SEC Form 4

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 | dress of Reporting | , | 2. Issuer Name and Ticker or Trading Symbol <u>COHU INC</u> [COHU] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner |
|----------------------|------------------------|----------|---|---|
| (Last) 12367 CROS | (First) THWAITE CII | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/12/2024 | X Officer (give title below) Other (specify below) Sr VP & Chief Customer Officer |
| (Street) POWAY | СА | 92064 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) (Month/Day/Year) | | ate, Transaction Code (Instr. | | | | | 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) | | (1150. 4) |
| Restricted Stock Units | 03/12/2024 | | A | | 12,360 ⁽¹⁾ | A | \$ <mark>0</mark> | 123,407 | D | |
| Performance Stock Units | 03/12/2024 | | A | | 18,541(2) | A | \$ <mark>0</mark> | 141,948(3) | 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) | 4. Transa Code (8) | | of Deriv Secu Acqu (A) o Dispe | r osed) r. 3, 4 | Expiration Date (Month/Day/Year) S | | and 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 | | | | |

Explanation of Responses:

1. Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of Cohu, Inc. Common Stock upon vesting. The RSUs vest in three equal annual installments beginning March 12, 2025 (assuming continued employment).

2. Represents Performance Stock Units (also referred to as RSUs) that will be converted on a one-for-one basis into shares of Cohu, Inc. Common Stock upon vesting. These performance stock units will vest only after the achievement of specified performance goals (total shareholder return). Provided such goals are achieved and subject to continued employment through the vesting date, vesting is scheduled to occur in full on the third anniversary of the date of the grant (March 12, 2027). The number of shares shown is the target award level. The actual number of shares that may vest ranges from 0% to 200% of the target amount, depending on achievement of specified performance goals.

3. Number of shares includes 92,366 RSUs (excluding the impact of shares that will be withheld to cover tax obligations) previously reported that in the future will be converted on a one-for-one basis into shares of Cohu, Inc. Common Stock immediately upon the vesting dates (assuming continued employment and achievement of specified performance goals).

/s/ Jeffrey D. Jones, by Power 03/13/2024 of Attorney

** 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.

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.