

Garabedian Raffi
Form 4
March 09, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Garabedian Raffi

2. Issuer Name and Ticker or Trading Symbol
FIRST SOLAR, INC. [FSLR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FIRST SOLAR, INC., 350
WEST WASHINGTON STREET,
SUITE 600

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2018

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Technology Officer

(Street)
TEMPE, AZ 85281-1244

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 03/07/2018 | | M | 7,662 (1) A \$ 0 | 10,666 | D | |
| Common Stock | 03/07/2018 | | F | 3,799 (2) D \$ 67.95 | 6,867 | D | |
| Common Stock | 03/08/2018 | | M | 3,601 (3) A \$ 0 | 10,468 | D | |
| Common Stock | 03/08/2018 | | F | 1,786 (2) D \$ 67.69 | 8,682 | D | |

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

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(9-02)

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 Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (4) | 03/07/2018 | | M | 7,662 | (5) (5) | Common Stock | 7,662 |
| Restricted Stock Units | (4) | 03/08/2018 | | M | 3,601 | (6) (6) | Common Stock | 3,601 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Garabedian Raffi C/O FIRST SOLAR, INC. 350 WEST WASHINGTON STREET, SUITE 600 TEMPE, AZ 85281-1244 | | | Chief Technology Officer | |

Signatures

/s/ Jason E. Dymbort, attorney-in-fact 03/09/2018

__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) Represents shares of common stock issued upon vesting of 25% of the restricted stock units granted on March 7, 2017.
- (2) Represents shares of common stock withheld by the Issuer to satisfy certain tax withholding obligations with the vesting of the restricted stock units.

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- (3) Represents shares of common stock issued upon vesting of 25% of the restricted stock units granted on March 8, 2016.
- (4) Each restricted stock unit represents the right to receive, upon vesting, one share of the Issuer's common stock in accordance with the Issuer's 2015 Omnibus Incentive Compensation Plan.
- (5) The restricted stock units were granted on March 7, 2017 as part of the Issuer's annual equity grant to executive officers. These units are scheduled to vest annually at a rate of 25% on each anniversary of the grant date, commencing on the first anniversary of the grant date.
- (6) The restricted stock units were granted on March 8, 2016 as part of the Issuer's annual equity grant to executive officers. These units are scheduled to vest annually at a rate of 25% on each anniversary of the grant date, commencing on the first anniversary of the grant date.

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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