up our inventories to meet market demand, partially offset by (a) \$0.7 million increase in accounts payable primarily due to increase in inventory purchase and timing of payment, and (b) \$0.9 million increase in accrued and other liabilities primarily related to employee contributions to ESPP.

Net cash provided by operating activities of \$23.6 million for the three months ended September 30, 2012 resulted primarily from net income of \$7.9 million, non-cash charges of \$9.1 million and net change in working capital providing net cash of \$6.6 million. The non-cash charges of \$9.1 million included \$7.3 million of depreciation and amortization expenses, \$1.4 million of share-based compensation expense, \$0.3 million of net deferred income taxes and \$0.1 million loss on disposal of property and equipment. The net change in working capital providing net cash of \$6.6 million was primarily due to a (i) \$9.5 million decrease in accounts receivable due to the timing of billings and collection of payments; (ii) \$2.8 million decrease in other current and long term assets primarily due to decrease in advance payments to suppliers; (iii) \$1.5 million increase in accounts payable primarily due to increase in inventory purchase and timing of payment, and (iv) \$0.5 million increase in income taxes payable; partially offset by \$5.3 million increase in inventories as we built up our inventories for the Oregon fab ramp up and \$2.4 million decrease in accrued and other liabilities primarily related to performance bonuses.

Cash flows from investing activities

Net cash used in investing activities of \$1.4 million for the three months ended September 30, 2013 was primarily attributable to purchase of property and equipment of \$1.6 million to increase our in-house production capacity, partially offset by \$0.2 million proceeds from sale of property and equipment during the quarter.

Net cash used in investing activities of \$10.2 million for the three months ended September 30, 2012 was primarily attributable to purchase of property and equipment to increase our in-house production capacity.

Cash flows from financing activities

Net cash used in financing activities of \$1.7 million for the three months ended September 30, 2013 was primarily attributable to \$1.4 million of net repayment of our borrowings and \$0.3 million in payment of capital lease obligations.

Net cash used in financing activities of \$0.3 million for the three months ended September 30, 2012 was primarily attributable to \$0.5 million of net repayment of our borrowings and \$0.3 million in payment of capital lease obligations; partially offset by a \$0.4 million of proceeds from exercise of stock options.

Capital expenditures

Capital expenditures were \$1.6 million and \$10.2 million for the three months ended September 30, 2013 and 2012 , respectively. Our capital expenditures primarily consisted of the purchases of property and equipment. As we have been building the foundation for our wafer manufacturing and new technology development capability under the fab-lite business model since the acquisition of the Oregon fab in January 2012, we will be focusing on new product development and factory utilization going forward.

Capital expenditures for the three months ended September 30, 2013 primarily consisted of purchases of equipment for our packaging and testing services as well as for upgrading our operational and financial systems. Capital expenditures for the three months ended September 30, 2012 primarily consisted of purchases of equipment for the Oregon fab.

Commitments

As of September 30, 2013 and June 30, 2013 , we had approximately \$18.9 million and \$25.8 million , respectively, of outstanding purchase commitments primarily for purchases of semiconductor raw materials and wafers.

As of September 30, 2013 and June 30, 2013 , we had approximately \$1.9 million and \$0.4 million , respectively, of capital commitments for the purchase of property and equipment.

Off-Balance Sheet Arrangements

As of September 30, 2013 , we had no material off-balance sheet arrangements as defined in Regulation S-K 303(a)(4)(ii) arrangements.

Recent Accounting Pronouncements

See [Note 1](#) of the Notes to the Condensed Consolidated Financial Statements contained in this Quarterly Report on Form 10-Q for a full description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on results of operations and financial condition, which is incorporated herein by reference.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in the market risks previously disclosed in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," of our Annual Report on Form 10-K for the year ended June 30, 2013, filed with the SEC on August 30, 2013.

ITEM 4. CONTROLS AND PROCEDURES

Management's Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, (the "Exchange Act")), as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of September 30, 2013 have been designed and are functioning effectively to provide reasonable assurance that the information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the three months ended September 30, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitation on Effectiveness of Controls

While our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance that their respective objectives will be met, we do not expect that our disclosure controls and procedures or our internal control over financial reporting are or will be capable of preventing or detecting all errors and all fraud. Any control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are currently not a party to any material legal proceedings. We have in the past, and may from time to time in the future, become involved in legal proceedings arising from the normal course of business activities. The semiconductor industry is characterized by frequent claims and litigation, including claims regarding patent and other intellectual property rights as well as improper hiring practices. Irrespective of the validity of such claims, we could incur significant costs in the defense thereof or could suffer adverse effects on its operations.

