

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Engaged Capital LLC</u>  (Last) (First) (Middle) 610 NEWPORT CENTER DRIVE SUITE 250  (Street) NEWPORT CA 92660  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MAGNACHIP SEMICONDUCTOR Corp [ MX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share <sup>(1)</sup>	06/01/2016		J		1,017,209	D	\$0	0	I	By: Engaged Capital Master Feeder I, LP <sup>(2)</sup>
Common Stock, par value \$0.001 per share <sup>(1)</sup>	06/01/2016		J		1,017,209	A	\$0	3,452,974	I	By: Engaged Capital Master Feeder II, LP <sup>(3)</sup>
Common Stock, par value \$0.001 per share <sup>(1)</sup>								400,000	I	By: Managed Account of Engaged Capital, LLC <sup>(4)</sup>

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Engaged Capital LLC</u>  (Last) (First) (Middle) 610 NEWPORT CENTER DRIVE SUITE 250  (Street) NEWPORT CA 92660
--

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Welling Glenn W.](#)

(Last) (First) (Middle)

C/O ENGAGED CAPITAL, LLC  
610 NEWPORT CENTER DR. SUITE 250

(Street)

NEWPORT CA 92660  
BEACH

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Holdings, LLC](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE  
SUITE 250

(Street)

NEWPORT CA 92660  
BEACH

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Master Feeder I, LP](#)

(Last) (First) (Middle)

CRICKET SQUARE, HUTCHINS DRIVE  
P.O. BOX 2681

(Street)

GRAND E9 KY1-1111  
CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ENGAGED CAPITAL I LP](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE  
SUITE 250

(Street)

NEWPORT CA 92660  
BEACH

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital I Offshore Ltd](#)

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE  
SUITE 250

(Street)

NEWPORT CA 92660  
BEACH

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Engaged Capital Master Feeder II, LP](#)

(Last) (First) (Middle)

CRICKET SQUARE, HUTCHINS DRIVE

P.O. BOX 2681

(Street)

GRAND CAYMAN E9 KY1-1111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ENGAGED CAPITAL II LP

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE  
SUITE 250

(Street)

NEWPORT BEACH CA 92660

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Engaged Capital II Offshore, Ltd.

(Last) (First) (Middle)

610 NEWPORT CENTER DRIVE  
SUITE 250

(Street)

NEWPORT BEACH CA 92660

(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 4 is filed jointly by Engaged Capital Master Feeder I, LP ("Engaged Capital Master I"), Engaged Capital Master Feeder II, LP ("Engaged Capital Master II"), Engaged Capital I, LP ("Engaged Capital I"), Engaged Capital I Offshore, Ltd. ("Engaged Capital Offshore"), Engaged Capital II, LP ("Engaged Capital II"), Engaged Capital II Offshore Ltd. ("Engaged Capital Offshore II"), Engaged Capital, LLC ("Engaged Capital"), Engaged Capital Holdings, LLC ("Engaged Holdings") and Glenn W. Welling (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
2. Shares owned directly by Engaged Capital Master I. As feeder funds of Engaged Capital Master I, each of Engaged Capital I and Engaged Capital Offshore may be deemed to beneficially own the shares owned directly by Engaged Capital Master I. As the general partner and investment adviser of Engaged Capital Master I, Engaged Capital may be deemed to beneficially own the shares owned directly by Engaged Capital Master I. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the shares owned directly by Engaged Capital Master I. Mr. Welling, as the founder and Chief Investment Officer ("CIO") of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the shares owned directly by Engaged Capital Master I.
3. Shares owned directly by Engaged Capital Master II. As feeder funds of Engaged Capital Master II, each of Engaged Capital II and Engaged Capital Offshore II may be deemed to beneficially own the shares owned directly by Engaged Capital Master II. As the general partner and investment adviser of Engaged Capital Master II, Engaged Capital may be deemed to beneficially own the shares owned directly by Engaged Capital Master II. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the shares owned directly by Engaged Capital Master II. Mr. Welling, as the founder and CIO of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the shares owned directly by Engaged Capital Master II.
4. Shares held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Engaged Capital, as the investment adviser of the Engaged Capital Account, may be deemed to beneficially own the shares held in the Engaged Capital Account. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the shares held in the Engaged Capital Account. Mr. Welling, as the founder and CIO of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the shares held in the Engaged Capital Account.
5. Represents a pro rata distribution of shares from Engaged Capital Master I to its partners and an in-kind contribution by such partners of such shares to Engaged Capital Master II. The transfer of shares from Engaged Capital Master I to Engaged Capital Master II was accomplished in-kind without the exchange of consideration. Following the pro rata distribution, Engaged Capital Master I, Engaged Capital I and Engaged Capital Offshore no longer beneficially owned any shares and shall cease to be Reporting Persons immediately following the filing of this Form 4.

Engaged Capital, LLC; By: /s/  
Glenn W. Welling, Authorized  
Signatory 06/03/2016

/s/ Glenn W. Welling 06/03/2016

Engaged Capital Holdings,  
LLC; By: /s/ Glenn W.  
Welling, Authorized Signatory. 06/03/2016

Engaged Capital Master Feeder  
I, LP; By: Engaged Capital,  
LLC; By: /s/ Glenn W.  
Welling, Authorized Signatory. 06/03/2016

Engaged Capital I, LP; By:  
Engaged Capital, LLC; By: /s/  
Glenn W. Welling, Authorized  
Signatory 06/03/2016

Engaged Capital I Offshore,  
Ltd.; By: /s/ Glenn W. Welling,  
Director 06/03/2016

Engaged Capital Master Feeder  
II, LP; By: Engaged Capital, 06/03/2016

[LLC; By: /s/ Glenn W. Welling, Authorized Signatory.](#)  
[Engaged Capital II, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory.](#) [06/03/2016](#)  
[Engaged Capital II Offshore Ltd.; By: /s/ Glenn W. Welling, Director](#) [06/03/2016](#)

\*\* 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.**