

MORGAN DONALD E III  
 Form 4  
 January 26, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Brigade Leveraged Capital Structures  
 Offshore Ltd

2. Issuer Name and Ticker or Trading Symbol  
 MAGNACHIP SEMICONDUCTOR  
 Corp [MX]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 INTERTRUST CORP SERVICES  
 (CAYMAN) LTD, 190 ELGIN  
 AVENUE, GEORGE TOWN

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/24/2018

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

(Street)  
 GRAND CAYMAN, E9 KY1-9005

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |
|   |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock, par value \$.01 per share | 01/24/2018                           |  | S                              | 149,000   | D   | \$ 12.925  | 2,981,000 D <sup>(1)</sup>                            |

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

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SEC 1474 (9-02)

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**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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Brigade Leveraged Capital Structures Offshore Ltd<br>INTERTRUST CORP SERVICES (CAYMAN) LTD<br>190 ELGIN AVENUE, GEORGE TOWN<br>GRAND CAYMAN, E9 KY1-9005 |               | X         |         |       |
| BRIGADE CAPITAL MANAGEMENT, LP<br>399 PARK AVENUE<br>16TH FLOOR<br>NEW YORK, NY 10022  |               | X         |         |       |
| MORGAN DONALD E III<br>C/O BRIGADE CAPITAL MANAGEMENT, LP<br>399 PARK AVENUE, 16TH FLOOR<br>NEW YORK, NY 10022   |               | X         |         |       |
| Brigade Capital Management GP, LLC<br>399 PARK AVENUE<br>16TH FLOOR<br>NEW YORK, NY 10022  |               | X         |         |       |

## Signatures

|   |            |
|---|------------|
| By: /s/ Donald E. Morgan, III, Director                           | 01/26/2018 |
| **Signature of Reporting Person                                   | Date       |
| /s/ Donald E. Morgan, III, Managing Member of its General Partner | 01/26/2018 |
| **Signature of Reporting Person                                   | Date       |
| /s/ Donald E. Morgan, III   | 01/26/2018 |

\_\_Signature of Reporting Person

Date

/s/ Donald E. Morgan, III, Managing Member

01/26/2018

\_\_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).

The reported securities are directly owned by Brigade Leveraged Capital Structures Fund Ltd. (the "Fund") and may be deemed beneficially owned by Brigade Capital Management, LP, the investment manager of the Fund, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital

- (1) Management GP, LLC, each a Reporting Person. Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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