ITEM 1A. RISK FACTORS

Item 1A of Part I of our Annual Report on Form 10-K for the year ended June 30, 2013, filed with the SEC on August 30, 2013, contains risk factors identified by AOS. There have been no material changes to the risk factors we previously disclosed. Our operations could also be affected by additional factors that are not presently known to us or by factors that we currently consider immaterial to our business.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the three months ended September 30, 2013 , we made no sale of unregistered securities and no repurchase of shares under the \$25.0 million share repurchase program authorized by our board of director on October 22, 2010.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

10.1	Form of Director's Share Option Agreement under the Automatic Grant Program
31.1	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation
101.DEF	XBRL Taxonomy Extension Definition
101.LAB	XBRL Taxonomy Extension Labels
101.PRE	XBRL Taxonomy Extension Presentation

SIGNATURES

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

November 6, 2013

ALPHA AND OMEGA SEMICONDUCTOR LIMITED

By: _____ /s/ MARY L. DOTZ
Mary L. Dotz
Chief Financial Officer
(Principal Financial Officer)

Director Annual Grant
ALPHA AND OMEGA SEMICONDUCTOR LIMITED
SHARE OPTION AGREEMENT

RECITALS

A. The Company has implemented an automatic option grant program under the Plan pursuant to which eligible non-employee members of the Board will automatically receive special option grants at periodic intervals over their period of Board service in order to provide such individuals with a meaningful incentive to continue to serve as members of the Board.

B. Optionee is an eligible non-employee Board member, and this Agreement is executed pursuant to, and is intended to carry out the purposes of, the Plan in connection with the automatic grant of an option to Optionee.

C. All capitalized terms in this Agreement shall have the meaning assigned to them in the attached Appendix.

NOW, THEREFORE , it is hereby agreed as follows:

1. **Grant of Option** . The Company hereby grants to Optionee, as of the Grant Date, a Non-Statutory Option to purchase up to the number of Option Shares specified in the Grant Notice. The Option Shares shall be purchasable from time to time during the option term specified in Paragraph 2 at the Exercise Price.

2. **Option Term** . This option shall have a term of ten (10) years measured from the Grant Date and shall accordingly expire at the close of business on the Expiration Date, unless sooner terminated in accordance with Paragraph 5 or 6.

3. **Limited Transferability** . This option, together with the Option Shares during the period prior to exercise, shall be neither transferable nor assignable by Optionee other than by will or the laws of inheritance following Optionee's death and may be exercised, during Optionee's lifetime, only by Optionee.

4. **Exercisability/Vesting** .

(a) This option shall be immediately exercisable for any or all of the Option Shares, whether or not the Option Shares are at the time vested in accordance with the Vesting Schedule, and shall remain so exercisable until the Expiration Date or sooner termination of the option term under Paragraph 5 or 6.

(b) Optionee shall, in accordance with the Vesting Schedule set forth in the Grant Notice, vest in the Option Shares in one or more installments over his or her period of Board service. The Option Shares shall, however, be subject to accelerated vesting pursuant to the provisions of Paragraph 5 or 6, but in no event shall any additional Option Shares vest following Optionee's cessation of service as a Board member.

5. **Cessation of Board Service.** Should Optionee's service as a Board member cease while this option remains outstanding, then the option term specified in Paragraph 2 shall terminate (and this option shall cease to be outstanding) prior to the Expiration Date in accordance with the following provisions:

(a) Should Optionee cease to serve as a Board member for any reason while this option is outstanding, then the period during which this option may be exercised shall be reduced to a twelve (12)-month period measured from the date of such cessation of Board service, but in no event shall this option be exercisable at any time after the Expiration Date. During such limited period of exercisability, Optionee (or the person or persons to whom this option is transferred pursuant to a permitted transfer under Paragraph 3) may not exercise this option in the aggregate for more than the number of Option Shares (if any) in which Optionee is vested on the date of his or her cessation of Board service. Upon the earlier of (i) the expiration of such twelve (12)-month period or (ii) the specified Expiration Date, the option shall terminate and cease to be exercisable with respect to any vested Option Shares for which the option has not been exercised.

