

INITIAL STATEMENT OF 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* <u>Yeh William H</u> (Last) (First) (Middle) <u>C/O APPLIED OPTOELECTRONICS, INC.</u> <u>13115 JESS PIRTLE BLVD.</u> (Street) <u>SUGAR</u> <u>TX</u> <u>77478</u> <u>LAND</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/25/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>APPLIED OPTOELECTRONICS, INC. [AAOIO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock, \$0.001 par value</u>	<u>6,786</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series A Convertible Preferred Stock</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>28,881</u>	<u>(1)</u>	<u>D</u>	
<u>Series C Convertible Preferred Stock</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>12,655</u>	<u>(2)</u>	<u>D</u>	
<u>Series G Convertible Preferred Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock, \$0.001 par value</u>	<u>19,047</u>	<u>(3)</u>	<u>D</u>	
<u>Series D Convertible Preferred Stock</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock, \$0.001 par value</u>	<u>4,224</u>	<u>(4)</u>	<u>I</u>	<u>By Spouse</u>
<u>Series F Convertible Preferred Stock</u>	<u>(5)</u>	<u>(5)</u>	<u>Common Stock, \$0.001 par value</u>	<u>13,440</u>	<u>(5)</u>	<u>I</u>	<u>By Spouse</u>
<u>Series G Convertible Warrant (Right to Buy)</u>	<u>12/31/2011</u>	<u>(6)</u>	<u>Common Stock, \$0.001 par value</u>	<u>133</u>	<u>18</u>	<u>I</u>	<u>By Spouse</u>
<u>Series G Convertible Warrant (Right to Buy)</u>	<u>12/31/2011</u>	<u>(7)</u>	<u>Common Stock, \$0.001 par value</u>	<u>652</u>	<u>18</u>	<u>I</u>	<u>By Spouse</u>
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(8)</u>	<u>05/29/2019</u>	<u>Common Stock, \$0.001 par value</u>	<u>667</u>	<u>6</u>	<u>D</u>	
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(9)</u>	<u>10/19/2019</u>	<u>Common Stock, \$0.001 par value</u>	<u>222</u>	<u>6</u>	<u>D</u>	
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(10)</u>	<u>10/19/2019</u>	<u>Common Stock, \$0.001 par value</u>	<u>1,400</u>	<u>6</u>	<u>D</u>	
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(11)</u>	<u>05/17/2021</u>	<u>Common Stock, \$0.001 par value</u>	<u>1,400</u>	<u>6</u>	<u>D</u>	
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(12)</u>	<u>11/13/2022</u>	<u>Common Stock, \$0.001 par value</u>	<u>1,750</u>	<u>6</u>	<u>D</u>	

Explanation of Responses:

- Each share of Series A Convertible Preferred Stock is convertible to 3.173126 share of the Issuer's common stock upon completion of the Issuer's initial public offering, and has no expiration date. This conversion ratio reflects an adjustment following a 30-for-1 reverse stock split effected by the Issuer on August 20, 2013.
- Each share of Series C Convertible Preferred Stock is convertible to 2.310651 share of the Issuer's common stock upon completion of the Issuer's initial public offering, and has no expiration date. This conversion ratio reflects an adjustment following a 30-for-1 reverse stock split effected by the Issuer on August 20, 2013.
- Each share of Series G Convertible Preferred Stock is convertible to 1 share of the Issuer's common stock upon completion of the Issuer's initial public offering, and has no expiration date. This conversion ratio reflects an adjustment following a 30-for-1 reverse stock split effected by the Issuer on August 20, 2013.
- Each share of Series D Convertible Preferred Stock is convertible to 2.535960 share of the Issuer's common stock upon completion of the Issuer's initial public offering, and has no expiration date. This

conversion ratio reflects an adjustment following a 30-for-1 reverse stock split effected by the Issuer on August 20, 2013.

5. Each share of Series F Convertible Preferred Stock is convertible to 3.618590 share of the Issuer's common stock upon completion of the Issuer's initial public offering, and has no expiration date. This conversion ratio reflects an adjustment following a 30-for-1 reverse stock split effected by the Issuer on August 20, 2013.

6. The warrant expires on the earlier of February 3, 2020 and upon the completion of the Issuer's initial public offering and is exercisable into 133 shares of Series G Convertible Preferred Stock. Each share of Series G Convertible Preferred Stock is convertible to 1 share of the Issuer's common stock upon completion of the Issuer's initial public offering.

7. The warrant expires on the earlier of February 3, 2020 and upon the completion of the Issuer's initial public offering and is exercisable into 652 shares of Series G Convertible Preferred Stock. Each share of Series G Convertible Preferred Stock is convertible to 1 share of the Issuer's common stock upon completion of the Issuer's initial public offering

8. The stock option grant fully vested on August 1, 2009.

9. The stock option grant fully vested on August 1, 2008.

10. The stock option grant fully vested on August 1, 2010.

11. The stock option grant fully vested on August 1, 2011

12. The stock option grant fully vested on August 1, 2012.

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

/s/ David C. Kuo for William

H. Yeh

09/25/2013

** 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 5 (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.

**LIMITED POWER OF ATTORNEY
FOR SECTION 16 REPORTING**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints David C. Kuo and Chih-Hsiang (Thompson) Lin, and each of them, as the undersigned's true and lawful attorney-in-fact (the "Attorney-in-Fact"), with full power of substitution and resubstitution, each with the power to act alone for the undersigned and in the undersigned's name, place and stead, in any and all capacities to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission ("SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required or considered advisable under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation of the SEC;

2. prepare, execute and submit to the SEC, any national securities exchange and Applied Optoelectronics, Inc., a Delaware corporation (the "Company"), any and all reports (including any amendment thereto) of the undersigned required or considered advisable under Section 16(a) of the Exchange Act, and the rules and regulations thereunder, with respect to the equity securities of the Company, including Form 3 (Initial Statement of Beneficial Ownership of Securities), Form 4 (Statement of Changes in Beneficial Ownership), and Form 5 (Annual Statement of Changes in Beneficial Ownership); and

3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact.

The undersigned acknowledges that:

1. this Limited Power of Attorney authorizes, but does not require, the Attorney-in-Fact to act at his or her discretion on information provided to such Attorney-in-Fact without independent verification of such information;

2. any documents prepared and/or executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information as the Attorney-in-Fact, in his or her discretion, deems necessary or desirable;

3. neither the Company nor the Attorney-in-Fact assumes any liability for the undersigned's responsibility to comply with the requirements of Section 16 of the Exchange Act, any liability of the undersigned for any failure to comply with such requirements, or any liability of the undersigned for disgorgement of profits under Section 16(b) of the Exchange Act; and this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under Section 16 of the Exchange Act, including, without, limitation, the reporting requirements under Section 16(a) of the Exchange Act; and

4. the undersigned hereby grants to the Attorney-in-Fact full power and authority to do and perform each and every act and thing requisite, necessary or convenient to be done in connection with the foregoing, as fully, to all intents and purposes, as the undersigned might or could do in person, hereby ratifying and confirming all that the Attorney-in-Fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by authority of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in equity securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

This Limited Power of Attorney shall be governed by and construed in accordance the laws of the State of Delaware without regard to the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of September 18, 2013.

Signature: /s/ William H. Yeh

Print Name: William H. Yeh