

Super Micro Computer, Inc.
Form 4
November 10, 2015

FORM 4

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

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

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Liaw Yih-Shyan Wally

(Last) (First) (Middle)

980 ROCK AVE.

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Super Micro Computer, Inc. [SMCI]

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

11/06/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Secretary & V P of Intl Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 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	11/06/2015		M	7,200	A \$ 6.14	75,377	I By Spouse
Common Stock	11/06/2015		S ⁽¹⁾	7,200	D \$ 30.4084 ⁽²⁾	68,177	I By Spouse
Common Stock	11/06/2015		M	2,750	A \$ 12.92	70,927	I By Spouse
Common Stock	11/06/2015		S ⁽¹⁾	2,750	D \$ 30.2839 ⁽³⁾	68,177	I By Spouse
	11/06/2015		M	2,063	A \$ 12.5	70,240	I

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Common Stock								By Spouse
Common Stock	11/06/2015	S ⁽¹⁾	2,063	D	\$ 30.2032 (4)	68,177	I	By Spouse
Common Stock	11/06/2015	M	468	A	\$ 25.44	68,645	I	By Spouse
Common Stock	11/06/2015	S ⁽¹⁾	468	D	\$ 30.025 (5)	68,177	I	By Spouse
Common Stock						2,056,416	I	By Liaw Family Trust ⁽⁶⁾
Common Stock						8,880	I	By Child A
Common Stock						8,880	I	By Child B

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. I. Derivative Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6.14	11/06/2015		M		7,200		<u>(7)</u>	10/24/2018	Common Stock	7,200
Stock Option (right to buy)	\$ 12.92	11/06/2015		M		2,750		<u>(7)</u>	01/24/2021	Common Stock	2,750

Stock Option (right to buy)	\$ 12.5	11/06/2015	M	2,063	<u>(8)</u>	08/06/2022	Common Stock	2,063
Stock Option (right to buy)	\$ 25.44	11/06/2015	M	468	<u>(9)</u>	10/20/2024	Common Stock	468

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liaw Yih-Shyan Wally 980 ROCK AVE. SAN JOSE, CA 95131	X		Secretary & V P of Intl Sales	

Signatures

/s/Howard Hideshima,
Attorney-In-Fact

04/10/2014

__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) The reported sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Spouse of the reporting person on August 28, 2015.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.96 to \$30.79, inclusive. The reporting person undertakes to provide to Super Micro Computer, Inc., any security holder of Super Micro Computer, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.98 to \$30.78, inclusive. The reporting person undertakes to provide to Super Micro Computer, Inc., any security holder of Super Micro Computer, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.90 to \$30.77, inclusive. The reporting person undertakes to provide to Super Micro Computer, Inc., any security holder of Super Micro Computer, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.90 to \$30.11, inclusive. The reporting person undertakes to provide to Super Micro Computer, Inc., any security holder of Super Micro Computer, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.
- (5) These shares are held in a trust for the benefit of the reporting person's children. The reporting person and his spouse, Shiow-Meei S. Liaw, are the trustees of the trust.
- (6) The stock option is fully vested.
- (7) The vesting commencement date is 6/30/2012. The option is exercisable at the rate of 1/4th of the shares on the first anniversary of the vesting commencement date and 1/16th at the end of each successive calendar quarter thereafter.
- (8)

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- (9) The vesting commencement date is 10/20/2014. The option is exercisable at the rate of 1/4th of the shares on the first anniversary of the vesting commencement date and 1/16th at the end of each successive calendar quarter thereafter.

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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