(b) Should Optionee cease service as a Board member by reason of death or Permanent Disability, then any Option Shares at the time subject to this option but not otherwise vested shall vest in full so that this option may be exercised for any or all of the Option Shares as fully vested shares of Common Stock at any time prior to the earlier of (i) the expiration of the twelve (12)-month period measured from the date of Optionee's cessation of Board service or (ii) the specified Expiration Date, whereupon this option shall terminate and cease to be outstanding.

(c) Upon Optionee's cessation of Board service for any reason other than death or Permanent Disability, this option shall immediately terminate and cease to be outstanding with respect to any and all Option Shares in which Optionee is not otherwise at that time vested in accordance with the normal Vesting Schedule or the special vesting acceleration provisions of Paragraph 6 below.

6. **Change in Control.**

(a) In the event of a Change in Control effected during Optionee's period of Board service, any Option Shares at the time subject to this option but not otherwise vested shall automatically vest so that this option shall, immediately prior to the effective date for that Change in Control, become exercisable for all of the Option Shares as fully vested shares and may be exercised for any or all of those vested shares. Immediately following the consummation of the Change in Control, this option shall terminate and cease to be outstanding, except to the extent

assumed by the successor corporation or its parent company or otherwise continued in effect pursuant to the terms of the Change in Control transaction.

(b) If this option is assumed in connection with a Change in Control or otherwise continued in effect, then this option shall be appropriately adjusted, immediately after such Change in Control, to apply to the number and class of securities which would have been issuable to Optionee in consummation of such Change in Control had the option been exercised immediately prior to such Change in Control, and appropriate adjustments shall also be made to the Exercise Price, provided the aggregate Exercise Price shall remain the same. To the extent the actual holders of the Company's outstanding Common Shares receive cash consideration for their Common Shares in consummation of the Change in Control, the successor corporation may, in connection with the assumption of this option, substitute one or more shares of its own common stock with a fair market value equivalent to the cash consideration paid per Common Share in such Change in Control transaction.

7. **Adjustment in Option Shares**. In the event of any of the following transactions affecting the outstanding Common Shares as a class without the Company's receipt of consideration: any share split, share dividend, spin-off transaction, extraordinary distribution (whether in cash, securities or other property), recapitalization, combination of shares, exchange of shares or other similar transaction affecting the Common Shares without the Company's receipt of consideration or in the event of a substantial reduction to the value of the outstanding Common Shares as a result of a spin-off transaction or extraordinary distribution, then equitable adjustments shall be made to (i) the total number and/or class of securities subject to this option and (ii) the Exercise Price. The adjustments shall be made by the Plan Administrator in such manner as the Plan Administrator deems appropriate in order to reflect such change, and those adjustments shall be final, binding and conclusive.

8. **Shareholder Rights**. The holder of this option shall not have any shareholder rights with respect to the Option Shares until such person shall have exercised the option, paid the Exercise Price and become a holder of record of the purchased shares.

9. **Manner of Exercising Option**.

(a) In order to exercise this option with respect to all or any part of the Option Shares for which this option is at the time exercisable, Optionee (or any other person or persons exercising the option) must take the following actions:

(i) Execute and deliver to the Company a Notice of Exercise for the Option Shares for which the option is exercised in such form as provided by the Company or comply with such other procedures as the Company may establish for notifying the Company of the exercise of this option for one or more Option Shares.

(ii) Pay the aggregate Exercise Price for the purchased shares in one or more of the following forms:

(A) cash or check made payable to the Company,

(B) in Common Shares held by Optionee (or any other person or persons exercising the option) for the requisite period necessary to avoid a charge to the Company's earnings for financial reporting purposes and valued at Fair Market Value on the Exercise Date, or

(C) to the extent the option is exercised for vested Option Shares, through a special sale and remittance procedure pursuant to which Optionee (or any other person or persons exercising the option) shall concurrently provide irrevocable instructions (a) to a brokerage firm (reasonably satisfactory to the Company for administering such procedure in compliance with any applicable pre-clearance or pre-notification requirements) to effect the immediate sale of the purchased shares and remit to the Company, out of the sale proceeds available on the settlement date, sufficient funds to cover the aggregate Exercise Price payable for the purchased shares plus all applicable Federal, state and local income and employment taxes required to be withheld by the Company by reason of such exercise and (b) to the Company to deliver the certificates for the purchased shares directly to such brokerage firm in order to complete the sale.

