Common Stock

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Milstead Byron Wayne				ssuer Name and Ticker XTTICE SEMIC CC]		-	•		ationship of Reportin k all applicable) Director Officer (give title below)	Person(s) to Issuer 10% Owner Other (specify below)			
(Last) 5555 NE MOOF	(First) (Middle) NE MOORE COURT			ate of Earliest Transac 31/2020	tion (Mo	onth/C	ay/Year)		VP Corp, General Counsel				
(Street)		4. If .	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)				
HILLSBORO	OR	97124								Form filed by One Reporting Person			
(City)	(State)	(Zip)							Form filed by More than One Reporting Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date			2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities and Disposed Of (5. Amount of Securities Beneficially Owned Following Reported	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)		(111301.4)	
Common Stock	•		07/31/2020)	М		3.679	A	\$5.73	8.549	D		

S

S

M

F⁽²⁾

М

F⁽²⁾

S

S

3,679

4,870

3,456

1,284

9,214

4,465

1.251

4,749

D

D

A

D

A

D

D

D

\$31.01

\$31.01

\$0.0(1)

\$31.09

\$0.0(1)

\$31.09

\$31.07

\$31.07

4,870

0

3,456

2,172

11,386

6,921

5,670

921

D

D

D

D

D

D

D

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)		ransaction of ode (Instr. Derivative		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				
Non- Qualified Stock Option (right to buy)	\$5.73	07/31/2020		М			3,679	01/18/2018 ⁽³⁾	10/18/2024	Common Stock	3,679	\$0.0	11,036	D	
Performance Restricted Stock Unit (PRSU)	\$0.0 ⁽⁴⁾	08/02/2020		M			9,214	08/02/2020 ⁽⁵⁾	(6)	Common Stock	9,214	\$0.0	45,707	D	
Restricted Stock Unit (RSU)	\$0.0 ⁽⁴⁾	08/02/2020		M			3,456	08/02/2020 ⁽⁷⁾	(6)	Common Stock	3,456	\$0.0	79,324	D	

Explanation of Responses:

- 1. Restricted Stock Units no purchase price for this transaction.
- 2. These shares were retained by the Issuer in order to meet the tax withholding obligations of the Reporting Person in connection with the vesting of an installment of the restricted stock units. The amount retained by the Issuer was not in excess of the amount of the tax liability.
- 3. This option to purchase shares of common stock becomes exercisable over a three and half year period where in 1/14th of the total shares granted vest on each quarterly anniversary of the grant date.
- 4. Each Restricted Stock Unit (RSU) represents a right to receive one share of the Issuers common shares without payment of specific consideration.

07/31/2020

07/31/2020

08/02/2020

08/02/2020

08/02/2020

08/02/2020

08/03/2020

08/03/2020

- 5. Performance Restricted Stock Units (PRSUs) vest as follows: one-third of the PRSUs will vest on each anniversary of the date of grant, subject to the achievement of certain performance conditions.
- 7. This grant of Restricted Stock Units (RSUs) vest as follows: 25% of the RSUs will vest upon the one-year anniversary of the grant date and an additional 6.25% of the RSUs vest each three months thereafter until 100% of the RSU grant is vested

/s/ Byron W. Milstead

08/03/2020

** Signature of Reporting Person

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.