

# FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

<b>1. Name and Address of Reporting Person *</b>  <b>WILSON JOHN MICHAEL</b>  <small>(Last) (First) (Middle)</small>  <b>200 FLYNN ROAD</b>  <small>(Street)</small>  <b>CAMARILLO, CA 93012-8790</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>SEMTECH CORP [ SMTC ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>3/7/2024</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Quality Officer and CTO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/7/2024		M		8,496	A	\$0	32,253	D	
Common Stock	3/7/2024		F		3,359	D	\$23.32	28,894	D	
Common Stock	3/8/2024		M		4,260	A	\$0	33,154	D	
Common Stock	3/8/2024		F		1,520	D	\$23.71	31,634	D	
Common Stock	3/9/2024		M		2,817	A	\$0	34,451	D	
Common Stock	3/9/2024		F		1,006	D	\$23.35	33,445	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Restricted Stock Unit	(1)	3/7/2024		M		8,496		(2)	(2)	Common Stock	8,496	\$0	16,992	D	
Restricted Stock Unit	(1)	3/8/2024		M		4,260		(3)	(3)	Common Stock	4,260	\$0	4,260	D	
Restricted Stock Unit	(1)	3/9/2024		M		2,817		(4)	(4)	Common Stock	2,817	\$0	0	D	

**Explanation of Responses:**

- (1) Each stock unit is the economic equivalent of one share of Semtech common stock.
- (2) This grant vests in three annual installments beginning on March 7, 2024.
- (3) This grant vests in three annual installments beginning on March 8, 2023.
- (4) This grant vests in three annual installments beginning on March 9, 2022.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON JOHN MICHAEL				

200 FLYNN ROAD  
CAMARILLO, CA 93012-8790

Chief Quality Officer and CTO

**Signatures**

/s/John Michael Wilson by Mark Lin under Power of Attorney dated October 6, 2023 (Copy On File)

3/11/2024

\*\*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.

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