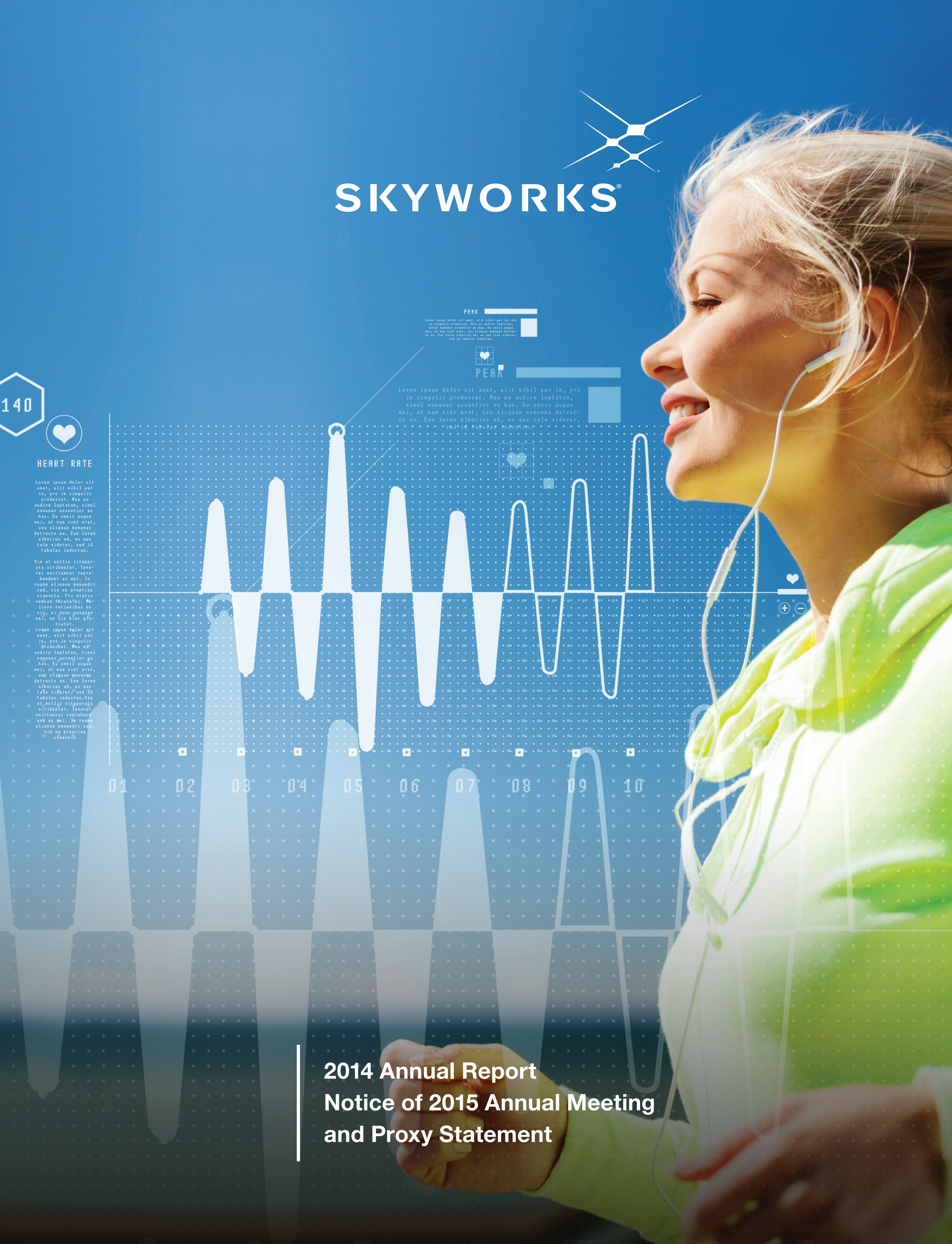


SKYWORKS

2014 Annual Report
Notice of 2015 Annual Meeting and Proxy Statement

We are empowering the wireless networking revolution. Our highly innovative analog semiconductors are connecting people, places and things spanning a number of new and previously unimagined applications within the automotive, broadband, cellular infrastructure, connected home, industrial, medical, military, smartphone, tablet and wearable markets.

Connecting Everyone and Everything All The Time

David J. Aldrich
Chairman and Chief Executive Officer

Dear Stockholders,

Fiscal 2014 was another record year for Skyworks as our highly innovative analog semiconductors continued to enable always-on connectivity, linking people, places and things across a number of new and previously unimagined applications. We are capitalizing on the powerful underlying demand to connect everyone and everything, all the time. In particular, I am pleased with the broad-based nature of our business strength—highlighting the success of our diversification efforts—with our momentum spanning mobile, the Internet of Things and an expanding set of new markets. The proliferation of connectivity, coupled with our strong customer relationships, our ability to solve increasingly complex RF challenges and our operational execution, are all solidifying Skyworks' position as a diversified market leader.

Growth in Mobile

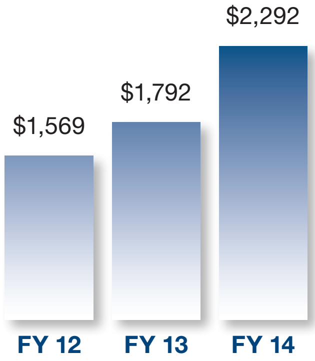
Within smartphone and other mobile platforms, we are benefiting from the complexity associated with the increasing number of frequency bands as well as from the multitude of RF design challenges brought about as consumers use their devices to stream video, make purchases, network on social media platforms, pay bills and much more. These design challenges require a broad set of core competencies to ensure seamless handoffs between multiple air interface standards and to effectively address signal transmission and conditioning, power management, voltage regulation, filtering and tuning complexities. As a result, our customers' needs have dramatically moved away from discrete components toward customized integrated solutions that sweep in adjacent functionality and analog content—all of which play directly to Skyworks' strengths.

At the same time, in emerging markets, the demand for mobile connectivity continues to grow as the industry drives toward connecting the billions of people who remain unconnected. According to the Global Semiconductor Market Association, more than 65 percent of the global population will use smartphones by 2020, with emerging markets forecasted to lead this growth. With this in mind, we are partnering with device manufacturers and network operators to enable a multitude of solutions. People in remote villages will make their first call, take their first family photo or watch their first movie on a device containing our technology.

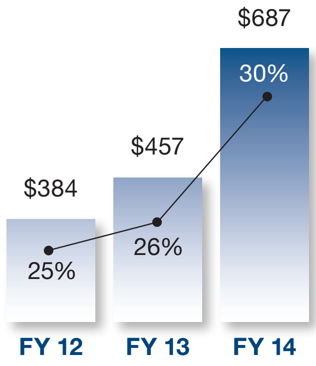
The Internet of Things

The explosive demand for connectivity is also helping fuel our growth across an entirely new generation of devices and applications, as well as end markets. We are quite proud of this diversification and what our solutions are enabling—from the connected home and car, to medical and industrial applications, to action video cameras, smart watches, streaming music platforms and avionics systems. In the connected home, simply

Total Revenue
(Dollars in Millions)



Non-GAAP Operating Income*
(Dollars in Millions)
and Operating Margin*
(Percent of Sales)



**Please see table on page 145 for a full reconciliation of non-GAAP results to GAAP results.*

compare the number of connected items you may have in your home today, such as a smartphone, tablet, laptop, router, TV, thermostat, gaming console, or utility meter, versus the number you had just a few short years ago. Many, if not all, of these devices contain a Skyworks part.

In the automotive sector, we are addressing well over $20 of content per vehicle enabling telematics, infotainment, navigation, climate control, collision avoidance and keyless entry platforms. According to Business Intelligence, 75 percent, or 69 million, of the estimated 92 million cars shipped globally in 2020 will be built with Internet-connectivity hardware. This is up from just 10 million connected cars shipped this year. Assuming this projected growth rate, there will be 220 million connected cars on the road by 2020.

In addition, we are increasing our footprint in medical, industrial and other new exciting consumer applications, such as wearables. With some analysts expecting the number of connected devices to reach a staggering 70 billion by 2020, Skyworks has no shortage of opportunities as many new markets and applications embrace connectivity for the very first time.

How We Win

Our strong heritage in analog systems design is a formidable competitive advantage. Over the last decade, we have invested in key technologies and resources that have enabled us to deliver highly innovative and customized solutions that address our customers' design challenges. Leveraging our broad product portfolio and integration capabilities, we architect system solutions with best-in-class performance, quality and reliability. We are at the forefront of advanced multi-chip module integration and offer unmatched technology breadth across CMOS, SOI, GaAs and filters, while maintaining strategic relationships with outside foundries.

We partner with our customers, listening intently to gain insight into their analog and RF challenges. We employ applications and systems engineers worldwide, placing our highly skilled teams in their labs. And we remain committed to achieving perfect quality. By leveraging our scale in manufacturing and research and development, we also provide our customers with time-to-market and cost advantages.

Operational Execution

While our success in the market has contributed to our significant revenue growth, we have also established a solid track record of converting this strong top-line growth into superior financial returns. We remain intensely focused on continuous improvement across all key operational metrics including yields, cycle times and utilization, and consistently track our progress against key performance indicators. This approach has enabled us to create a business model that drives expanding margins and increased profitability. Specifically, in fiscal 2014, we grew year-over-year revenue 28 percent to $2.3 billion, non-GAAP operating income by 50 percent to $687 million, or 30 percent of sales, which translated into non-GAAP diluted earnings per share of $3.24. And as a testament to the confidence we have in the ongoing strength of our financial performance, in April 2014, we initiated a quarterly cash dividend with an initial payment of $0.11 per share. We have since raised the quarterly dividend to $0.13 per share, as we continue to generate strong financial returns.

Looking Ahead

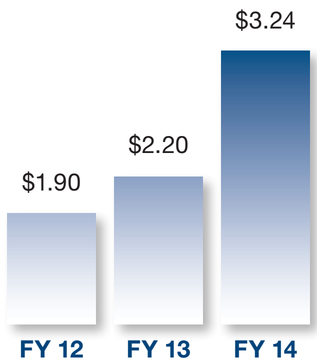
We continue to see tremendous opportunity, particularly as the world rapidly becomes more connected. By all measures, global demand for wireless connectivity is skyrocketing. With each successive generation, mobile device manufacturers are raising the bar on performance to seamlessly integrate more and more applications that enable mobile payments, online commerce, streaming video and social networking. Operators are investing in infrastructure and facilitating device upgrades to launch new services, drive increased data traffic and provide better access to content. The billions of connections that make up the growing Internet of Things require connectivity and complex analog solutions, dramatically expanding the markets we serve.

In all cases, the fundamental need is the same—ensuring seamless connectivity across multiple communications standards, while maximizing overall system performance within the smallest possible footprint. We see our customers increasingly aligning with us to address these challenges and fewer competitors with the full breadth of capabilities. Given our unique business model, which combines operational execution with strong, consistent top-line growth across a diverse set of end markets, we believe we are well positioned to continue delivering the financial returns of a best-in-class diversified analog semiconductor company.

