

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

November 5, 2002

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Date of report (Date of earliest event reported)

Skyworks Solutions, Inc.

-----  
(Exact Name of Registrant as Specified in Charter)

Delaware

1-5560

04-2302115

-----  
(State or other Jurisdiction of  
Incorporation)

-----  
(Commission File No.)

-----  
(IRS Employer  
Identification No.)

20 Sylvan Road, Woburn, Massachusetts

01801

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

(781) 935-5150

-----  
(Registrant's telephone number, including area code)

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(Former Name or Former Address, If Changed Since Last Report)

ITEM 5. OTHER EVENTS

On November 5, 2002, Skyworks Solutions, Inc. (the "Company") issued a press release announcing that it intends to issue in a private placement \$160 million aggregate principal amount of its convertible subordinated notes due 2007 (the "Offering").

On November 6, 2002, the Company issued a press release announcing that it has priced the previously announced Offering, and that the size of the Offering had increased from \$160 million to \$200 million.

The Company's press releases announcing the Offering and subsequent pricing thereof are filed herewith as Exhibit 99.1 and Exhibit 99.2 and incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

- (a) FINANCIAL STATEMENTS OF BUSINESS ACQUIRED -- Not Applicable.
- (b) PRO FORMA FINANCIAL INFORMATION -- Not Applicable.
- (c) EXHIBITS.

EXHIBIT NO.	DESCRIPTION
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99.1	Press release of the Company dated as of November 5, 2002.
99.2	Press release of the Company dated as of November 6, 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SKYWORKS SOLUTIONS, INC.

Date: November 6, 2002

By: /s/ Paul E. Vincent

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Paul E. Vincent  
Vice President and Chief Financial Officer

EXHIBIT INDEX

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SKYWORKS MEDIA RELATIONS:  
Lisa Briggs  
(949) 231-4553

SKYWORKS INVESTOR RELATIONS:  
Thomas Schiller  
(949) 231-4700

SKYWORKS TO OFFER \$160 MILLION OF  
CONVERTIBLE SUBORDINATED NOTES

WOBURN, MASS., NOV. 5, 2002 - Skyworks Solutions, Inc. (Nasdaq: SWKS) today announced that it intends to issue \$160 million aggregate principal amount of its convertible subordinated notes due 2007 in a private placement, subject to market and certain other conditions.

The notes will be sold only to qualified institutional buyers in accordance with Rule 144A under the Securities Act. The notes are unsecured subordinated obligations, convertible into Skyworks common stock at the option of the holder at a price to be determined and, if not converted, will be due in November 2007.

Skyworks has granted the initial purchaser of the notes a 30-day option to purchase an additional \$30 million principal amount of the notes. The placement of the notes is expected to close in November 2002.

Approximately \$120 million of the net proceeds of the offering will be used to prepay, in part, amounts outstanding under Skyworks' financing agreement with Conexant Systems, Inc. (Nasdaq: CNXT), and the balance will be used by Skyworks for working capital purposes.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities. The securities to be offered will not be registered under the Securities Act or applicable state securities laws, and will not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities law.

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## ABOUT SKYWORKS

Skyworks is the industry's leading wireless semiconductor company focused on RF and complete cellular system solutions for mobile communications applications. The company began operations in June 2002, following the completion of the merger between Alpha Industries, Inc. and Conexant Systems, Inc.'s wireless communications business. Skyworks is focused on providing front-end modules, RF subsystems and cellular systems to wireless handset and infrastructure customers worldwide.

Skyworks has headquarters in Woburn and has executive offices in Newport Beach, Calif. The company has design, engineering, manufacturing, marketing, sales and service facilities throughout North America, Europe, Japan and Asia Pacific. For more information visit [www.skyworksinc.com](http://www.skyworksinc.com).

## SAFE HARBOR STATEMENT

This news release includes "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements include information relating to future results of Skyworks, the closing of the offering of the notes, including the date thereof, the company's use of the net proceeds from the offering, and other statements regarding matters that are not historical facts. All such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected, and may affect the company's future operating results, financial position and ability to finance outstanding indebtedness.

