

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**FORM S-8****REGISTRATION STATEMENT UNDER**
THE SECURITIES ACT OF 1933**Skyworks Solutions, Inc.**

(Exact Name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

04-2302115

(I.R.S. Employer Identification No.)

Skyworks Solutions, Inc.**20 Sylvan Road****Woburn, Massachusetts 01801**

(Address of Principal Executive Offices) (Zip Code)

2001 Directors' Stock Option Plan, as amended

(Full title of the plans)

Mark V. B. Tremallo**Vice President, General Counsel and Secretary****Skyworks Solutions, Inc.****20 Sylvan Road****Woburn, Massachusetts 01801**

(Name and Address of Agent for Service of Process)

(781) 935-5150

(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(3) | Proposed Maximum Aggregate Offering Price(3) | Amount of Registration Fee |
|--|----------------------------|--|--|----------------------------|
| Common Stock, par value \$0.25 per share | 500,000(2) | \$5.20 | \$2,600,000 | \$278 |

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 500,000 shares of common stock issuable under the registrant's 2001 Directors' Stock Option Plan, as amended.
- (3) The price of \$5.20 per share, which is the average of the high and low prices of the common stock as reported on the Nasdaq National Market on February 3, 2006, is set forth solely for purposes of calculating the filing fee pursuant to Rules 457(c) and (h).

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STATEMENT OF INCORPORATION BY REFERENCE

Except as otherwise set forth below, this registration statement on Form S-8 incorporates by reference the contents of the registration statements on Form S-8, File No. 333-91524 and File No. 333-85024, relating to the registrant's 2001 Directors' Stock Option Plan, as amended.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woburn, in the Commonwealth of Massachusetts, on this 7th day of February, 2006.

SKYWORKS SOLUTIONS, INC.

By: /s/ David J. Aldrich
David J. Aldrich
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Skyworks Solutions, Inc., hereby severally constitute and appoint David J. Aldrich and Allan M. Kline, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all things in our names and on our behalf in such capacities to enable Skyworks Solutions, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any one of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below:

| <u>SIGNATURE</u> | <u>TITLE</u> | <u>DATE</u> |
|---|--|------------------|
| <u>/s/ David J. Aldrich</u> David J. Aldrich | President, Chief Executive Officer and Director (Principal Executive Officer) | February 7, 2006 |
| <u>/s/ Allan M. Kline</u> Allan M. Kline | Vice President and Chief Financial Officer (Principal Accounting and Financial Officer) | February 7, 2006 |
| <u>/s/ Dwight W. Decker</u> Dwight W. Decker | Chairman of the Board | February 7, 2006 |
| <u>/s/ Kevin L. Beebe</u> Kevin L. Beebe | Director | February 7, 2006 |
| <u>/s/ Moiz M. Beguwala</u> Moiz M. Beguwala | Director | February 7, 2006 |
| <u>/s/ Timothy R. Furey</u> Timothy R. Furey | Director | February 7, 2006 |

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| <u>SIGNATURE</u> | <u>TITLE</u> | <u>DATE</u> |
|---|--------------|------------------|
| <u>/s/ Balakrishnan S. Iyer</u> Balakrishnan S. Iyer | Director | February 7, 2006 |
| <u>/s/ Thomas C. Leonard</u> Thomas C. Leonard | Director | February 7, 2006 |
| <u>/s/ David P. McGlade</u> David P. McGlade | Director | February 7, 2006 |
| <u>/s/ David J. McLachlan</u> David J. McLachlan | Director | February 7, 2006 |

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|---|
| 4.1(1) | Amended and Restated Certificate of Incorporation of the Registrant |
| 4.2(1) | Second Amended and Restated By-laws of the Registrant |
| 5.1 | Opinion of Mark V.B. Tremallo, Esq. |
| 23.1 | Consent of Independent Registered Public Accounting Firm |
| 23.2 | Consent of Mark V.B. Tremallo, Esq. (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included as part of the signature page of this Registration Statement) |

(1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2002 (File No. 001-5560) and incorporated herein by reference.



February 3, 2006

Skyworks Solutions, Inc.
20 Sylvan Road
Woburn, MA 01801

Re: 2001 Directors' Stock Option Plan, as amended

Ladies and Gentlemen:

I am the Vice President, General Counsel and Secretary of Skyworks Solutions, Inc., a Delaware corporation (the "Company"), and am issuing this opinion in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 500,000 shares of common stock, \$0.25 par value per share (the "Shares"), of the Company, issuable under the Company's 2001 Directors' Stock Option Plan, as amended Plan (collectively, the "Plan").

I have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to my satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as I have deemed material for the purposes of this opinion.

In my examination of the foregoing documents, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents. I assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

I express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

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Skyworks Solutions, Inc.
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Please note that I am opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, I am of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours

/s/ Mark V. B. Tremallo

Mark V. B. Tremallo, Esq.

Vice President, General Counsel and Secretary



Consent of Independent Registered Public Accounting Firm

The Board of Directors
Skyworks Solutions, Inc.:

We consent to the use of our reports dated December 14, 2005, with respect to the consolidated balance sheets of Skyworks Solutions, Inc. and subsidiaries as of September 30, 2005 and 2004, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended September 30, 2005, and the related financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting as of September 30, 2005, and the effectiveness of internal control over financial reporting as of September 30, 2005, incorporated herein by reference in this Registration Statement on Form S-8.

KPMG LLP

Boston, Massachusetts
February 3, 2006

