

Costello Mark C  
Form 4  
June 06, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Costello Mark C

2. Issuer Name and Ticker or Trading Symbol  
SEMTECH CORP [SMTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 FLYNN ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/05/2018

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
VP and GM

CAMARILLO, CA 93012-8790

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

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 06/05/2018                           |  | M                              |   | 641   | A  | \$ 23.28  |
| Common Stock                    | 06/05/2018                           |  | M                              |   | 1,234   | A  | \$ 23.28  |
| Common Stock                    | 06/05/2018                           |  | S                              |   | 1,234   | D  | \$ 49.7893<br>(1)                                     |
| Common Stock                    | 06/05/2018                           |  | S                              |   | 2,207   | D  | \$ 49.8645<br>(2)                                     |

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

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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)

| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy)                      | \$ 23.28   | 06/05/2018                           |  | M                              | 1,234   | 05/13/2016 <sup>(3)</sup> 05/13/2021                     | SMTC  | 1,234                         |
| Option (right to buy)                      | \$ 23.28   | 06/05/2018                           |  | M                              | 641   | 05/13/2016 <sup>(3)</sup> 05/13/2021                     | SMTC  | 641                           |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| Costello Mark C<br>200 FLYNN ROAD<br>CAMARILLO, CA 93012-8790 |               |           | VP and GM |       |

## Signatures

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

06/06/2018

\_\_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) This price represents the weighted average of these sales. The prices ranged from \$49.7800 to \$49.8500. Price and share details are available upon request.
- (2)

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This price represents the weighted average of these sales. The prices ranged from \$49.8550 to \$49.9300. Price and share details are available upon request.

(3) This grant vests in four annual installments beginning on May 13, 2016.

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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