

UNITED STATES  
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**

Date of Report (Date of earliest event reported): June 10, 2011

**Skyworks Solutions, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation)

**1-5560**

(Commission  
File Number)

**04-2302115**

(IRS Employer  
Identification No.)

**20 Sylvan Road, Woburn, MA**

(Address of Principal Executive Offices)

**01801**

(Zip Code)

Registrant's telephone number, including area code: (781) 376-3000

Not applicable.

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On June 10, 2011, Skyworks Solutions, Inc., a Delaware corporation (“Skyworks”), completed its previously announced acquisition of SiGe Semiconductor, Inc. (“SiGe”) pursuant to the Agreement and Plan of Merger dated as of May 17, 2011 (the “Merger Agreement”) by and among Skyworks, SiGe, Silver Bullet Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Skyworks (“Merger Sub”), and Shareholder Representative Services LLC, a Colorado limited liability company (the “Company Stockholder Representative”), solely in its capacity as the representative and agent of the stockholders of SiGe. On June 10, 2011, in accordance with the Merger Agreement and the Delaware General Corporation Law, Merger Sub merged with and into SiGe, with SiGe continuing as the surviving corporation, and SiGe became a wholly owned subsidiary of Skyworks (the “Merger”).

As previously disclosed, pursuant to the Merger Agreement, in connection with the closing of the transactions contemplated by the Merger Agreement (the “Closing”), Skyworks will pay to the holders of SiGe’s capital stock and the holders of options to purchase shares of SiGe’s capital stock (to the extent that all or any portion of such options were vested under and issuable upon exercise of such option as of immediately prior to the Closing) a total of \$210 million less certain transaction expenses, subject to a working capital normalizing adjustment. An aggregate of \$23 million of that initial consideration was placed into escrow, as described below. In addition, Skyworks will pay to such holders of SiGe’s capital stock and stock options a contingent earn-out payment of up to \$65 million that will be determined based on the amount of revenue generated by Skyworks from sales of certain SiGe components during the twelve month period following the Closing. At the effective time of the Merger, all of the outstanding shares of SiGe’s capital stock were cancelled and converted into the right to receive a portion of the cash payments described above, and each SiGe option outstanding at the Closing was cancelled and, to the extent that shares of common stock subject to such option were vested under and issuable upon exercise of such option as of immediately prior to the Closing (after giving effect to any acceleration of vesting required as a result of the Merger), converted into the right to receive a portion of the cash payments described above.

At the Closing, Skyworks entered into an escrow agreement in a customary form (the “Escrow Agreement”) and deposited an aggregate amount of \$23 million into three separate escrow funds for the purposes of (i) securing the indemnification rights of Skyworks for any and all losses for which they are entitled to indemnification pursuant to the Merger Agreement or the Escrow Agreement, (ii) securing any reimbursement obligations of the stockholders of SiGe in connection with the working capital normalization adjustment and (iii) reimbursing the Company Stockholder Representative.

As previously disclosed, a copy of the Merger Agreement will be filed with Skyworks’ next quarterly report on Form 10-Q.

**Item 8.01. Other Events.**

On June 10, 2011, Skyworks issued a press release announcing, among other things, the completion of the acquisition of SiGe. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) See the Exhibit Index attached to this Current Report on Form 8-K, which is incorporated herein by reference.

**SIGNATURE**

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: June 10, 2011

/s/ Donald W. Palette

Donald W. Palette

Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated June 10, 2011

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**Skyworks Media Relations:**

Pilar Barrigas  
949-231-3061

**Skyworks Investor Relations:**

Stephen Ferranti  
781-376-3056

## **Skyworks Closes Acquisition of Mobile Data Connectivity Innovator SiGe Semiconductor**

**WOBURN, Mass. — June 10, 2011** — Skyworks Solutions, Inc. (NASDAQ: SWKS), an innovator of high reliability analog and mixed signal semiconductors enabling a broad range of end markets, today closed its acquisition of SiGe Semiconductor, Inc., a leading global supplier of radio frequency (RF) front-end solutions that are facilitating wireless multimedia across a wide range of applications. The companies entered into a definitive agreement on May 17, 2011.

