

PROSPECTUS SUPPLEMENT NO. 2  
 (TO PROSPECTUS DATED MARCH 6, 2003)

SKYWORKS SOLUTIONS, INC.

\$230,000,000  
 4.75% CONVERTIBLE SUBORDINATED NOTES DUE 2007  
 AND THE COMMON STOCK  
 ISSUABLE UPON CONVERSION OF THE  
 4.75% CONVERTIBLE SUBORDINATED NOTES

This prospectus supplement relates to resales by selling securityholders of our 4.75% Convertible Subordinated Notes due November 15, 2007 and our common stock issuable upon conversion of the notes.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus dated March 6, 2003, including any amendments or supplements thereto.

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 INVESTING IN THE NOTES OR THE COMMON STOCK ISSUABLE UPON  
 THEIR CONVERSION INVOLVES A HIGH DEGREE OF RISK.  
 SEE "RISK FACTORS" BEGINNING ON PAGE 5 OF THE PROSPECTUS.  
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The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The information in the table appearing under the heading "Selling Securityholders" in the prospectus is amended by adding the information below with respect to securityholders not previously listed in the prospectus or in any amendments or supplements thereto, and by superceding the information with respect to securityholders previously listed in the prospectus or in any amendments or supplements thereto that are listed below:

SELLING SECURITYHOLDERS

NAME OF SELLING SECURITYHOLDER	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD (\$)	PERCENTAGE OF NOTES OUTSTANDING	# OF SHARES OF COMMON STOCK BENEFICIALLY OWNED PRIOR TO THE OFFERING	# OF SHARES OF COMMON STOCK THAT MAY BE SOLD (1)	# OF SHARES OF COMMON STOCK TO BE BENEFICIALLY OWNED AFTER COMPLETION OF OFFERING AND % OF COMMON STOCK OUTSTANDING (2)
Silverback Master, LTD.	10,000,000	4.35%	1,104,911	1,104,911	*

The date of this prospectus supplement is June 3, 2003.