

FIRST SOLAR, INC.

Form 4

July 25, 2016

**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  
Number: 3235-0287  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Widmar Mark R**

(Last) (First) (Middle)

**C/O FIRST SOLAR, INC., 350  
WEST WASHINGTON STREET,  
SUITE 600**

(Street)

**TEMPE, AZ 85281-1244**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**FIRST SOLAR, INC. [FSLR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/21/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(1)                                                                                                      | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 07/21/2016                              |                                                             | M                                       |                                                                         | 176,667                                                                                                            | A                                                                    | \$ 0                                                              |
|                                       |                                         |                                                             |                                         |                                                                         | 221,482                                                                                                            | D                                                                    |                                                                   |

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  
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SEC 1474  
(9-02)

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

# Edgar Filing: FIRST SOLAR, INC. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                 |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title           | Amount of<br>Number of<br>Shares |
| Performance<br>Units                                | (2)                                                                   | 07/21/2016                              |                                                             | M                                       | 176,667                                                                                                   | (3)                                                            | (3)                                                                 | Common<br>Stock | 176,667                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships                    |
|---------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                         | Director 10% Owner Officer Other |
| Widmar Mark R<br>C/O FIRST SOLAR, INC.<br>350 WEST WASHINGTON STREET, SUITE 600<br>TEMPE, AZ 85281-1244 | Chief Executive Officer          |

## Signatures

/s/ Peter C. Bartolino,  
Attorney-in-fact  
07/25/2016  
Date

\*\*Signature of Reporting Person

## 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) Represents shares of common stock issuable upon vesting of the second and final tranche of the Key Senior Talent Equity Performance Program ("KSTEPP") performance units granted to the reporting person on May 7, 2012. On July 21, 2016, the Compensation Committee of the Issuer's Board of Directors (the "Compensation Committee") certified the Issuer's achievement of the vesting condition for the second tranche of the KSTEPP performance units.
- (2) Each performance unit represents the right to receive, upon vesting, one share of the Issuer's common stock.
- (3) The performance units were granted on May 7, 2012 in accordance with the Issuer's 2010 Omnibus Incentive Compensation Plan and were to vest in two separate tranches, each contingent upon the achievement of a threshold performance goal and pre-established performance criteria within a defined performance period. Performance Units could not vest unless the participant remained continuously employed by the Issuer through the applicable vesting date, unless the participant was eligible, in certain pre-established circumstances, for a pro-rata settlement. In the event of a change of control of the Issuer during the performance period, regardless of whether the threshold performance goal had been achieved, 25% of the then unvested portion of the performance unit would vest or a different amount as determined by the Compensation Committee. On November 9, 2015, the Compensation Committee had certified the Issuer's achievement of the partial vesting condition for the rolling annual period ended September 30, 2015 (tranche 1), and on July 21, 2016, the Compensation Committee certified the Issuer's achievement of the full vesting condition for the rolling annual period ended June 30, 2016 (tranche 2).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.