

Sciammas Maurice  
Form 4  
October 29, 2018

**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 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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sciammas Maurice

2. Issuer Name **and** Ticker or Trading  
Symbol

MONOLITHIC POWER SYSTEMS  
INC [MPWR]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

79 GREAT OAKS BLVD

(Street)

SAN JOSE, CA 95119

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/25/2018

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr. V.P.of Sales and Marketing

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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 Ownership (Instr. 4)
Common Stock	10/25/2018 <sup>(1)</sup>		M <sup>(1)</sup>	Amount 12,885 <sup>(1)</sup>	A \$ 0 392,766	D	
Common Stock	10/25/2018 <sup>(2)</sup>		M <sup>(2)</sup>	Amount 15,075 <sup>(2)</sup>	A \$ 0 407,841	D	
Common Stock					2,000	I	by Family Trust

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

**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 control**

SEC 1474  
(9-02)

number.

**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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	<u>(1)</u>	10/25/2018		<u>M</u> <sup>(1)</sup>			12,885	<u>(1)</u>	<u>(1)</u>	Common Stock	12,885
Performance Shares	<u>(2)</u>	10/25/2018		<u>M</u> <sup>(2)</sup>			15,075	<u>(2)</u>	<u>(2)</u>	Common Stock	15,075
Restricted Stock Units (3)	<u>(3)</u>	10/25/2018	<u>(3)</u>	A		48,000		<u>(3)</u>	<u>(3)</u>	Common Stock	48,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sciammas Maurice 79 GREAT OAKS BLVD SAN JOSE, CA 95119	Sr. V.P.of Sales and Marketing

## Signatures

By: Saria Tseng For: Maurice  
Sciammas 10/29/2018

\_\_\_\_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).

- (1) On December 31, 2015, the reporting person was granted a target number of 75,678 performance units in four tranches subject to satisfaction of share price targets over the next four years. The vesting of performance units in the second, third and fourth tranches is also subject to the satisfaction of certain operational goals, as determined by the Compensation Committee. All performance units are subject to time based vesting through January 1, 2020 or an earlier change in control. Once vested, one-third of the resulting shares have no sales restrictions and are sellable on January 1, 2020, one-third of the shares have sales restrictions until January 1, 2021 and one-third of the shares have sales restrictions until January 1, 2022. On October 25, 2018, the Compensation Committee determined one of the operational goals for the second tranche of performance units had been satisfied, which resulted in 12,885 units being credited, subject to time based vesting above.
- (2) On December 31, 2015, the reporting person was granted a target number of 75,678 shares of performance units in four tranches subject to satisfaction of share price targets over the next four years. The vesting of performance units in the second, third and fourth tranches is

## Edgar Filing: Sciammas Maurice - Form 4

also subject to the satisfaction of certain operational goals, as determined by the Compensation Committee. All performance units are subject to time based vesting and require service through January 1, 2020 or an earlier change in control. Once vested, one-third of the resulting shares have no sales restrictions and are sellable on January 1, 2020, one-third of the shares have sales restrictions until January 1, 2021 and one-third of the shares have sales restrictions until January 1, 2022. On October 25, 2018, the Compensation Committee determined one of the operational goals for the third tranche of performance units had been satisfied, which resulted in 15,075 units being credited, subject to time based vesting.

- On October 25, 2018, the reporting person was granted a target number of 9,600 performance units and can earn up to a maximum of 48,000 performance units subject to satisfaction of share price targets ranging from \$140 to \$172 over the performance periods from October 25, 2018 to December 31, 2023, as determined by the Compensation Committee of the Company. All performance units are
- (3) subject to time based vesting and require service through January 1, 2024 or an earlier change in control. Once vested, performance units convert into shares of common stock on a 1-for-1 basis and one-third of the resulting shares have no sales restrictions and are sellable on January 1, 2024, one-third of the shares have sales restrictions until January 1, 2025 and one-third of the shares have sales restrictions until January 1, 2026.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.