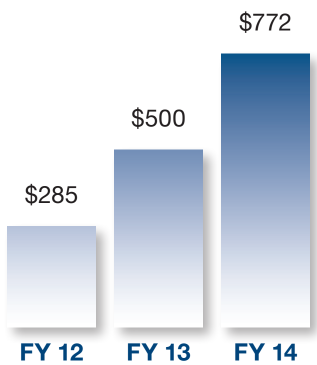
As always, our success and gratitude rests with several key stakeholders: our customers who place their trust and confidence in our ability to provide solutions that deliver seamless connectivity and enhanced user experience; our employees whose tireless efforts, commitment and innovation have made us an industry leader; and our stockholders whose support and belief in Skyworks has propelled us to new heights as we connect everyone and everything, all the time.

David J. Aldrich
Chairman and Chief Executive Officer

Non-GAAP Earnings Per Share*
(In Dollars)



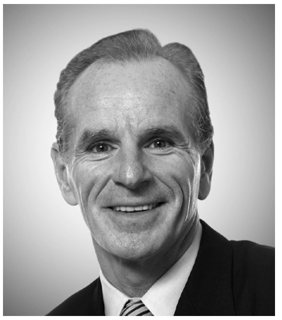
Cash Flow From Operations
(Dollars in Millions)



David J. Aldrich
Chairman and Chief Executive Officer

Bruce J. Freyman
Executive Vice President, Worldwide Operations

Peter L. Gammel
Chief Technology Officer



Liam K. Griffin
President

Donald W. Palette
Executive Vice President and Chief Financial Officer

Thomas S. Schiller
Vice President, Strategy and Corporate Development

Mark V.B. Tremallo
Vice President, General Counsel and Secretary

Victoria Vezina
Vice President, Human Resources

April 8, 2015

Dear Stockholder:

I am pleased to invite you to attend the 2015 Annual Meeting of stockholders of Skyworks Solutions, Inc. to be held at 2:00 p.m., local time, on Tuesday, May 19, 2015, at the Boston Marriott Burlington, 1 Burlington Mall Road, Burlington, Massachusetts (the "Annual Meeting"). We look forward to your participation in person or by proxy. The attached Notice of Annual Meeting of Stockholders and Proxy Statement describe the matters that we expect to be acted upon at the Annual Meeting.

If you plan to attend the Annual Meeting, please check the designated box on the enclosed proxy card. Or, if you utilize our telephone or Internet proxy submission methods, please indicate your plans to attend the Annual Meeting when prompted to do so. If you are a stockholder of record, you should bring the top half of your proxy card as your admission ticket and present it upon entering the Annual Meeting. If you are planning to attend the Annual Meeting and your shares are held in "street name" by your broker (or other nominee), you should ask the broker (or other nominee) for a proxy issued in your name and present it at the meeting.

Whether or not you plan to attend the Annual Meeting, and regardless of how many shares you own, it is important that your shares be represented at the Annual Meeting. Accordingly, we urge you to complete the enclosed proxy and return it to us promptly in the postage-prepaid envelope provided, or to complete and submit your proxy by telephone or via the Internet in accordance with the instructions on the proxy card. If you do attend the Annual Meeting and wish to vote in person, you may revoke a previously submitted proxy at that time by voting in person at the meeting.

Sincerely yours,

David J. Aldrich
Chairman and Chief Executive Officer

Skyworks Solutions, Inc.

20 Sylvan Road
Woburn, MA 01801
(781) 376-3000

5221 California Avenue
Irvine, CA 92617
(949) 231-3000

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON TUESDAY, MAY 19, 2015

To the Stockholders of Skyworks Solutions, Inc.:

The 2015 Annual Meeting of stockholders of Skyworks Solutions, Inc., a Delaware corporation (the "Company"), will be held at 2:00 p.m., local time, on Tuesday, May 19, 2015, at the Boston Marriott Burlington, 1 Burlington Mall Road, Burlington, Massachusetts (the "Annual Meeting") to consider and act upon the following proposals:

1. To elect eight individuals nominated to serve as directors of the Company with terms expiring at the 2016 Annual Meeting of stockholders and named in the Proxy Statement;
2. To ratify the selection by the Company's Audit Committee of KPMG LLP as the independent registered public accounting firm for the Company for fiscal year 2015;
3. To approve, on an advisory basis, the compensation of the Company's named executive officers;
4. To approve the Company's 2015 Long-Term Incentive Plan;
5. To consider one stockholder proposal, if properly presented at the Annual Meeting; and
6. To transact such other business as may properly come before the Annual Meeting.

Only stockholders of record at the close of business on March 25, 2015, are entitled to notice of and to vote at the Annual Meeting. **To ensure your representation at the Annual Meeting, we urge you to submit a proxy promptly in one of the following ways whether or not you plan to attend the Annual Meeting**: (a) by completing, signing, and dating the accompanying proxy card and returning it in the postage-prepaid envelope enclosed for that purpose; (b) by completing and submitting your proxy using the toll-free telephone number listed on the proxy card; or (c) by completing and submitting your proxy via the Internet by visiting the website address listed on the proxy card. The Proxy Statement accompanying this notice describes each of the items of business listed above in more detail. Our Board of Directors recommends: a vote "**FOR**" the election of the nominees for director named in Proposal 1 of the Proxy Statement; a vote **"FOR"** Proposal 2, ratifying the selection of KPMG LLP as the independent registered public accounting firm of the Company for fiscal year 2015; a vote "**FOR**" Proposal 3, approving, on an advisory basis, the compensation of the Company's named executive officers; a vote "**FOR**" Proposal 4, approving the 2015 Long-Term Incentive Plan; and a vote "**AGAINST**" Proposal 5, a non-binding stockholder proposal.

By Order of the Board of Directors,

MARK V.B. TREMALLO
Vice President, General Counsel and Secretary

Woburn, Massachusetts
April 8, 2015

SKYWORKS®

2015 Proxy Statement

Skyworks Solutions, Inc.

20 Sylvan Road
Woburn, MA 01801
(781) 376-3000

5221 California Avenue
Irvine, CA 92617
(949) 231-3000

Proxy Statement
2015 Annual Meeting of Stockholders

Table of Contents

General Information

How do we refer to Skyworks in this Proxy Statement?

The terms "Skyworks," "the Company," "we," "us," and "our" refer to Skyworks Solutions, Inc., a Delaware corporation, and its consolidated subsidiaries.

When and where is our Annual Meeting?

The Company's 2015 Annual Meeting of stockholders is to be held on Tuesday, May 19, 2015, at the Boston Marriott Burlington, 1 Burlington Mall Road, Burlington, Massachusetts at 2:00 p.m., local time, or at any adjournment or postponement thereof (the "Annual Meeting").

What is the purpose of the Annual Meeting?

At the Annual Meeting, stockholders will consider and vote on the following matters:

1. The election of the eight nominees named in this Proxy Statement to our Board of Directors to serve until the 2016 Annual Meeting of stockholders.

2. The ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 2, 2015 ("fiscal year 2015").

3. The approval, on a non-binding basis, of the compensation of our Named Executive Officers, as described below under "*Compensation Discussion and Analysis*," and in the executive compensation tables and accompanying narrative disclosures in this Proxy Statement.

4. The approval of the Company's 2015 Long-Term Incentive Plan.

5. A non-binding stockholder proposal regarding supermajority voting provisions, if properly presented at the Annual Meeting.

The stockholders will also act on any other business that may properly come before the meeting.

What is included in our proxy materials?

The Company's Annual Report, which includes financial statements and "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" for the fiscal year ended October 3, 2014 ("fiscal year 2014"), is being mailed together with this Proxy Statement to all stockholders of record entitled to vote at the Annual Meeting. This Proxy Statement and form of proxy are being first mailed to stockholders on or about April 8, 2015. The Proxy Statement and the Company's Annual Report are available at *http://www.skyworksinc.com/annualreport*.

Who can vote at our Annual Meeting?

Only stockholders of record at the close of business on March 25, 2015 (the "Record Date"), are entitled to notice of and to vote at the Annual Meeting. As of March 25, 2015, there were 191,034,619 shares of Skyworks' common stock issued and outstanding. Pursuant to Skyworks' Restated Certificate of Incorporation and By-laws, and applicable Delaware law, each share of common stock entitles the holder of record at the close of business on the Record Date to one vote on each matter considered at the Annual Meeting.

Is my vote important?

Yes. Your vote is important no matter how many shares you own. Please take the time to vote in the way that is easiest and most convenient for you, and cast your vote as soon as possible.

How do I vote if I am a stockholder of record?

As a stockholder of record, you may vote in one of the following three ways whether or not you plan to attend the Annual Meeting: (a) by completing, signing, and dating the accompanying proxy card and returning it in the postage-prepaid envelope enclosed for that purpose, (b) by completing and submitting your proxy using the toll-free telephone number listed on the proxy card, or (c) by completing and submitting your proxy via the Internet at the website address listed on the proxy card. If you attend the Annual Meeting, you may vote in person at the Annual Meeting even if you have previously submitted your proxy by mail, telephone, or via the Internet (and your vote at the Annual Meeting will automatically revoke your previously submitted proxy, although mere attendance at the meeting without voting in person will not have that result).

How do I vote if I am a beneficial owner of shares held in "street name"?

If your shares are held on your behalf by a third party such as your broker or another person or entity who holds shares of the Company on your behalf and for your benefit, which person or entity we refer to as a "nominee," and your broker (or other nominee) is the stockholder of record of such shares, then you are the beneficial owner of such shares and we refer to those shares as being held in "street name." As the beneficial owner of your "street name" shares, you are entitled to instruct your broker (or other nominee) as to how to vote your shares. Your broker (or other nominee) will provide you with information regarding how to instruct your broker (or other nominee) as to the voting of your "street name" shares.

How do I vote if I am a participant in the Skyworks 401(k) Savings and Investment Plan?

If you are a participant in the Skyworks 401(k) Savings and Investment Plan (the "401(k) Plan"), you will receive an instruction card for the Skyworks shares you own through the 401(k) Plan. That instruction card will serve as a voting instruction card for the trustee of the 401(k) Plan, and your 401(k) Plan shares will be voted as you instruct.

Can I change my vote after I have voted?

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted at the Annual Meeting. Proxies may be revoked by (a) delivering to the Secretary of the Company, before the taking of the vote at the Annual Meeting, a written notice of revocation bearing a later date than the proxy, (b) duly completing a later-dated proxy relating to the same shares and presenting it to the Secretary of the Company before the taking of the vote at the Annual Meeting, or (c) attending the Annual Meeting and voting there in person (although attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy). Any written notice of revocation or subsequent proxy should be delivered to the Company's principal executive offices at Skyworks Solutions, Inc., 20 Sylvan Road, Woburn, MA 01801, Attention: Secretary, or hand delivered to the Secretary of the Company, before the taking of the vote at the Annual Meeting.