(iii) Furnish to the Company appropriate documentation that the person or persons exercising the option (if other than Optionee) have the right to exercise this option.

(b) Except to the extent the sale and remittance procedure is utilized in connection with the option exercise, payment of the Exercise Price must accompany the Notice of Exercise delivered to the Company in connection with the option exercise.

(c) As soon after the Exercise Date as practical, the Company shall issue to or on behalf of Optionee (or any other person or persons exercising this option) a certificate for the purchased Option Shares, with the appropriate legends affixed thereto. To the extent any such Option Shares are unvested, the certificates for those Option Shares shall be endorsed with an appropriate legend evidencing the Company's repurchase rights and may be held in escrow with the Company until such shares vest.

(d) In no event may this option be exercised for any fractional shares.

10. **Compliance with Laws and Regulations**.

(a) The exercise of this option and the issuance of the Option Shares upon such exercise shall be subject to compliance by the Company and Optionee with all applicable requirements of law relating thereto and with all applicable regulations of any stock exchange on which the Common Shares may be listed for trading at the time of such exercise and issuance.

(b) The inability of the Company to obtain approval from any regulatory body having authority deemed by the Company to be necessary to the lawful issuance and sale of any Common Shares pursuant to this option shall relieve the Company of any liability with respect to the non-issuance or sale of the Common Shares as to which such approval shall not have been obtained. The Company, however, shall use its best efforts to obtain all such approvals.

11. **Successors and Assigns**. Except to the extent otherwise provided in Paragraph 3 or 6, the provisions of this Agreement shall inure to the benefit of, and be binding upon, the Company and its successors and assigns and Optionee, Optionee's assigns and the legal representatives, heirs and legatees of Optionee's estate.

12. **Notices**. Any notice required to be given or delivered to the Company under the terms of this Agreement shall be in writing and addressed to the Company at its principal corporate offices. Any notice required to be given or delivered to Optionee shall be in writing and addressed to Optionee at the most current address then indicated for Optionee on the Company's employee records or shall be delivered electronically to Optionee through the Company's electronic mail system. All notices shall be deemed effective upon personal delivery or through the Company's electronic mail system or upon deposit in the U.S. mail, postage prepaid and properly addressed to the party to be notified.

13. **Construction**. This Agreement and the option evidenced hereby are made and granted pursuant to the Plan and are in all respects limited by and subject to the terms of the Plan.

14. **Governing Law**. The interpretation, performance and enforcement of this Agreement shall be governed by the laws of the State of California without resort to that State's conflict-of-laws rules.

APPENDIX

The following definitions shall be in effect under the Agreement:

- A. **Agreement** shall mean this Share Option Agreement.
- B. **Board** shall mean the Company's Board of Directors.
- C. **Change in Control** shall mean a change in ownership or control of the Company effected through any of the following transactions:
 - (i) a merger, consolidation or other reorganization approved by the Company's shareholders, unless securities representing more than fifty percent (50%) of the total combined voting power of the voting securities of the successor corporation are immediately thereafter beneficially owned, directly or indirectly and in substantially the same proportion, by the persons who beneficially owned the Company's outstanding voting securities immediately prior to such transaction, or
 - (ii) a shareholder-approved sale, transfer or other disposition of all or substantially all of the Company's assets in liquidation or dissolution of the Company, or
 - (iii) the acquisition, directly or indirectly by any person or related group of persons (other than the Company or a person that directly or indirectly controls, is controlled by, or is under common control with, the Company), of beneficial ownership (within the meaning of Rule 13d-3 of the 1934 Act) of securities possessing more than fifty percent (50%) of the total combined voting power of the Company's outstanding securities pursuant to a tender or exchange offer made directly to the Company's shareholders.
- D. **Code** shall mean the Internal Revenue Code of 1986, as amended.
- E. **Common Shares** shall mean the Company's common shares.
- F. **Company** shall mean Alpha and Omega Semiconductor Limited, a company incorporated and existing under the laws of the Islands of Bermuda, and any successor corporation to all or substantially all of the assets or voting stock of Alpha and Omega Semiconductor Limited which shall by appropriate action assume this option.
- G. **Exercise Date** shall mean the date on which the option shall have been exercised in accordance with Paragraph 9 of the Agreement.
- H. **Exercise Price** shall mean the exercise price payable per Option Share as specified in the Grant Notice.

