

KIM JAMES JUNGSP

Form 4

February 25, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIM JAMES JUNGSP

2. Issuer Name **and** Ticker or Trading
Symbol
SEMTECH CORP [SMTC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

200 FLYNN ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2019

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

(Street)

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

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

CAMARILLO, CA 93012-8790

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/21/2019		M	5,150	A \$ 0	41,375	D
Common Stock	02/21/2019		F	1,858	D \$ 54.38	39,517	D
Common Stock	02/23/2019		M	18,334	A \$ 0	57,851	D
Common Stock	02/23/2019		F	7,165	D \$ 56.09	50,686	D
Common Stock	02/25/2019		S	1,514 (1)	D \$ 57.1534 (2)	49,172	D

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Common Stock 02/25/2019 S 986 ⁽¹⁾ D \$ 57.7014 ⁽³⁾ 48,186 D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	⁽⁴⁾	02/23/2019		M	18,334	⁽⁵⁾ ⁽⁵⁾	SMTC 18,334	\$
Restricted Stock Unit	⁽⁴⁾	02/21/2019		M	5,150	⁽⁶⁾ ⁽⁶⁾	SMTC 5,150	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KIM JAMES JUNGSP 200 FLYNN ROAD CAMARILLO, CA 93012-8790	SVP

Signatures

/s/James Jungsup Kim by Charles B. Ammann under Power of Attorney dated February 25, 2014 (Copy On File)

02/25/2019

^{__}Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Kim on July 5, 2018.

(2)

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This price represents the weighted average of these sales. The prices ranged from \$56.5300 to \$57.5200. Price and share details are available upon request.

- (3) This price represents the weighted average of these sales. The prices ranged from \$57.5800 to \$57.8800. Price and share details are available upon request.
- (4) Each stock unit is the economic equivalent of one share of Semtech common stock.
- (5) This grant vests in three annual installments beginning on February 23, 2017.
- (6) This grant vests in three annual installments beginning on February 21, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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