Can I attend the Annual Meeting?

If you plan to attend the Annual Meeting, please be sure to indicate your intent to attend by checking the designated box on your proxy card if you are submitting a proxy via mail, or by indicating when prompted if you are submitting a proxy through either Skyworks' telephone or Internet proxy submission procedures. In either case, save the admission ticket attached to your proxy (the top half) and bring that with you to the Annual Meeting. If your shares are held in "street name" by your broker (or other nominee), you should consult your instruction card to determine how to indicate your intent to attend the Annual Meeting. If your instruction card does not provide any such indication, you should contact your broker (or other nominee) to determine what you will need to do to be able to attend and vote at the Annual Meeting. In order to be admitted to the Annual Meeting, you will need to present your admission ticket or the appropriate documentation from your broker (or other nominee), as well as provide valid picture identification, such as a driver's license or passport.

If I vote by proxy, how will my vote be cast?

The persons named as attorneys-in-fact in this Proxy Statement, David J. Aldrich and Mark V.B. Tremallo, were selected by the Board of Directors and are officers of the Company. As attorneys-in-fact, Messrs. Aldrich and Tremallo will vote any shares represented at the meeting by proxy. Each executed proxy card returned by a stockholder of record or proxy vote recorded via telephone or the Internet by a stockholder of record in the manner provided for on the proxy card prior to the taking of the vote at the Annual Meeting will be voted. Where a choice has been specified in an executed proxy with respect to the matters to be acted upon at the Annual Meeting, the shares represented by the proxy will be voted in accordance with the choices specified.

How will my shares be voted if I do not give specific voting instructions when I deliver my proxy?

If you are a stockholder of record and deliver a proxy but do not give specific voting instructions, then the proxy holders will vote your shares as recommended by the Board of Directors.

If your shares are held in "street name," your broker (or other nominee) is required to vote those shares in accordance with your instructions. If you do not give instructions to your broker (or other nominee), your broker (or other nominee) will only be entitled to vote your shares with respect to "discretionary" matters, as described below, but will not be permitted to vote the shares with respect to "non-discretionary" matters. If you beneficially own shares that are held in "street name" by your broker (or other nominee), we strongly encourage you to provide instructions to your broker (or other nominee) as to how to vote on the election of directors and all of the Proposals by signing, dating, and returning to your broker (or other nominee) the instruction card provided by your broker (or other nominee).

If you are a participant in the 401(k) Plan, the trustee of the 401(k) Plan will not vote your 401(k) Plan shares if the trustee does not receive voting instructions from you by 11:59 p.m. Eastern Time on May 14, 2015, unless otherwise required by law.

What is a "broker non-vote"?

A "broker non-vote" occurs when your broker (or other nominee) submits a proxy for your shares (because the broker (or other nominee) has either received instructions from you on one or more proposals, but not all, or has not received instructions from you but is entitled to vote on a particular "discretionary" matter) but does not indicate a vote "**FOR**" a particular proposal because the broker (or other nominee) either does not have authority to vote on that proposal and has not received voting instructions from you or has "discretionary" authority on the proposal but chooses not to exercise it. "Broker non-votes" are not counted as votes "**FOR**" or "**AGAINST**" the proposal in question or as abstentions, nor are they counted to determine the number of votes present for the particular proposal. We do, however, count "broker non-votes" for the purpose of determining a quorum for the Annual Meeting. If your shares are held in "street name" by your broker (or other nominee), please check the instruction card provided by your broker (or other nominee) or contact your broker (or other nominee) to determine whether you will be able to vote by telephone or via the Internet.

What vote is required for each matter?

Election of Directors. Pursuant to the Company's By-laws, a nominee will be elected to the Board of Directors if the votes cast "**FOR**" the nominee's election at the Annual Meeting exceed the votes cast "**AGAINST**" the nominee's election (as long as the only director nominees are those individuals set forth in this Proxy Statement). Abstentions and "broker non-votes" will not count as votes "**FOR**" or "**AGAINST**." If the shares you own are held in "street name," your broker (or other nominee), as the record holder of your shares, is required to vote your shares according to your instructions. Because Proposal 1 constitutes an uncontested election of directors (an election where the number of nominees for election as directors is equal to or less than the number of directors to be elected), it is *not* considered to be a "discretionary" matter for certain brokers. **If you do not instruct your broker how to vote with respect to this item, your broker may not vote your shares with respect to the election of directors.** In such case, a "broker non-vote" may occur, which will have no effect on the outcome of Proposal 1.

Ratification of Independent Registered Public Accounting Firm. The affirmative vote of a majority of the shares present in person, or represented by proxy at the Annual Meeting, and entitled to vote on such matter at the Annual Meeting, is required to approve Proposal 2. Proposal 2 involves a matter on which a broker (or other nominee) *does* have "discretionary" authority to vote. **Even if you do not instruct your broker how to vote with respect to this item, your broker may vote your shares with respect to this proposal in its discretion.** With respect to Proposal 2, a vote of "**ABSTAIN**" will have the same effect as a vote of "**AGAINST**."

Say-on-Pay Vote; Approval of 2015 Long-Term Incentive Plan; Stockholder Proposal. The affirmative vote of a majority of the shares present in person, or represented by proxy at the Annual Meeting, and entitled to vote on such matter at the Annual Meeting, is required to approve Proposals 3, 4, and 5. Proposals 3, 4, and 5 are *not* considered to be "discretionary" matters for certain brokers. **If you do not instruct your broker how to vote with respect to these items, your broker may not vote your shares with respect to these proposals.** In such case, a "broker non-vote" may occur, which will have no effect on the outcome of Proposals 3, 4, and 5. Votes that are marked "**ABSTAIN**" are counted as present and entitled to vote with respect to Proposals 3, 4, and 5 and will have the same impact as a vote that is marked "**AGAINST**" for purposes of Proposals 3, 4, and 5.

How does the Board of Directors recommend that I vote?

The Board of Directors recommends that you vote:

FOR the election of each of the eight director nominees (Proposal 1).

FOR the ratification of the selection of KPMG LLP as our independent registered public accounting firm for fiscal year 2015 (Proposal 2).

FOR the approval, on a non-binding basis, of the compensation of our Named Executive Officers, as described below under "*Compensation Discussion and Analysis*," and in the executive compensation tables and accompanying narrative disclosures (Proposal 3).

FOR the approval of the Company's 2015 Long-Term Incentive Plan (Proposal 4).

AGAINST the approval, on a non-binding basis, of a stockholder proposal regarding supermajority voting provisions (Proposal 5).

How will the votes cast at our Annual Meeting be counted?

An automated system administered by the Company's transfer agent tabulates the votes at the Annual Meeting. The vote on each matter submitted to stockholders will be tabulated separately.

Where can I find the voting results of our Annual Meeting?

We expect to announce the preliminary voting results at our Annual Meeting. The final voting results will be reported in a Current Report on Form 8-K that will be filed with the Securities and Exchange Commission (the "SEC") within four business days after the end of our Annual Meeting and will be posted on our website.

Will my vote be kept confidential?

Yes. We will keep your vote confidential unless (1) we are required by law to disclose your vote (including in connection with the pursuit or defense of a legal or administrative action or proceeding), or (2) there is a contested election for the Board of Directors. The inspector of elections will forward any written comments that you make on the proxy card to management without providing your name, unless you expressly request on your proxy card that your name be disclosed.

What is the quorum requirement for our Annual Meeting?

The holders of a majority of the issued and outstanding stock of the Company present either in person or by proxy at the Annual Meeting constitute a quorum for the transaction of business at the Annual Meeting. Shares that abstain from voting on any proposal and "broker non-votes" will be counted as shares that are present for purposes of determining whether a quorum exists at the Annual Meeting. If a "broker non-vote" occurs with respect to any shares of the Company's common stock on any matter, then those shares will be treated as not present and not entitled to vote with respect to that matter (even though those shares are considered entitled to vote for purposes of determining whether a quorum exists because they are entitled to vote on other matters) and will not be voted.

When will Skyworks next hold an advisory vote on the frequency of say-on-pay votes?

The next advisory vote on the frequency of say-on-pay votes will be held no later than our 2017 Annual Meeting of stockholders.

What is "householding"?

Some brokers (or other nominees) may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of this Proxy Statement and our Annual Report may have been sent to multiple stockholders in your household. If you are a stockholder and your household or address has received only one Annual Report and one Proxy Statement, the Company will promptly deliver a separate copy of the Annual Report and the Proxy Statement to you, upon your written request to Skyworks Solutions, Inc., 20 Sylvan Road, Woburn, MA 01801, Attention: Investor Relations, or oral request to Investor Relations at (781) 376-3405. If you would like to receive separate copies of our Annual Report and Proxy Statement in the future, you should direct such request to your broker (or other nominee). Even if your household or address has received only one Annual Report and one Proxy Statement, a separate proxy card should have been provided for each stockholder account. Each individual proxy card should be signed, dated, and returned in the enclosed postage-prepaid envelope (or completed and submitted by telephone or via the Internet, as described on the proxy card). If your household has received multiple copies of our Annual Report and Proxy Statement, you can request the delivery of single copies in the future by contacting your broker (or other nominee), or the Company at the address or telephone number above.

Proposal 1:
Election of Directors

Election of Directors

Under this Proposal 1, you are being asked to consider eight nominees for election to our Board of Directors (all of our currently serving directors) to serve until the 2016 Annual Meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal. The names of the eight nominees for election as directors, their current positions and offices, the year such nominees were first elected as directors of the Company and their Board committee memberships are set forth in the table below. All of such nominees are current Skyworks directors. Each nominee for election has agreed to serve if elected, and the Board of Directors knows of no reason why any nominee should be unable or unwilling to serve. If a nominee is unable or unwilling to serve, the attorneys-in-fact named in this Proxy Statement will vote any shares represented at the meeting by proxy for the election of another individual nominated by the Board of Directors, if any. No nominee or executive officer is related by blood, marriage, or adoption to any other director, nominee, or executive officer. No arrangements or understandings exist between any director or person nominated for election as a director and any other person pursuant to which such person is to be selected as a director or nominee for election as a director.

Nominee	Position(s) with the Company	First Year of Service	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
David J. Aldrich	Chairman of the Board and Chief Executive Officer	2000			
David J. McLachlan	Lead Independent Director	2000	M		M
Kevin L. Beebe	Director	2004	M	M	
Timothy R. Furey	Director	1998		C	M
Balakrishnan S. Iyer	Director	2002	M		C
Christine King	Director	2014		M	
David P. McGlade	Director	2005		M	M
Robert A. Schriesheim	Director	2006	C		

"C" indicates Chair and "M" indicates Member of the respective committee

Immediately below this proposal is biographical information about each of the director nominees, including information regarding each nominee's business experience for the past five years, and the names of other public companies for which each nominee has served as a director during the past five years. The information presented below regarding the specific experience, qualifications, attributes, and skills of each nominee led our Nominating and Corporate Governance Committee and our Board of Directors to conclude that he or she should serve as a director. In addition, we believe that all of our nominees have integrity, business acumen, good judgment, knowledge of our business and industry, experience in one or more areas relevant to our business and strategy, and the willingness to devote the time needed to be an effective director.