- I. **Expiration Date** shall mean the date on which the option expires as specified in the Grant Notice.
- J. **Fair Market Value** per Common Share on any relevant date shall be determined in accordance with the following provisions:
- (i) If the Common Shares are at the time traded on the Nasdaq Global or Global Select Market, then the Fair Market Value shall be the closing selling price of the Common Share on the date in question, as the price is reported by the Financial Industry Regulatory Authority for that particular Stock Exchange and published in The Wall Street Journal. If there is no closing selling price for the Common Shares on the date in question, then the Fair Market Value shall be the closing selling price on the last preceding date for which such quotation exists.
 - (ii) If the Common Shares are at the time listed on any other Stock Exchange, then the Fair Market Value shall be the closing selling price of the Common Share on the date in question on the Stock Exchange determined by the Plan Administrator to be the primary market for the Common Shares, as such price is officially quoted in the composite tape of transactions on such exchange and published in The Wall Street Journal. If there is no closing selling price for the Common Shares on the date in question, then the Fair Market Value shall be the closing selling price on the last preceding date for which such quotation exists.
- K. **Grant Date** shall mean the date of grant of the option as specified in the Grant Notice.
- L. **Grant Notice** shall mean the Notice of Grant of Share Option accompanying the Agreement, pursuant to which Optionee has been informed of the basic terms of the option evidenced hereby.
- M. **1934 Act** shall mean the Securities Exchange Act of 1934, as amended.
- N. **Non-Statutory Option** shall mean an option not intended to satisfy the requirements of Code Section 422.
- O. **Option Shares** shall mean the number of Common shares subject to the option.
- P. **Optionee** shall mean the person to whom the option is granted as specified in the Grant Notice.
- Q. **Permanent Disability** shall mean the inability of Optionee to perform his or her usual duties as a member of the Board by reason of any medically determinable physical or mental impairment which is expected to result in death or has lasted or can be expected to last for a continuous period of twelve (12) months or more.

R. **Plan** shall mean the Company's 2009 Share Option/Share Issuance Plan.

S. **Plan Administrator** shall mean the Board or any committee of the Board which has been authorized to administer one or more elements of the Plan.

T. **Stock Exchange** shall mean the American Stock Exchange, the Nasdaq Global or Global Select Market, the New York Stock Exchange, the Stock Exchange of Hong Kong Limited or any internationally recognized stock exchange (as determined by the Plan Administrator).

U. **Vesting Schedule** shall mean the vesting schedule specified in the Grant Notice, pursuant to which the Option Shares will vest in one or more installments over Optionee's period of Board service, subject to acceleration in accordance with the provisions of the Agreement.

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
SECURITIES EXCHANGE ACT RULES 13a-14(a) and 15d-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mike F. Chang, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Alpha and Omega Semiconductor Limited (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2013

/s/ Mike F. Chang

Mike F. Chang
Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
SECURITIES EXCHANGE ACT RULES 13a-14(a) and 15d-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mary L. Dotz, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Alpha and Omega Semiconductor Limited (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2013

/s/ Mary L. Dotz

Mary L. Dotz
Chief Financial Officer and Corporate Secretary

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mike F. Chang, chief executive officer of Alpha and Omega Semiconductor Limited (the "Company"), certify for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge,

- a. the Quarterly Report of the Company on Form 10-Q for the fiscal quarter ended September 30, 2013 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- b. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2013

/s/ Mike F. Chang

Mike F. Chang
Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mary L. Dotz, chief financial officer of Alpha and Omega Semiconductor Limited (the "Company"), certify for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge,

- a. the Quarterly Report of the Company on Form 10-Q for the fiscal quarter ended September 30, 2013 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- b. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2013

/s/ Mary L. Dotz

Mary L. Dotz
Chief Financial Officer and Corporate Secretary