

SEMTECH CORP
Form 3
May 19, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | | |
|---|---------|----------|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| Â Costello Mark C | | | 05/14/2015 | SEMTECH CORP [SMTC] | | |
| (Last) | (First) | (Middle) | | | | |
| 200 FLYNN ROAD | | | | | | |
| (Street) | | | | | | |
| CAMARILLO,Â CAÂ 93012-8790 | | | | | | |
| (City) | (State) | (Zip) | | | | |

(Check all applicable)

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

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 Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

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| | | | | | | | |
|-----------------------------|-------|------------|--------------|-------|----------|---|---|
| Stock Option (Right to Buy) | Â (2) | 05/13/2021 | Common Stock | 7,500 | \$ 23.28 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 08/14/2019 | Common Stock | 7,800 | \$ 29.21 | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 8,000 | \$ (4) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 8,000 | \$ (4) | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Stock | 5,000 | \$ (4) | D | Â |
| Restricted Stock Units | Â (7) | Â (7) | Common Stock | 6,500 | \$ (4) | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 7,500 | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Costello Mark C 200 FLYNN ROAD CAMARILLO, CA 93012-8790 | Â | Â | Â Vice President | Â |

Signatures

Mark C. Costello by Charles B. Ammann under Power of Attorney dated May 15, 2015 (Copy Attached)

05/19/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This award vests in four annual installments beginning on August 14, 2014.

(2) This award vests in four annual installments beginning on May 13, 2016.

(3) This award vests in four annual installments beginning on August 17, 2012.

(4) Each Restricted Stock Unit represents the contingent right to one share of the company's common stock.

(5) This award vests in four annual installments beginning on August 15, 2013.

(6) This award vests in four annual installments beginning on August 14, 2014.

(7) This award vests in four annual installments beginning on August 13, 2015.

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Remarks:

The Board of Directors determined that Mr. Costello is subject to Section 16(a) of May 14, 2015.

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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