Adoption of Majority Vote Standard for Election of Directors

In January 2014, our Board of Directors approved an amendment to our By-laws to require that a nominee for election as a director in an uncontested election (an election where the number of nominees for election as directors is equal to or less than the number of directors to be elected) will be elected if the votes cast "**FOR**" such nominee's election exceed the number of votes cast "**AGAINST**" the nominee's election. In a contested election (in which the number of nominees for election as directors exceeds the number of directors to be elected at such meeting), directors are elected by a plurality of all votes cast in such election.

The election of directors at this Annual Meeting will be uncontested. As a result, each nominee for election as a director at the Annual Meeting will only be elected if the votes cast "**FOR**" such nominee exceed the number of votes cast "**AGAINST**" such nominee. As required by our corporate governance guidelines, which are available on the Investor Relations portion of the Company's website at *http://www.skyworksinc.com*, each incumbent director who is a nominee for election as a director at the Annual Meeting submitted to the Board of Directors an irrevocable resignation that would become effective if the votes cast "**FOR**" such nominee's election do not exceed the votes cast "**AGAINST**" such nominee's election and our Board of Directors determines to accept his or her resignation. Upon such resignation by a nominee and pursuant to the procedures set forth in the corporate governance guidelines, the Nominating and Corporate Governance Committee will evaluate the best interests of our Company and stockholders and will recommend to our Board of Directors the action to be taken with respect to the resignation. The Board of Directors will then decide whether to accept, reject, or modify the Nominating and Corporate Governance Committee's recommendation, and the Company will publicly disclose such decision by the Board of Directors with respect to the director nominee.

Shares represented by all proxies received by the Board of Directors that are properly completed, but do not specify a choice as to the election of directors and are not marked as to withhold authority to vote for the nominees, will be voted "**FOR**" the election of all eight of the nominees.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "*FOR*" THE ELECTION OF EACH OF THE EIGHT NOMINEES IN PROPOSAL 1

Nominees for Election

David J. Aldrich, age 58, serves as Chairman of the Board and Chief Executive Officer of the Company. From April 2000 until his election as Chairman in May 2014, Mr. Aldrich served as President and Chief Executive Officer and as a director of the Company. From September 1999 to April 2000, Mr. Aldrich served as President and Chief Operating Officer. From May 1999 to September 1999, Mr. Aldrich served as Executive Vice President, and from May 1996 to May 1999, Mr. Aldrich served as Vice President and General Manager of the semiconductor products business unit. Mr. Aldrich joined the Company in 1995 as Vice President, Chief Financial Officer and Treasurer. From 1989 to 1995, Mr. Aldrich held senior management positions at M/A-COM, Inc. (a developer and manufacturer of radio frequency and microwave semiconductors, components, and IP networking solutions), including Manager of Integrated Circuits Active Products, Corporate Vice President of Strategic Planning, Director of Finance and Administration and Director of Strategic Initiatives with the Microelectronics Division. Mr. Aldrich has also served since February 2007 as a director of Belden Inc. (a publicly traded designer and manufacturer of cable products and transmission solutions).

We believe that Mr. Aldrich, who has led Skyworks for more than 14 years, is qualified to serve as a director because of his leadership experience, his strategic decision making ability, his knowledge of the semiconductor industry and his in-depth knowledge of Skyworks' business. Mr. Aldrich brings to the Board of Directors his thorough knowledge of Skyworks' business, strategy, people, operations, competition, financial position, and investors. Further, as a result of his service as a director for Belden Inc., a multinational public company, Mr. Aldrich provides the Board of Directors with another organizational perspective and other cross-board experience.

David J. McLachlan, age 76, has been a director since 2000 and Lead Independent Director since May 2014. He served as Chairman of the Board from May 2008 to May 2014. Mr. McLachlan served as a senior advisor to the Chairman and Chief Executive Officer of Genzyme Corporation (a publicly traded biotechnology company) from 1999 to 2004. He also was the Executive Vice President and Chief Financial Officer of Genzyme from 1989 to 1999. Prior to joining Genzyme, Mr. McLachlan served as Vice President and Chief Financial Officer of Adams-Russell Company (an electronic component supplier and cable television franchise owner). Mr. McLachlan also serves on the Boards of Directors of Dyax Corp. (a publicly traded biotechnology company) and Deltagen, Inc. (a publicly traded provider of drug discovery tools and services to the biopharmaceutical industry).

We believe that Mr. McLachlan, the current Lead Independent Director, is qualified to serve as a director because he possesses a broad range of business experience as a result of his service as both chief financial officer and director for several public companies. In particular, Mr. McLachlan has in-depth experience handling complex accounting and finance issues for a broad range of companies. He has also served on the boards and audit and governance committees of other public companies (including as chairman of the audit committee), and serves as a designated "audit committee financial expert" for Skyworks' Audit Committee. In addition, Mr. McLachlan has extensive knowledge regarding Skyworks' business, which he has acquired by serving for more than 14 years on the Board of Directors.

Kevin L. Beebe, age 56, has been a director since January 2004. Since November 2007, he has been President and Chief Executive Officer of 2BPartners, LLC (a partnership that provides strategic, financial, and operational advice to private equity investors and management). In 2014, Mr. Beebe became a founding partner of Astra Capital Management (a private equity firm based in Washington, D.C.). Previously, beginning in 1998, he was Group President of Operations at ALLTEL Corporation (a telecommunications services company). From 1996 to 1998, Mr. Beebe served as Executive Vice President of Operations for 360° Communications Co. (a wireless communication company). He has held a variety of executive and senior management positions at several divisions of Sprint, including Vice President of Operations and Vice President of Marketing and Administration for Sprint Cellular, Director of Marketing for Sprint North Central Division, Director of Engineering and Operations Staff and Director of Product

Management and Business Development for Sprint Southeast Division, as well as Staff Director of Product Services at Sprint Corporation. Mr. Beebe began his career at AT&T/Southwestern Bell as a Manager. Mr. Beebe also serves as a director for SBA Communications Corporation (a publicly traded operator of wireless communications towers in North, South, and Central America), NII Holdings, Inc. (a publicly traded provider of wireless telecommunications services in Latin America), and Syniverse Technologies, Inc. (a privately held provider of support services for wireless carriers).

We believe that Mr. Beebe is qualified to serve as a director because of his 18 years of experience as an operating executive in the wireless telecommunications industry. For example, as Group President of Operations at ALLTEL, he was instrumental in expanding ALLTEL's higher margin retail business, which significantly enhanced ALLTEL's competitive position in a dynamic, consolidating industry. In addition, as Chief Executive Officer of 2BPartners, LLC, Mr. Beebe continues to gain a broad range of business experience and to build business relationships by advising leading private equity firms that are transacting business in the global capital markets. Mr. Beebe provides cross-board experience by serving as a director for several public and private companies (including service on both audit and governance committees). Further, Mr. Beebe has served as a director of Skyworks since 2004 and has gained significant familiarity with Skyworks' business.

Timothy R. Furey, age 57, has been a director since 1998. He has been Chief Executive Officer of MarketBridge (a privately owned digital marketing software and services firm) since 1991. MarketBridge provides digital marketing, predictive analytics, and sales effectiveness solutions to Fortune 1000 companies in the software, communications, financial services, life sciences, and consumer products sectors. Mr. Furey also serves as Managing Partner of the Technology Marketing Group (which advises and invests in emerging growth companies in the social media, mobile, and marketing automation markets). Prior to 1991, Mr. Furey worked with the Boston Consulting Group, Strategic Planning Associates, Kaiser Associates, and the Marketing Science Institute.

We believe that Mr. Furey is qualified to serve as a director because his experience as Chief Executive Officer of MarketBridge, as well as his engagements with MarketBridge's clients (many of which are Fortune 1000 companies), provide him with a broad range of knowledge regarding business operations and growth strategies. In addition, Mr. Furey has extensive knowledge regarding Skyworks' business, which he has acquired through over 16 years of service on the Board of Directors, including, for the past 11 years, as the Chairman of the Compensation Committee.

Balakrishnan S. Iyer, age 58, has been a director since June 2002. He served as Senior Vice President and Chief Financial Officer of Conexant Systems, Inc., from October 1998 to June 2003. Prior to joining Conexant, Mr. Iyer served as Senior Vice President and Chief Financial Officer of VLSI Technology Inc. Prior to that, he was Corporate Controller for Cypress Semiconductor Corp. and Director of Finance for Advanced Micro Devices, Inc. Mr. Iyer serves on the Boards of Directors of Power Integrations, Inc., QLogic Corporation, and IHS Inc. (each a publicly traded company). He served as a director of Conexant from February 2002 until April 2011, and as a director of Life Technologies Corp. from July 2001 until February 2014, when it was acquired by Thermo Fisher Scientific Inc.

We believe that Mr. Iyer is qualified to serve as a director because his experience as an executive officer of companies in the technology industry provides him with leadership, strategic, and financial experience. Through his experiences as a director at the public companies listed above (including as a member of certain audit, governance, and compensation committees) he provides the Board of Directors with significant financial expertise as a designated "audit committee financial expert" for Skyworks' Audit Committee, bringing specific application to our industry, as well as a broad understanding of corporate governance topics.

Christine King, age 65, has been a director since January 2014. She served as a director and as Chief Executive Officer of Standard Microsystems Corporation (a developer of silicon-based integrated circuits utilizing analog and mixed-signal technologies) from 2008 until the company's acquisition by Microchip Technology, Inc., in 2012. Prior to Standard Microsystems, Ms. King was Chief Executive Officer of AMI Semiconductor, Inc., from 2001 until it was acquired by ON Semiconductor Corp. in 2008. From 1973 to 2001, Ms. King held various engineering, business, and management positions at IBM Corp., including Vice President of Semiconductor Products. Ms. King serves on the Boards of Directors of Cirrus Logic, Inc., IDACORP, Inc., and QLogic Corporation (each a publicly traded company), and on the Board of Directors of Idaho Power Company (a subsidiary of IDACORP). She previously served as a director of Analog Devices, Inc., and Atheros Communications, Inc., prior to its acquisition by Qualcomm, Inc.

We believe that Ms. King is qualified to serve as a director because of her extensive management and operational experience in the high tech and semiconductor industries. In particular, through her experience as Chief Executive Officer of Standard Microsystems and AMI Semiconductor, as well as her service as a director of other public companies, Ms. King provides the Board of Directors with significant strategic, operational, and financial expertise.