Per the terms of the agreement, Skyworks paid cash for the acquisition, which was approved by Skyworks' board and SiGe's board of directors and stockholders. Excluding any non-recurring acquisition related charges and amortization of acquired intangibles, the acquisition is expected to be immediately accretive to non-GAAP earnings. More financial and accounting information will be provided during Skyworks' third fiscal quarter 2011 earnings conference call.

**About Skyworks**

Skyworks Solutions, Inc. is an innovator of high reliability analog and mixed signal semiconductors. Leveraging core technologies, Skyworks offers diverse standard and custom linear products supporting automotive, broadband, cellular infrastructure, energy management, industrial, medical, military and mobile handset applications. The Company's portfolio includes amplifiers, attenuators, detectors, diodes, directional couplers, front-end modules, hybrids, infrastructure RF subsystems, mixers/demodulators, phase shifters, PLLs/synthesizers/VCOs, power dividers/combiners, receivers, switches and technical ceramics.

Headquartered in Woburn, Mass., Skyworks is worldwide with engineering, manufacturing, sales and service facilities throughout Asia, Europe and North America. For more information, please visit Skyworks' Web site at: [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 without limitation information relating to future results and expectations of Skyworks (including without limitation certain projections and business trends). Forward-looking statements can often be identified by words such as "anticipates," "expects," "forecasts," "intends," "believes," "plans," "may," "will," or "continue," and similar expressions and variations or negatives of these words. All such statements are subject to certain risks, uncertainties and other important factors that could cause actual

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results to differ materially and adversely from those projected, and may affect our future operating results, financial position and cash flows.

These risks, uncertainties and other important factors include, but are not limited to: whether we are able to satisfy the closing conditions and close our acquisition of Advanced Analogic Technologies; whether we are able to successfully integrate SiGe Semiconductor's and/or Advanced Analogic Technologies' operations; uncertainty regarding global economic and financial market conditions; the susceptibility of the wireless semiconductor industry and the markets addressed by our, and our customers', products to economic downturns; the timing, rescheduling or cancellation of significant customer orders and our ability, as well as the ability of our customers, to manage inventory; losses or curtailments of purchases or payments from key customers, or the timing of customer inventory adjustments; the availability and pricing of third party semiconductor foundry, assembly and test capacity, raw materials and supplier components; changes in laws, regulations and/or policies in the United States that could adversely affect financial markets and our ability to raise capital; our ability to develop, manufacture and market innovative products in a highly price competitive and rapidly changing technological environment; economic, social and political conditions in the countries in which we, our customers or our suppliers operate, including security and health risks, possible disruptions in transportation networks and fluctuations in foreign currency exchange rates; fluctuations in our manufacturing yields due to our complex and specialized manufacturing processes; delays or disruptions in production due to equipment maintenance, repairs and/or upgrades; our reliance on several key customers for a large percentage of our sales; fluctuations in the manufacturing yields of our third party semiconductor foundries and other problems or delays in the fabrication, assembly, testing or delivery of our products; our ability to timely and accurately predict market requirements and evolving industry standards, and to identify opportunities in new markets; uncertainties of litigation, including potential disputes over intellectual property infringement and rights, as well as payments related to the licensing and/or sale of such rights; our ability to rapidly develop new products and avoid product obsolescence; our ability to retain, recruit and hire key executives, technical personnel and other employees in the positions and numbers, with the experience and capabilities, and at the compensation levels needed to implement our business and product plans; lengthy product development cycles that impact the timing of new product introductions; unfavorable changes in product mix; the quality of our products and any remediation costs; shorter than expected product life cycles; problems or delays that we may face in shifting our products to smaller geometry process technologies and in achieving higher levels of design integration; and our ability to continue to grow and maintain an intellectual property portfolio and obtain needed licenses from third parties, as well as other risks and uncertainties, including but not limited to those detailed from time to time in our filings with the Securities and Exchange Commission.

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

*Note to Editors: Skyworks and Skyworks Solutions are trademarks or registered trademarks of Skyworks Solutions, Inc. or its subsidiaries in the United States and in other countries. All other brands and names listed are trademarks of their respective companies.*

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