

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
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**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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>CHUKWU EMEKA</b>		<b>SEMTECH CORP [ SMTC ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP and CFO</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>200 FLYNN ROAD</b>		<b>1/7/2022</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>CAMARILLO, CA 93012-8790</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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	1/7/2022		M		3750	A	\$17.51	103439	D	
Common Stock	1/7/2022		S		1800	D	\$80.7558 (1)	101639	D	
Common Stock	1/7/2022		S		1151	D	\$81.9102 (2)	100488	D	
Common Stock	1/7/2022		S		303	D	\$83.3372 (3)	100185	D	
Common Stock	1/7/2022		S		311	D	\$84.8921 (4)	99874	D	
Common Stock	1/7/2022		S		185	D	\$85.669 (5)	99689	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				
Stock Option (right to buy)	\$17.51	1/7/2022		M			3750	2/23/2017	2/23/2022	Common Stock	3750	\$0	11250	D	

**Explanation of Responses:**

- (1) This price represents the weighted average of these sales. The prices ranged from \$80.47 to \$80.985. Price and share details are available upon request.
- (2) This price represents the weighted average of these sales. The prices ranged from \$81.54 to \$82.4975. Price and share details are available upon request.
- (3) This price represents the weighted average of these sales. The prices ranged from \$82.715 to \$83.66. Price and share details are available upon request.
- (4) This price represents the weighted average of these sales. The prices ranged from \$84.425 to \$85.25. Price and share details are available upon request.
- (5) This price represents the weighted average of these sales. The prices ranged from \$85.52 to \$85.78. Price and share details are available upon request.

**Remarks:**

These transactions are pursuant to a Rule 10b5-1 trading plan adopted by Mr. Chukwu on September 13, 2021.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>CHUKWU EMEKA 200 FLYNN ROAD CAMARILLO, CA 93012-8790</b>			<b>EVP and CFO</b>	

**Signatures**

/s/Emeka Chukwu by Charles B. Ammann under Power of Attorney dated February 25, 2014 (Copy On File)

1/10/2022

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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