David P. McGlade, age 54, has been a director since February 2005. He has served as Executive Chairman of Intelsat S.A. (a publicly traded worldwide provider of satellite communication services) since April 1, 2015, prior to which he served as Chairman and Chief Executive Officer. Mr. McGlade joined Intelsat in April 2005 and was the Deputy Chairman of Intelsat from August 2008 until April 2013. Previously, Mr. McGlade served as an Executive Director of mmO2 PLC and as the Chief Executive Officer of O2 UK (a subsidiary of mmO2), a position he held from October 2000 until March 2005. Before joining O2 UK, Mr. McGlade was President of the Western Region for Sprint PCS.

We believe that Mr. McGlade is qualified to serve as a director because of his 31 years of experience in the telecommunications business, which have allowed him to acquire significant operational, strategic, and financial business acumen. Most recently, as a result of his work as the Chief Executive Officer of Intelsat, Mr. McGlade gained significant leadership and operational experience, as well as knowledge about the global capital markets.

Robert A. Schriesheim, age 54, has been a director since May 2006. He has been Executive Vice President and Chief Financial Officer of Sears Holdings since August 2011. From January 2010 to October 2010, Mr. Schriesheim was Chief Financial Officer of Hewitt Associates, Inc. (a global human resources consulting and outsourcing company that was acquired by Aon Corporation). From October 2006 until December 2009, he was the Executive Vice President and Chief Financial Officer of Lawson Software, Inc. (a publicly traded ERP software provider). From August 2002 to October 2006, he was affiliated with ARCH Development Partners, LLC (a seed stage venture capital fund). Before joining ARCH, Mr. Schriesheim held executive positions at Global TeleSystems, SBC Equity Partners, Ameritech, AC Nielsen, and Brooke Group Ltd. Mr. Schriesheim was also a director of Lawson Software until its sale in July 2011. In addition, from 2004 until 2007, he was also a director of Dobson Communications Corp. (a former publicly traded wireless services communications company that was acquired by AT&T Inc.) and from 2007 until 2009 he served as a director of MSC Software Corp. (a former publicly traded provider of integrated simulation solutions for designing and testing manufactured products that was acquired by Symphony Technology Group).

We believe that Mr. Schriesheim is qualified to serve as a director because of his extensive knowledge of the capital markets, experience with corporate financial capital structures, and long history of evaluating and structuring merger and acquisition transactions within the technology sector. Mr. Schriesheim also has significant experience, as a senior executive and director in both public and private companies in the technology sector, leading companies through major strategic and financial corporate transformations while doing business in the global marketplace. He also serves as a designated "audit committee financial expert" for Skyworks' Audit Committee.

In addition to the information presented above regarding each director's specific experience, qualifications, attributes, and skills that led our Board of Directors to conclude that he or she should serve as a director, we also believe that each of our directors has a reputation for integrity, honesty, and adherence to high ethical standards. They have each demonstrated business acumen, an ability to exercise sound judgment, and a commitment of service to Skyworks.

Corporate Governance

General

Board of Director Meetings

The Board of Directors met ten (10) times during fiscal year 2014. During fiscal year 2014 (or the portion thereof during which the director served), each director attended at least 75% of the aggregate of the total number of meetings of the Board of Directors and the total number of meetings held by all committees of the Board of Directors on which he or she served. The Company's policy with respect to directors' attendance at the Annual Meeting is available on the Investor Relations portion of the Company's website at *http://www.skyworksinc.com* (see corporate governance guidelines). At the 2014 Annual Meeting, each director then in office was in attendance, with the exception of Mr. Schriesheim.

Director Independence

Each year, the Board of Directors reviews the relationships that each director has with the Company and with other parties. Only those directors who do not have any of the categorical relationships that preclude them from being independent within the meaning of the applicable Listing Rules of the NASDAQ Stock Market LLC (the "NASDAQ Rules") and who the Board of Directors affirmatively determines have no relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, are considered to be independent directors. The Board of Directors has reviewed a number of factors to evaluate the independence of each of its members. These factors include its members' current and historic relationships with the Company and its competitors, suppliers, and customers; their relationships with management and other directors; the relationships their current and former employers have with the Company; and the relationships between the Company and other companies of which a member of the Company's Board of Directors is a director or executive officer. After evaluating these factors, the Board of Directors has determined that a majority of the members of the Board of Directors, namely, Kevin L. Beebe, Timothy R. Furey, Balakrishnan S. Iyer, Christine King, David J. McLachlan, David P. McGlade, and Robert A. Schriesheim, do not have any relationships that would interfere with the exercise of independent judgment in carrying out their responsibilities as directors and that each such director is an independent director of the Company within the meaning of applicable NASDAQ Rules.

Corporate Governance Guidelines

The Board of Directors has adopted corporate governance practices to help fulfill its responsibilities to the stockholders in overseeing the work of management and the Company's business results. These guidelines are intended to ensure that the Board of Directors has the necessary authority and practices in place to review and evaluate the Company's business operations, as needed, and to make decisions that are independent of the Company's management. In addition, the guidelines are intended to align the interests of directors and management with those of the Company's stockholders. A copy of the Company's corporate governance guidelines is available on the Investor Relations portion of the Company's website at *http://www.skyworksinc.com*.

In accordance with these corporate governance guidelines, independent members of the Board of Directors of the Company met in executive session without management present seven (7) times during fiscal year 2014. Mr. McLachlan, who served as the Chairman of the Board until May 2014, when he became the Lead Independent Director, served as presiding director for these meetings.

Stockholder Communications

Our stockholders may communicate directly with the Board of Directors as a whole or to individual directors by writing directly to those individuals at the following address: c/o Skyworks Solutions, Inc., 20 Sylvan Road, Woburn, MA 01801. The Company will forward to each director to whom such communication is addressed, and to the Chairman of the Board in his capacity as representative of the entire Board of Directors, any mail received at the Company's corporate office to the address specified by such director and the Chairman of the Board.

Code of Ethics

We have adopted a written code of business conduct and ethics that applies to our directors, officers, and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. We make available our code of business conduct and ethics free of charge through our website at *http://www.skyworksinc.com*. We intend to disclose any amendments to, or waivers from, our code of business conduct and ethics that are required to be publicly disclosed by posting any such amendment or waivers on our website pursuant to SEC requirements and NASDAQ Rules.

Executive Officer and Director Stock Ownership Requirements

As described in detail below under "*Compensation Discussion and Analysis*," we have adopted Executive Officer and Director Stock Ownership programs that require our executive officers (including our Named Executive Officers) and non-employee directors to hold a significant equity interest in Skyworks with the objective of more closely aligning the interests of our executive officers and directors with those of our stockholders. As of the date hereof, all of our Named Executive Officers and directors are in compliance with the stock ownership guidelines (with the exception of Ms. King, who has until the fifth anniversary of her appointment to the Board of Directors to comply with the guidelines).

Board Leadership Structure

Our Board of Directors selects the Company's Chairman of the Board and Chief Executive Officer in the manner it determines to be in the best interests of the Company. In May 2014, our Board of Directors elected Mr. Aldrich, who had previously served as the Company's President and Chief Executive Officer, to serve as Chairman of the Board and Chief Executive Officer. At the time of Mr. Aldrich's election as Chairman of the Board, our Board of Directors appointed Mr. McLachlan, the prior Chairman of the Board and an independent director within the meaning of applicable NASDAQ Rules (see above under "*Director Independence*"), as the Lead Independent Director. Mr. McLachlan's duties as Lead Independent Director, as set forth in our corporate governance guidelines, include the following:

- Presiding at all meetings of the Board of Directors at which the Chairman of the Board is not present, including executive sessions of the independent directors;
- Calling meetings of the independent directors, as he deems appropriate, and assuring that the independent directors meet independently at least twice each year;
- Providing leadership to the Board of Directors if circumstances arise in which the Chairman of the Board may be, or may be perceived to be, in conflict with the interests of the Company and its stockholders with regard to a particular matter;
- Facilitating communications and serving as a liaison, when necessary, between the independent directors and the Chairman of the Board;

- Consulting with the Chairman of the Board in the preparation of the schedules, agendas, and information provided to the Board of Directors for each meeting, and ensuring that there is sufficient time at each meeting for discussion of all agenda items;
- Retaining independent advisors on behalf of the Board of Directors as the Board of Directors or the independent directors may deem necessary or appropriate; and
- Being available for consultation and direct communication upon the reasonable request of major stockholders.

Committees of the Board of Directors

The Board of Directors has a standing Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee.

Audit Committee

We have established an Audit Committee consisting of the following individuals, each of whom the Board of Directors has determined is "independent" within the meaning of applicable NASDAQ Rules and meets the criteria for independence set forth in Rule 10A-3(b)(1) under the Exchange Act: Messrs. Schriesheim (Chairman), Beebe, Iyer, and McLachlan.

The primary responsibility of the Audit Committee is the oversight of the quality and integrity of the Company's financial statements, the Company's internal financial and accounting processes, and the independent audit process. Additionally, the Audit Committee has the responsibilities and authority necessary to comply with Rule 10A-3 under the Exchange Act. The Audit Committee meets privately with the independent registered public accounting firm, reviews their performance and independence from management, and has the sole authority to retain and dismiss the independent registered public accounting firm. These and other aspects of the Audit Committee's authority are more particularly described in the Company's Audit Committee Charter, which the Board of Directors adopted and is reviewed annually by the committee and is available on the Investor Relations portion of our website at *http://www.skyworksinc.com.*

The Audit Committee has adopted a formal policy concerning approval of audit and non-audit services to be provided to the Company by its independent registered public accounting firm, KPMG LLP. The policy requires that all services provided by KPMG LLP, including audit services and permitted audit-related and non-audit services, be preapproved by the Audit Committee. The Audit Committee preapproved all audit and non-audit services provided by KPMG LLP for fiscal year 2014. The Audit Committee met nine (9) times during fiscal year 2014.

Audit Committee Financial Expert

The Board of Directors has determined that each of Messrs. Schriesheim (Chairman), Iyer, and McLachlan, meets the qualifications of an "audit committee financial expert" under SEC rules and the qualifications of "financial sophistication" under the applicable NASDAQ Rules, and qualifies as "independent" as defined under the applicable NASDAQ Rules. The Board of Directors has also determined that Ms. King and Mr. McGlade each would meet the qualifications of an "audit committee financial expert" under current SEC rules and the qualifications of "financial sophistication" under current NASDAQ Rules if appointed to serve on the audit committee in the future.

Compensation Committee

We have established a Compensation Committee consisting of the following individuals, each of whom the Board of Directors has determined is "independent" within the meaning of applicable NASDAQ Rules: Messrs. Furey

(Chairman), Beebe, and McGlade and Ms. King. Mr. Schriesheim served on the Compensation Committee until May 6, 2014, when Ms. King was appointed to the Compensation Committee. The Compensation Committee met six (6) times during fiscal year 2014. The functions of the Compensation Committee include establishing the appropriate level of compensation, including short and long-term incentive compensation of the Chief Executive Officer, all other executive officers, and any other officers or employees who report directly to the Chief Executive Officer. The Compensation Committee also administers Skyworks' equity-based compensation plans. The Compensation Committee's authority to grant equity awards to the Company's executive officers may not be delegated to the Company's management or others. The Board of Directors has adopted a written charter for the Compensation Committee, and it is available on the Investor Relations portion of the Company's website at *http://www.skyworksinc.com.*

The Compensation Committee has engaged Aon/Radford Consulting ("Aon/Radford") to assist it in determining the components and amounts of executive compensation. The consultant reports directly to the Compensation Committee, through its Chairman, and the Compensation Committee retains the right to terminate or replace the consultant at any time.

