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NASDAQ
THE NASDAQ OMX GROUP

Received SEC
MAY 20 2014
Washington, DC 20549

William Slattery, CFA
Vice President
Listing Qualifications

By Electronic Mail

May 20, 2014

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on May 19, 2014 The Nasdaq Stock Market (the "Exchange") received from SunEdison Semiconductor Limited (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Ordinary Shares, no par value

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

William Slattery