

SunEdison Semiconductor Ltd
 Form 4
 January 22, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Dunnigan William Joseph

2. Issuer Name and Ticker or Trading Symbol
 SunEdison Semiconductor Ltd
 [SEMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/20/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 See Remarks

C/O SUNEDISON
 SEMICONDUCTOR LIMITED, 501
 PEARL DRIVE (CITY OF
 O?FALLON)

(Street)

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

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

ST. PETERS, MO 63376

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (9-02)

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

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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. Amount or Number of Shares
Employee Share Option (right to buy)	\$ 9.15	01/20/2015		A	4,907	<u>(1)</u> 07/18/2023	Ordinary Shares	4,907
Restricted Stock Units	<u>(4)</u>	01/20/2015		A	2,453	<u>(5)</u> <u>(5)</u>	Ordinary Shares	2,453
Employee Share Option (right to buy)	\$ 3.3	01/20/2015		A	1,472	<u>(6)</u> 04/25/2022	Ordinary Shares	1,472
Restricted Stock Units	<u>(4)</u>	01/20/2015		A	736	<u>(7)</u> <u>(7)</u>	Ordinary Shares	736
Employee Share Option (right to buy)	\$ 2.65	01/20/2015		A	3,175	<u>(8)</u> 08/20/2019	Ordinary Shares	3,175
Employee Share Option (right to buy)	\$ 1.68	01/20/2015		A	5,234	<u>(9)</u> 07/24/2022	Ordinary Shares	5,234
Employee Share Option (right to buy)	\$ 3.12	01/20/2015		A	4,274	<u>(10)</u> 09/18/2022	Ordinary Shares	4,274
Restricted Stock Units	<u>(4)</u>	01/20/2015		A	262	<u>(11)</u> <u>(11)</u>	Ordinary Shares	262