The process and procedures followed by the Compensation Committee in considering and determining executive and director compensation are described below under "*Compensation Discussion and Analysis*."

Nominating and Corporate Governance Committee

We have established a Nominating and Corporate Governance Committee consisting of the following individuals, each of whom the Board of Directors has determined is "independent" within the meaning of applicable NASDAQ Rules: Messrs. Iyer (Chairman), Furey, McGlade, and McLachlan. The Nominating and Corporate Governance Committee met four (4) times during fiscal year 2014. The Nominating and Corporate Governance Committee is responsible for evaluating and recommending individuals for election or reelection to the Board of Directors and its committees, including any recommendations that may be submitted by stockholders, the evaluation of the performance of the Board of Directors and its committees, and the evaluation and recommendation of the corporate governance policies. These and other aspects of the Nominating and Corporate Governance Committee's authority are more particularly described in the Nominating and Corporate Governance Committee Charter, which the Board of Directors adopted and is available on the Investor Relations portion of the Company's website at *http://www.skyworksinc.com.*

Director Nomination Procedures

The Nominating and Corporate Governance Committee evaluates director candidates in the context of the overall composition and needs of the Board of Directors, with the objective of recommending a group that can best manage the business and affairs of the Company and represent the interests of the Company's stockholders using its diversity of experience. The committee seeks directors who possess certain minimum qualifications, including the following:

- A director must have substantial or significant business or professional experience or an understanding of technology, finance, marketing, financial reporting, international business, or other disciplines relevant to the business of the Company.
- A director (other than an employee-director) must be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Board of Directors or of a Board committee.

- The committee also considers the following qualities and skills, among others, in its selection of directors and as candidates for appointment to the committees of the Board of Directors:
  - economic, technical, scientific, academic, financial, accounting, legal, marketing, or other expertise applicable to the business of the Company;
  - leadership or substantial achievement in their particular fields;
  - demonstrated ability to exercise sound business judgment;
  - integrity and high moral and ethical character;
  - potential to contribute to the diversity of viewpoints, backgrounds, or experiences of the Board of Directors as a whole;
  - capacity and desire to represent the balanced, best interests of the Company as a whole and not primarily a special interest group or constituency;
  - ability to work well with others;
  - high degree of interest in the business of the Company;
  - dedication to the success of the Company;
  - commitment to the responsibilities of a director; and
  - international business or professional experience.

The committee does not have a formal policy with respect to diversity, but believes that our Board of Directors, taken as a whole, should embody a diverse set of skills, experiences, and backgrounds in order to better inform its decisions. The committee will also take into account the fact that a majority of the Board of Directors must meet the independence requirements of the applicable NASDAQ Rules. The Company expects that a director's existing and future commitments will not materially interfere with such director's obligations to the Company. For candidates who are incumbent directors, the committee considers each director's past attendance at meetings and participation in and contributions to the activities of the Board of Directors. The committee identifies candidates for director nominees in consultation with the Chief Executive Officer of the Company and the Chairman of the Board of Directors, through the use of search firms or other advisors or through such other methods as the committee deems to be helpful to identify candidates. Once candidates have been identified, the committee confirms that the candidates meet all of the minimum qualifications for director nominees set forth above through interviews, background checks, or any other means that the committee deems to be helpful in the evaluation process. The committee then meets to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the Board of Directors. Based on the results of the evaluation process, the committee recommends candidates for director nominees for election to the Board of Directors.

Stockholder Nominees

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders provided the stockholders follow the procedures set forth below. The committee does not intend to alter the manner in which it evaluates candidates, including the criteria set forth above, based on whether the candidate was recommended by a stockholder or otherwise. To date, the Nominating and Corporate Governance Committee has not received a recommendation for a director nominee from any stockholder of the Company.

Stockholders who wish to recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election to the Board of Directors in 2016 may do so in accordance with the provisions of our By-laws by submitting a written recommendation to the Secretary of the Company at the address below no earlier than January 20, 2016, and no later than February 19, 2016. In the event that the 2016 Annual Meeting is held more than thirty (30) days before or after the first anniversary of the Company's 2015 Annual Meeting, then the required notice must be delivered in writing to the Secretary of the Company at the address below no earlier than 120 days prior to the date of the 2016 Annual Meeting and no later than the later of 90 days prior to the 2016 Annual Meeting or the 10th day following the day on which the public announcement of the date of the 2016 Annual Meeting is first made by the Company. For nominees for election to the Board of Directors proposed by stockholders to be considered, the recommendation for nomination must be in writing and must include the following information:

- name of the stockholder, whether an entity or an individual, making the recommendation;
- a written statement disclosing such stockholder's beneficial ownership of the Company's capital stock;
- name of the individual recommended for consideration as a director nominee;
- a written statement from the stockholder making the recommendation stating why such recommended candidate would be able to fulfill the duties of a director;
- a written statement from the stockholder making the recommendation stating how the recommended candidate meets the independence requirements established by the SEC and the applicable NASDAQ Rules;
- a written statement disclosing the recommended candidate's beneficial ownership of the Company's capital stock; and
- a written statement disclosing relationships between the recommended candidate and the Company that may constitute a conflict of interest.

Nominations may be sent to the attention of the committee via U.S. mail or expedited delivery service to Skyworks Solutions, Inc., 20 Sylvan Road, Woburn, Massachusetts 01801, Attn: Nominating and Corporate Governance Committee, c/o Secretary.

Role of the Board of Directors in Risk Oversight

Our Board of Directors oversees our risk management processes directly and through its committees. Our management is responsible for risk management on a day-to-day basis. The role of our Board of Directors and its committees is to oversee the risk management activities of management. They fulfill this duty by discussing with management the policies and practices utilized by management in assessing and managing risks and providing input on those policies and practices. In general, our Board of Directors oversees risk management activities relating to business strategy, capital allocation, organizational structure, certain operational risks, and acquisitions; our Audit Committee oversees risk management activities related to financial controls and legal and compliance risks; our Compensation Committee oversees risk management activities relating to our compensation policies and practices as well as management succession planning; and our Nominating and Corporate Governance Committee oversees risk management activities relating to Board composition. Each committee reports to the Board of Directors on a regular basis, including reports with respect to the committee's risk oversight activities as appropriate. In addition, since risk issues often overlap, committees from time to time request that the Board of Directors discuss particular risks.

Our Compensation Committee does not believe that any risks arising from our employee compensation policies and practices are reasonably likely to have a material adverse effect on our company. Our Compensation Committee believes that any such risks are mitigated by:

- The multiple elements of our compensation packages, including base salary, our annual short-term incentive compensation plan and (for our executive officers and other key employees) equity awards that vest (or are issuable) over multiple years and are intended to motivate employees to take a long-term view of our business.

- The structure of our short-term incentive compensation plan (described in greater detail in this Proxy Statement under "*Compensation Discussion and Analysis*"), which is based on (i) a number of different financial and operating performance metrics to avoid employees placing undue emphasis on any particular performance metric at the expense of other aspects of our business, and (ii) performance targets that we believe are appropriately aggressive yet will not require undue risk-taking to achieve. Further, the structure of the short-term incentive compensation plan aids in driving sustained long-term financial performance as the goals and targets from the prior year's plan are significant factors used in determining goals for the current year's plan.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee of the Board of Directors currently consists of Messrs. Beebe, Furey (Chairman), and McGlade and Ms. King. Mr. Schriesheim served on the Compensation Committee until May 6, 2014, when Ms. King was appointed to the Compensation Committee. No member of this committee was at any time during fiscal year 2014 an officer or employee of the Company, was formerly an officer of the Company or any of its subsidiaries, or had any employment relationship with the Company or any of its subsidiaries. No executive officer of the Company has served as a director or member of the compensation committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers served as a director of or member of the Compensation Committee of Skyworks.

Certain Relationships and Related Person Transactions

Other than compensation agreements and other arrangements described below under "*Information About Executive and Director Compensation*," since September 27, 2013, there has not been a transaction or series of related transactions to which the Company was or is a party involving an amount in excess of $120,000 and in which any director, executive officer, holder of more than five percent (5%) of any class of our voting securities, or any member of the immediate family of any of the foregoing persons, had or will have a direct or indirect material interest. In January 2008, the Board of Directors adopted a written related person transaction approval policy that sets forth the Company's policies and procedures for the review, approval, or ratification of any transaction required to be reported in its filings with the SEC. The Company's policy with regard to related person transactions is that all related person transactions between the Company and any related person (as defined in Item 404 of Regulation S-K) or their affiliates, in which the amount involved is equal to or greater than $120,000, be reviewed by the Company's General Counsel and approved in advance by the Audit Committee. In addition, the Company's code of business conduct and ethics requires that employees discuss with the Company's Compliance Officer any significant relationship (or transaction) that might raise doubt about such employee's ability to act in the best interest of the Company.

Proposal 2:
Ratification of Independent
Registered Public Accounting Firm

The Audit Committee has selected KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2015 and has further directed that management submit the selection of the independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. KPMG LLP was the independent registered public accounting firm for the Company for fiscal year 2014, and has been the independent registered public accounting firm for the Company's predecessor, Alpha Industries, Inc., since 1975. We are asking the stockholders to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2015.

Representatives of KPMG LLP are expected to attend the Annual Meeting. They will have an opportunity to make a statement if they desire to do so and will be available to respond to appropriate stockholder questions.

Stockholder ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm is not required by the Company's By-laws or other applicable legal requirements. However, the Audit Committee is submitting the selection of KPMG LLP to the stockholders for ratification as a matter of good corporate practice. The affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter at the Annual Meeting is required to approve the selection of KPMG LLP as the Company's independent registered public accounting firm. In the event stockholders fail to ratify the appointment, the Audit Committee may reconsider this appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the Company's and stockholders' best interests.

Audit Fees

KPMG LLP provided audit services to the Company consisting of the annual audit of the Company's 2014 consolidated financial statements contained in the Company's Annual Report on Form 10-K and reviews of the financial statements contained in the Company's Quarterly Reports on Form 10-Q for fiscal year 2014. The following table summarizes the fees of KPMG LLP billed to the Company for the last two fiscal years.