These risks and uncertainties include, but are not limited to: maintaining consistent and reliable sources of energy supplying those regions where we operate manufacturing facilities; global economic and market conditions, such as the cyclical nature of the semiconductor industry and the markets addressed by the company's and its customers' products; demand for and market acceptance of new and existing products; the ability to develop, manufacture and market innovative products in a rapidly changing technological environment; the ability to compete with products and prices in an intensely competitive industry; product obsolescence; losses or curtailments of purchases from key customers or the timing of customer inventory adjustments; the timing of new product introductions; the availability and extent of utilization of raw materials, critical manufacturing equipment and manufacturing capacity; pricing pressures and other competitive factors; changes in product mix; fluctuations in manufacturing yields; the ability to continue to grow and maintain an intellectual property portfolio and obtain needed licenses from third parties; the ability to attract and retain qualified personnel; labor relations of the company, its customers and suppliers; economic, social and political conditions in the countries in which Skyworks, its customers or its suppliers operate, including security risks, possible disruptions in transportation networks and fluctuations in foreign currency exchange rates; maintaining a consistent and reliable source of energy; and the uncertainties of litigation, as well as other risks and uncertainties, including but not limited to those detailed from time to time in the company's Securities and Exchange Commission filings.

These forward-looking statements are made only as of the date hereof, and the company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

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SKYWORKS INVESTOR RELATIONS:  
Thomas Schiller  
(949) 231-4700

SKYWORKS SOLUTIONS, INC. PRICES  
CONVERTIBLE SUBORDINATED NOTES

WOBURN, MASS., NOVEMBER 6, 2002 - Skyworks Solutions, Inc. (Nasdaq: SWKS) today announced it has priced its previously announced private placement of \$200 million aggregate principal amount of convertible subordinated notes due 2007. In addition, the company has granted the initial purchasers of the notes a 30-day option to purchase up to an additional \$30 million principal amount of the notes.

The notes will be convertible into common stock of the company at a conversion price of \$9.05 per share and will accrue interest at an annual rate of 4.75 percent. These notes will mature in five years and will not be callable for the first three years. The transaction is expected to close in November of 2002.

The closing is subject to customary closing conditions. The net proceeds from the offering will be used to repay indebtedness owing to Conexant Systems, Inc. (Nasdaq: CNXT) and for general corporate purposes.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities. The securities to be offered will not be registered under the Securities Act or applicable state securities laws, and are being offered by the initial purchasers only to qualified institutional buyers in reliance on Rule 144A under the Securities Act.

Unless so registered, the notes and any common stock issued upon conversion of the notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

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These risks and uncertainties include, but are not limited to: maintaining consistent and reliable sources of energy supplying those regions where we operate manufacturing facilities; global economic and market conditions, such as the cyclical nature of the semiconductor industry and the markets addressed by the company's and its customers' products; demand for and market acceptance of new and existing products; the ability to develop, manufacture and market innovative products in a rapidly changing technological environment; the ability to compete with products and prices in an intensely competitive industry; product obsolescence; losses or curtailments of purchases from key customers or the timing of customer inventory adjustments; the timing of new product introductions; the availability and extent of utilization of raw materials, critical manufacturing equipment and manufacturing capacity; pricing pressures and other competitive factors; changes in product mix; fluctuations in manufacturing yields; the ability to continue to grow and maintain an intellectual property portfolio and obtain needed licenses from third parties; the ability to attract and retain qualified personnel; labor relations of the company, its customers and suppliers; economic, social and political conditions in the countries in which Skyworks, its customers or its suppliers operate, including security risks, possible disruptions in transportation networks and fluctuations in foreign currency exchange rates; maintaining a consistent and reliable source of energy; and the uncertainties of litigation, as well as other risks and uncertainties, including but not limited to those detailed from time to time in the company's Securities and Exchange Commission filings.

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