SEC Form 4

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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

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 | | | | | | | | | |

| I I Name and Address of Reporting Feison | | | 2. Issuer Name and Ticker or Trading Symbol SKYWORKS SOLUTIONS, INC. [SWKS] | | tionship of Reporting Pe all applicable) Director | erson(s) to Issuer |
|--|---------|----------|--|-------|---|----------------------|
| | | | | | Officer (give title | Other (specify |
| (Last) (First) | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 11/29/2019 | | below) | below) |
| 20 SYLVAN R | OAD | | | | | |
| P | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | vidual or Joint/Group Filir | ng (Check Applicable |
| (Street) | | | | Line) | | |
| WOBURN | МА | 01801 | | | Form filed by One Re | porting Person |
| , | | 01001 | | | Form filed by More that Person | an One Reporting |
| (City) | (State) | (Zip) | | | | |

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. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | Securities Beneficially | 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) | | (1130.4) |
| Common Stock | 11/29/2019 | | M ⁽¹⁾ | | 10,000 | Α | \$77.66 | 183,032 | D | |
| Common Stock | 11/29/2019 | | S ⁽¹⁾ | | 1,100 | D | \$98.42 ⁽²⁾ | 181,932 | D | |
| Common Stock | 11/29/2019 | | S ⁽¹⁾ | | 8,900 | D | \$98.99 ⁽³⁾ | 173,032 | D | |
| Common Stock | | | | | | | | 2 0, 377 ⁽⁴⁾ | Ι | By 401(k) plan |

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

| | | | (= 5) | , | | ., | | ., | | | | | | | |
|---|---|--|---|------------------------------|---|-----|--------|--|--------------------|---|--|---|--|--|--|
| 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 | | 6. Date Exerc Expiration D (Month/Day/ | ate | 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 | | | | |
| Employee Stock Option (right to buy) | \$77.66 | 11/29/2019 | | M ⁽¹⁾ | | | 10,000 | (5) | 11/09/2023 | Common Stock | 10,000 | \$0.00 | 7,560 | D | |

Explanation of Responses:

1. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on 2/12/2019.

2. The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$98.31 per share to \$98.52 per share.

3. The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$98.56 per share to \$99.52 per share.

4. This total represents the number of shares of common stock held by the Reporting Person in the Skyworks Solutions, Inc. 401(k) plan based on the latest plan statement dated 11/30/2019.

5. This stock option was originally scheduled to vest in (4) equal installments, beginning on 11/9/2017 and ending on 11/9/2020. Pursuant to the Second Amended and Restated Change of Control/Severance Agreement between the Reporting Person and Skyworks Solutions, Inc., vesting of the unvested portion of this stock option was accelerated on 5/24/2018, in conjunction with the Reporting Person's cessation of employment.

Remarks:

Daniel L. Ricks, as Attorney-

12/03/2019

Date

In-Fact for David J. Aldrich ** Signature of Reporting Person

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.