Fee Category	Fiscal Year 2014 ($)	% of Total (%)	Fiscal Year 2013 ($)	% of Total (%)
Audit Fees(1)	1,561,650	95	1,449,000	93
Audit-Related Fees(2)	—	—	4,000	—
Tax Fees(3)	89,250	5	109,000	7
All Other Fees(4)	1,650	—	1,650	—
Total Fees	**1,652,550**	**100**	**1,563,650**	**100**

(1) Audit fees consist of fees for the audit of our annual financial statements, review of the interim financial statements included in our quarterly reports on Form 10-Q, statutory audits and related filings in various foreign locations, and audit procedures related to acquisition activity during fiscal years 2014 and 2013. Fiscal year 2014 and 2013 audit fees also included fees for services incurred in connection with rendering an opinion under Section 404 of the Sarbanes-Oxley Act.

(2) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit and the review of our financial statements and that are not reported under "Audit Fees." Audit-related fees reported in fiscal year 2013 relate to the review of registration statement auditor consents to incorporate by reference prior year financial statement opinions in Form S-8 filings.

(3) Tax fees consist of fees for tax compliance, tax advice, and tax planning services. Tax compliance services, which primarily relate to the review of our U.S. tax returns and certain trade and customs forms, accounted for $80,000 and $100,000 of the total tax fees for fiscal year 2014 and 2013, respectively.

(4) All other fees for fiscal years 2014 and 2013 relate to fees incurred for licenses to accounting and research software.

In 2003, the Audit Committee adopted a formal policy concerning approval of audit and non-audit services to be provided to the Company by its independent registered public accounting firm, KPMG LLP. The policy requires that all services provided by KPMG LLP, including audit services and permitted audit-related and non-audit services, be preapproved by the Audit Committee. The Audit Committee preapproved all audit and non-audit services provided by KPMG LLP during fiscal year 2014 and fiscal year 2013.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "*FOR*"
THE RATIFICATION OF THE SELECTION OF KPMG LLP
AS THE INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2015**

Report of the Audit Committee

The Audit Committee of Skyworks' Board of Directors is responsible for providing independent, objective oversight of Skyworks' accounting functions and internal controls. The Audit Committee is composed of four directors, each of whom is independent within the meaning of applicable NASDAQ Rules and meets the criteria for independence set forth in Rule 10A-3(b)(1) under the Exchange Act. The Audit Committee operates under a written charter approved by the Board of Directors.

Management is responsible for the Company's internal control and financial reporting process. The Company's independent registered public accounting firm is responsible for performing an independent audit of Skyworks' consolidated financial statements in accordance with generally accepted auditing standards and for issuing a report concerning such financial statements. The Audit Committee's responsibility is to monitor and oversee these processes.

In connection with these responsibilities, the Audit Committee met with management and representatives of KPMG LLP, the Company's independent registered public accounting firm, and reviewed and discussed the audited financial statements for fiscal year 2014, results of the internal and external audit examinations, evaluations of the Company's internal controls, and the overall quality of Skyworks' financial reporting. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 16, "Communications with Audit Committees," issued by the Public Company Accounting Oversight Board. In addition, the Audit Committee has received the written disclosures and the letter from its independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence and has discussed with the independent registered public accounting firm the independent registered public accounting firm's independence from the Company and its management, including the matters in the written disclosures and letter that were received by the committee from such firm.

Based upon the Audit Committee's review and discussions described above, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for fiscal year 2014, as filed with the SEC.

THE AUDIT COMMITTEE

Kevin L. Beebe
Balakrishnan S. Iyer
David J. McLachlan
Robert A. Schriesheim, Chairman

Proposal 3: Advisory Vote on the Compensation of Our Named Executive Officers ("Say-on-Pay Vote")

We are providing our stockholders with the opportunity to vote to approve, on a non-binding basis, the compensation of our Named Executive Officers as described below under "*Information About Executive and Director Compensation*." At our 2014 Annual Meeting of stockholders, approximately 96% of the votes cast by our stockholders were in favor of the compensation of our Named Executive Officers.

As we describe below under "*Compensation Discussion and Analysis*," our executive compensation program embodies a pay-for-performance philosophy that supports our business strategy and aligns the interests of our executives with our stockholders. In addition, our Board of Directors believes that the Company's financial performance over the last fiscal year demonstrates that our executive compensation program was designed appropriately and is working effectively to support long-term value creation.

Our Board of Directors is asking stockholders to approve a non-binding advisory vote on the following resolution:

> RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables, and any related material disclosed in this Proxy Statement.

As an advisory vote, this proposal is not binding and will not overrule any decision by the Company or the Board of Directors (or any committee thereof), nor will it create or imply any change or addition to the fiduciary duties of the Company or the Board of Directors (or any committee thereof). However, our Compensation Committee and Board of Directors value the opinions expressed by our stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for Named Executive Officers. Unless the Board of Directors modifies its policy on the frequency of future say-on-pay votes, the next non-binding say-on-pay vote will be held at our 2016 Annual Meeting of stockholders.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS BY VOTING "*FOR*" PROPOSAL NO. 3

Information About Executive and Director Compensation

Summary and Highlights

Financial Performance

- Our net revenue increased by 28% to approximately $2.3 billion during fiscal year 2014 as we continue to experience year-over-year growth as smartphones displace traditional cellular phones, as emerging markets increasingly adopt 3G and 4G technologies, as tablet computing increases in popularity, and as our analog product portfolio expands to address additional content within handset, tablet, and adjacent vertical markets including medical, automotive, military, and industrial.

- Our operating expenses decreased to 19.9% for fiscal year 2014 from 23.5% in fiscal year 2013. In absolute terms operating expense increased from $422 million to $458 million primarily in connection with increased research and development expense as a result of increased product development activity.

- Our effective tax rate for fiscal year 2014 improved to 19.0% from 19.3% in fiscal year 2013 primarily as a result of a higher percentage of our income being earned and taxed in lower-rate foreign jurisdictions.

- As a result of the aforementioned factors, our overall profitability increased significantly from fiscal year 2013 with both net income and diluted earnings per share increasing 64% year over year.

- In April 2014, we introduced a quarterly cash dividend program, pursuant to which we paid $41 million to our stockholders in cash dividend payments during fiscal year 2014. In addition, we paid $166 million during fiscal year 2014 to repurchase over 4.5 million shares of our common stock.

- Our ending cash and cash equivalents balance increased 58% to $806 million in fiscal year 2014 from $511 million in fiscal year 2013. This was the result of a 54% increase in cash from operations to $772 million in fiscal year 2014 due to higher net income and improvements in working capital. In addition, during fiscal year 2014 we invested $209 million on capital expenditures and $149 million for a 66% controlling interest in a joint venture.

- Total stockholder return ("TSR") for the five-year period ending October 3, 2014, was 367%, compared with a weighted average TSR of 81% for the 18 publicly traded semiconductor companies in our peer group (which consists of the Comparator Group, as described below, excluding LSI, which was acquired during 2014) and a weighted average TSR of 112% for the companies in the S&P 500 Semiconductors Index.

Changes to Severance Arrangements with Named Executive Officers

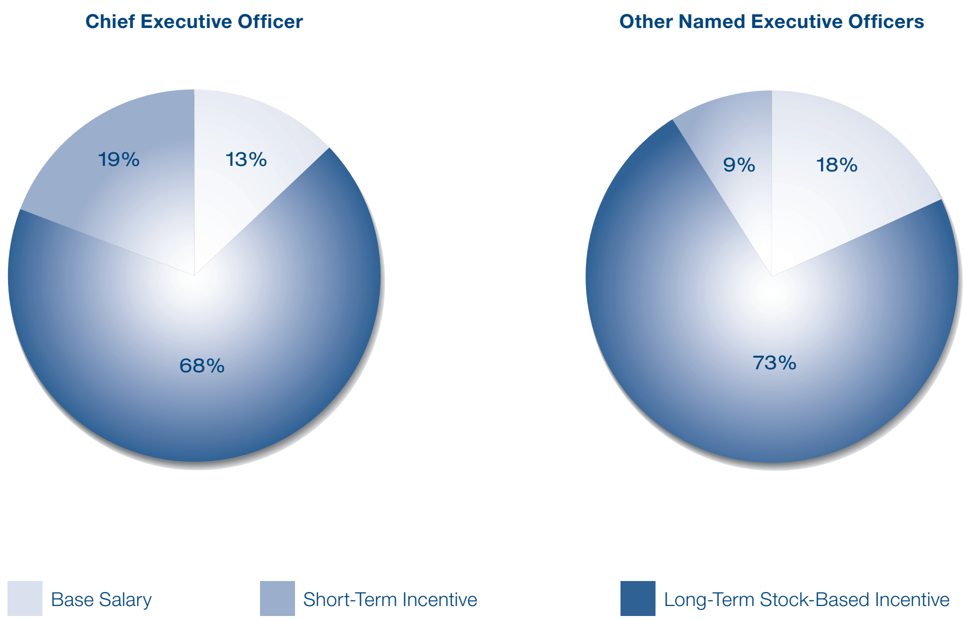
- On December 16, 2014, the Company entered into new Change in Control / Severance Agreements with each of Messrs. Griffin, Palette, and Freyman and Ms. Vezina, each of which became effective on January 22, 2015. Under the new agreements, equity awards granted to such Named Executive Officers after January 22, 2015, will not be subject to acceleration solely upon a change in control of the Company (unless the successor or surviving company does not agree to assume, or to substitute for, outstanding equity awards on substantially similar terms with substantially equivalent economic benefits as exist for such award immediately prior to the change in control, in which case the awards would accelerate in full as of the change in control). Vesting of such awards would accelerate only in the event of a qualifying termination of employment within the period of time commencing three (3) months prior to and ending twelve (12) months following a change in control, or in the event of a termination of employment by reason of the executive's death or permanent disability.

- Pursuant to a waiver letter received by the Company from Mr. Aldrich on December 16, 2014, and pursuant to the new Change in Control / Severance Agreements described above, none of the Named Executive Officers is entitled to any future excise tax gross-up payment.

Compensation Program Alignment with Long-Term Interests of Stockholders

- We emphasize pay-for-performance and tie a significant amount of our Named Executive Officers' annual compensation to our performance in the form of incentive-based compensation, with the majority being in equity-based compensation. We believe that through the combination of our equity-based incentive compensation program and executive stock ownership guidelines, the interests of our executives are strongly aligned with those of our long-term stockholders—namely, increasing stockholder value over time.

- The charts below show the target total direct compensation mix for fiscal year 2014 for our Chief Executive Officer and the average for the other Named Executive Officers. The target total direct compensation mix for fiscal year 2014 reflects actual salary, target short-term incentive award, and the grant date fair value of stock option, performance share, restricted stock, and restricted stock unit awards, including long-term stock-based awards granted in connection with a Named Executive Officer's promotion or commencement of employment.



- We provide short-term incentive compensation to motivate executives to achieve key near-term (i.e., a year or less) financial and/or operational objectives. Based on the Company's performance under the non-GAAP operating income and non-GAAP gross margin goals established by the Compensation Committee, the total short-term incentive award payment to each of the Named Executive Officers for fiscal year 2014 was 200% of the target payment level for such Named Executive Officer.

