

ALPHA & OMEGA SEMICONDUCTOR Ltd
Form SC 13G/A
February 12, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)

Alpha and Omega Semiconductor Limited

(Name of Issuer)

COMMON SHARES

(Title of Class of Securities)

G6331P104

(CUSIP Number)

12/31/12

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

Page 1 of 9 Pages

CUSIP NO. G6331P104

13G

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL GROWTH FUND III AIV, L.P. (SCGF III AIV)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-8106748

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,370,131
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

9 2,370,131
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,370,131
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 9.3%¹
TYPE OF REPORTING PERSON

PN

¹ The percentage is based upon 25,396,572 shares of the Issuer's Common Shares outstanding as of December 31, 2012.

CUSIP NO. G6331P104

13G

Page 3 of 9 Pages

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL GROWTH PARTNERS III, L.P. (SCGP III)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-3735244

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 25,962
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

9 25,962
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 25,962
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%¹

12 TYPE OF REPORTING PERSON

PN

¹ The percentage is based upon 25,396,572 shares of the Issuer's Common Shares outstanding as of December 31, 2012.

CUSIP NO. G6331P104

13G

Page 4 of 9 Pages

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL GROWTH III PRINCIPALS FUND (SCG III PF)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-3737763

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 122,374
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

9 122,374
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 122,374
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.5%¹
TYPE OF REPORTING PERSON

OO

¹ The percentage is based upon 25,396,572 shares of the Issuer's Common Shares outstanding as of December 31, 2012.

CUSIP NO. G6331P104

13G

Page 5 of 9 Pages

1 NAME OF REPORTING PERSON

SCGF III MANAGEMENT, LLC (SCGF III LLC)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-2812373

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF 0
6 SHARED VOTING POWER
SHARES

BENEFICIALLY

OWNED BY 2,518,467 shares of which 2,370,131 shares are directly held by SCGF III AIV, 25,962 shares are directly held by SCGP III and 122,374 shares are directly held by SCG III PF. SCGF III LLC is the General Partner of SCGF III AIV and SCGP III, and the Managing Member of SCG III PF.

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

2,518,467 shares of which 2,370,131 shares are directly held by SCGF III AIV, 25,962 shares are directly held by SCGP III and 122,374 shares are directly held by SCG III PF. SCGF III LLC is the General Partner of SCGF III AIV and SCGP III, and the Managing Member of SCG III PF.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,518,467

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.9%¹

12 TYPE OF REPORTING PERSON

OO

¹ The percentage is based upon 25,396,572 shares of the Issuer's Common Shares outstanding as of December 31, 2012.

CUSIP NO. G6331P104

13G

Page 6 of 9 Pages

ITEM 1.

(a) Name of Issuer: Alpha and Omega Semiconductor Limited

(b) Address of Issuer's Principal Executive Offices:
Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

ITEM 2.

(a) Name of Persons Filing:
Sequoia Capital Growth Fund III AIV, L.P.

Sequoia Capital Growth Partners III, L.P.

Sequoia Capital Growth III Principals Fund

SCGF III Management, LLC

SCGF III LLC is the General Partner of SCGF III AIV and SCGP III, and the Managing Member of SCG III PF.

(b) Address of Principal Business Office or, if none, Residence:
3000 Sand Hill Road, 4-250

Menlo Park, CA 94025

(c) Citizenship:
SCGF III LLC, SCGP III, SCG III PF: Delaware

SCGF III AIV: Cayman Islands

(d) Title of Class of Securities: Common Shares

(e) CUSIP Number: G6331P104

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
NOT APPLICABLE

ITEM 4. Ownership
SEE ROWS 5 THROUGH 11 OF COVER PAGES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

CUSIP NO. G6331P104

13G

Page 7 of 9 Pages

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. "

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON
NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP
NOT APPLICABLE

ITEM 10. CERTIFICATION
NOT APPLICABLE

CUSIP NO. G6331P104

13G

Page 8 of 9 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2013

Sequoia Capital Growth Fund III AIV, L.P.
Sequoia Capital Growth Partners III, a Delaware Limited
Partnership

By: SCGF III Management, LLC, their General
Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Member

Sequoia Capital Growth III Principals Fund, a Delaware
Multiple Series LLC

By: SCGF III Management, LLC,
Its Managing Member

By: /s/ Douglas Leone
Douglas Leone, Managing Member

SCGF III Management, LLC

By: /s/ Douglas Leone
Douglas Leone, Managing Member

CUSIP NO. G6331P104

13G

Page 9 of 9 Pages

EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G relating to the common shares of Alpha and Omega Semiconductor Limited, and any further amendments thereto, to which this Agreement as to Joint Filing of Schedule 13G is attached as an exhibit is filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 12, 2013

Sequoia Capital Growth Fund III AIV, L.P.

Sequoia Capital Growth Partners III, a Delaware Limited Partnership

By: SCGF III Management, LLC, their General
Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Member
Sequoia Capital Growth III Principals Fund, a Delaware Multiple Series LLC

By: SCGF III Management, LLC,
Its Managing Member

By: /s/ Douglas Leone
Douglas Leone, Managing Member

SCGF III Management, LLC

By: /s/ Douglas Leone
Douglas Leone, Managing Member