SEC Form 4

 \square

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden

05

hours per response:

			or Section 30(h) of the Investment Company Act of 1940						
1	Address of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol <u>Qorvo, Inc.</u> [QRVO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Klein James L</u>					Director	10% Owner			
(1. oot)	(Firot)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)			
(Last) (First) (Middle) C/O QORVO, INC.			01/01/2015		VP and Pres. Infra. & Defense				
7628 THO	RNDIKE ROAD								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ridual or Joint/Group Fili	ng (Check Applicable			
l` '	BORO NC	27409		X	Form filed by One Re	porting Person			
		27405			Form filed by More th Person	an One Reporting			
(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)	Transaction Code (Instr.		4. Securities A Disposed Of (5)			Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	01/01/2015		A ⁽¹⁾		33,514	Α	(1)	33,514	D	

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. Transa Code (8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$16.7	01/01/2015		A ⁽¹⁾		12,168		08/05/2012 ⁽²⁾	08/05/2021	Common Stock	12,168	(1)	12,168	D	
Stock Option (Right to Buy)	\$14.19	01/01/2015		A ⁽¹⁾		25,889		07/09/2014 ⁽³⁾	04/09/2022	Common Stock	25,889	(1)	25,889	D	
Stock Option (Right to Buy)	\$11.59	01/01/2015		A ⁽¹⁾		14,799		07/05/2015 ⁽³⁾	04/05/2023	Common Stock	14,799	(1)	14,799	D	
Stock Option (Right to Buy)	\$16.75	01/01/2015		A ⁽¹⁾		10,306		07/05/2015 ⁽³⁾	06/07/2023	Common Stock	10,306	(1)	10,306	D	
Stock Option (Right to Buy)	\$31.08	01/01/2015		A ⁽¹⁾		13,188		07/07/2016 ⁽³⁾	04/07/2021	Common Stock	13,188	(1)	13,188	D	
Stock Option (Right to Buy)	\$48.42	01/01/2015		A ⁽¹⁾		5,652		07/07/2016 ⁽³⁾	09/08/2021	Common Stock	5,652	(1)	5,652	D	

Explanation of Responses:

1. Common stock and derivative securities were acquired pursuant to the merger agreement dated February 22, 2014, as amended on July 15, 2014, by and among RF Micro Devices, Inc., TriQuint

Semiconductor, Inc. ("TriQuint"), and Qorvo, Inc. ("Qorvo"). Upon the closing of the merger on January 1, 2015, TriQuint became a wholly-owned subsidiary of Qorvo and each share of TriQuint common stock was converted into 0.4187 shares of common stock of Qorvo. Also pursuant to the merger agreement, upon the closing of the merger on January 1, 2015, TriQuint became a wholly-owned subsidiary of Qorvo and each share of TriQuint common stock was converted into 0.4187 shares of common stock of Qorvo. Also pursuant to the merger agreement, upon the closing of the merger on January 1, 2015, all TriQuint equity awards were assumed by Qorvo, with such equity awards to be exercisable for or able to be settled in shares of Qorvo common stock, based on the exchange ratio of 0.4187.

2. The option vests as follows: 25% of the shares subject to the option vest on the date shown, which is one year after the date of grant, and an additional 6.25% of the shares subject to the option vest each calendar quarter thereafter over the next twelve quarters

3. The option vests in four quarterly installments beginning on this date.

Remarks:

/s/ Suzanne B. Rudy, by Power 01/05/2015 of Attorney

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.