- We provide longer-term equity-based compensation in the form of performance share awards and stock options to incentivize our executive officers to achieve goals each year that we believe will result in significant increases in stockholder value over the longer term, thereby aligning their interests with those of our stockholders.
  - Stock options closely align the long-term interests of our executives with those of our stockholders because the recipient will only realize a return on the option if our stock price increases over the life of the option. In addition, awards of stock options align with our growth strategy and provide significant financial upside if our growth objectives are achieved, while placing a significant portion of our executives' compensation at risk if our objectives are not achieved.
  - Shares are received under performance share awards only upon satisfaction of "performance" and "continued employment" conditions (i.e., to receive all shares earned based on actual performance, the executive would typically need to remain employed for three years following the grant of a performance share award). Based on the Company's non-GAAP operating margin achieved and TSR percentile ranking obtained during fiscal year 2014, each Named Executive Officer earned the "maximum" level of shares under the performance share awards granted in November 2013.
- The Compensation Committee of our Board of Directors, with assistance from its independent compensation consultant, annually reviews our executive compensation program to ensure that it is competitive with the companies in our industry with which we compete for executive talent. We generally target the median of our comparison group for our base salary and short-term incentive compensation levels. For fiscal year 2014, we granted equity-based incentive awards with a target incentive level at approximately the median of our comparison group, with the opportunity to earn above the target incentive levels based on performance. We feel that this level of executive compensation, with its emphasis on long-term results, alignment with stockholder interests, and long-term retention, enables us to attract and retain the executive talent necessary to meet our business objectives.

Corporate Governance Best Practices

- As part of its commitment to strong corporate governance and best practices, our Compensation Committee has engaged an independent compensation consultant, Aon/Radford, to perform an annual comprehensive analysis of our executive compensation practices and pay levels, using analytical tools such as market data, tally sheets, compensation history, and walk-away analysis for each executive.
- Our Compensation Committee has implemented equity compensation grant procedures, an annual process to assess the efficacy of our company-wide compensation programs, and a risk management program, which includes an ongoing evaluation of the relationship between our compensation programs and risk.
- We have adopted Executive Officer and Director Stock Ownership programs that require our executive officers and non-employee directors to hold a significant equity interest in the Company with the objective of more closely aligning the interests of our executive officers and directors with those of our stockholders.
- We prohibit our directors, officers, and employees from hedging or pledging their economic interests in Company securities and from engaging in any short-term, speculative securities transactions, including purchasing securities on margin, engaging in short sales, or buying or selling put or call options.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis section discusses the compensation policies and programs for our Chief Executive Officer, our Chief Financial Officer and our three next most highly paid executive officers during fiscal year 2014 as determined under the rules of the SEC. We refer to this group of executive officers as our "Named Executive Officers." For fiscal year 2014, our Named Executive Officers were:

- David J. Aldrich, Chairman and Chief Executive Officer;
- Donald W. Palette, Executive Vice President and Chief Financial Officer;
- Liam K. Griffin, President;
- Bruce J. Freyman, Executive Vice President, Worldwide Operations; and
- Victoria Vezina, Vice President, Human Resources.

Approach for Determining Form and Amounts of Compensation

The Compensation Committee, which is composed solely of independent directors within the meaning of applicable NASDAQ Rules, outside directors within the meaning of Section 162 of the Internal Revenue Code ("IRC"), and non-employee directors within the meaning of Rule 16b-3 under the Exchange Act, is responsible for determining all components and amounts of compensation to be paid to our Named Executive Officers, as well as any other executive officers or employees who report directly to the Chief Executive Officer. The Compensation Committee sets compensation for the Named Executive Officers, including salary, short-term incentives, and long-term stock-based awards, at levels generally intended to be competitive with the compensation of comparable executives in semiconductor companies with which the Company competes for executive talent.

Compensation Program Objectives

The objectives of our executive compensation program are to attract, retain and motivate highly qualified executives to operate our business, and to link the compensation of those executives to improvements in the Company's financial performance and increases in stockholder value. Accordingly, the Compensation Committee's goals in establishing our executive compensation program include:

- ensuring that our executive compensation program is competitive with a group of companies in the semiconductor industry with which we compete for executive talent;
- providing a base salary that serves as the foundation of a compensation package that attracts and retains the executive talent needed to achieve our business objectives;
- providing short-term variable compensation that motivates executives and rewards them for achieving Company financial performance targets;
- providing long-term stock-based compensation that aligns the interest of our executives with stockholders and rewards them for increases in stockholder value; and

- ensuring that our executive compensation program is perceived as fundamentally fair to all of our employees.

Retention of Compensation Consultant

The Compensation Committee has engaged Aon/Radford to assist in determining the components and amount of executive compensation. Aon/Radford reports directly to the Compensation Committee, through its chairperson, and the Compensation Committee retains the right to terminate or replace the consultant at any time. The consultant advises the Compensation Committee on such compensation matters as are requested by the Compensation Committee. The Compensation Committee considers the consultant's advice on such matters in addition to any other information or factors it considers relevant in making its compensation determinations.

The Compensation Committee has considered the relationships that Aon/Radford has with the Company, the members of the Compensation Committee and our executive officers, as well as the policies that Aon/Radford has in place to maintain its independence and objectivity, and has determined that Aon/Radford's work for the Compensation Committee has not raised any conflicts of interest.

Role of Chief Executive Officer

The Compensation Committee also considers the recommendations of the Chief Executive Officer regarding the compensation of the other Named Executive Officers and each of his other direct reports. These recommendations include an assessment of each individual's responsibilities, experience, performance and contribution to the Company's performance, and also generally take into account internal factors such as historical compensation and level in the organization, in addition to external factors such as the current environment for attracting and retaining executives.

Establishment of Comparator Group Data

In determining compensation for each of the Named Executive Officers, the committee utilizes "Comparator Group" data for each position. For fiscal year 2014, the Compensation Committee approved Comparator Group data consisting of a 50/50 blend of (i) Aon/Radford survey data of 26 semiconductor companies (where sufficient data was not available in the Aon/Radford semiconductor survey data for a given executive position, the Comparator Group data also included survey data regarding high-technology companies), and (ii) the "peer" group data for 19 publicly traded semiconductor companies with which the Company competes for executive talent:

*Altera
*Analog Devices
*Avago Technologies
*Broadcom
*Cree
*Cypress Semiconductor
*Fairchild Semiconductor
*International Rectifier
*Linear Technology
*LSI
*Marvell Technology
*Maxim Integrated Products
*Microchip Technology
*Microsemi
*NVIDIA
*ON Semiconductor
*RF Micro Devices
*TriQuint Semiconductor
*Xilinx

Use of Comparator Group Data

The Compensation Committee annually compares the components and amounts of compensation that we provide to our Chief Executive Officer and other Named Executive Officers with the components and amounts of compensation provided to their counterparts in the Comparator Group and uses this comparison data as a guideline in its review and determination of base salaries, short-term incentives, and long-term stock-based compensation awards, as discussed in further detail below under "*Components of Compensation*." In addition, in setting fiscal year 2014 compensation, the Compensation Committee sought and received input from Aon/Radford regarding the base salaries for the Chief Executive Officer and each of the other executive officers, the award levels and performance targets relating to the short-term incentive program for executive officers, and the individual stock-based compensation awards for executive officers, as well as the related vesting schedules.

After reviewing the data and considering the input, the Compensation Committee established (and the full Board of Directors was advised of) the base salary, short-term incentive target, and long-term stock-based compensation award for each Named Executive Officer. In establishing individual compensation, the Compensation Committee also considered the input of the Chief Executive Officer, as well as the individual experience and performance of each executive.

In determining the compensation of our Chief Executive Officer, our Compensation Committee focused on (i) competitive levels of compensation for chief executive officers who are leading a company of similar size and complexity, (ii) the importance of retaining a chief executive officer with the strategic, financial, and leadership skills necessary to ensure our continued growth and success, (iii) our Chief Executive Officer's role relative to the other Named Executive Officers, (iv) input from the full Board of Directors on our Chief Executive Officer's performance, and (v) the considerable length of our Chief Executive Officer's 20 years of service to the Company. Aon/Radford advised the Compensation Committee that the base salary, annual performance targets, and short-term incentive target opportunity, and equity-based compensation established by the Compensation Committee for fiscal year 2014 were competitive for chief executive officers leading companies of similar size and complexity in the semiconductor industry. Our Chief Executive Officer was not present during the voting or deliberations of the Compensation Committee concerning his compensation. As stated above, however, the Compensation Committee did consider the recommendations of the Chief Executive Officer regarding the compensation of the other Named Executive Officers and each of his other direct reports.

Response to Stockholder Vote on Executive Compensation at 2014 Annual Meeting

At our 2014 Annual Meeting of stockholders, approximately 96% of the votes cast approved the compensation of the Company's named executive officers as disclosed in the proxy statement delivered to our stockholders in connection with the 2014 Annual Meeting. We understood this to mean that stockholders generally approved of our compensation policies and determinations in 2014. However, our Compensation Committee still undertook a review of our compensation policies and determinations following the 2014 Annual Meeting with the assistance of Aon/Radford. After this review and consideration of evolving best practices in executive compensation by public companies generally, upon the recommendation of our Compensation Committee, we determined not to make any significant changes to our executive compensation decisions and policies. The Compensation Committee periodically reviews the goals we would like to achieve through our executive compensation practices and explores ways to modify those practices to either achieve new goals or to enhance our ability to achieve existing goals.

Components of Compensation

The key elements of compensation for our Named Executive Officers are base salary, short-term incentives, long-term stock-based incentives, 401(k) plan retirement benefits, medical, dental, vision, life and disability insurance, and financial planning benefits. Consistent with our objective of ensuring that executive compensation is perceived as fair to all employees, the Named Executive Officers do not receive any retirement benefits beyond those generally available to our full-time employees, and we do not provide medical, dental, vision, or other insurance benefits to Named Executive Officers that are different from those offered to other full-time employees.

Base Salary

Base salaries provide our executive officers with a degree of financial certainty and stability. The Compensation Committee determines a competitive base salary for each executive officer using the Comparator Group data and input provided by Aon/Radford. Based on these factors, base salaries of the Named Executive Officers for fiscal year 2014 were generally targeted at the Comparator Group median, with consideration given to role, responsibility, performance and length of service. After taking these factors into account, the base salary for each Named Executive Officer for fiscal year 2014 increased on average 5.0% from the Named Executive Officer's base salary in fiscal year 2013 (excluding Ms. Vezina, whose employment with the Company commenced in December 2013), and ranged from an increase of 2.6% to 8.8%. Effective as of May 6, 2014, at the time of his promotion to President, Mr. Griffin received an additional 7.5% increase in his base salary, which reflected his increased responsibilities.

Short-Term Incentives

Our short-term incentive compensation plan for executive officers is established annually by the Compensation Committee. For fiscal year 2014, the Compensation Committee adopted the 2014 Executive Incentive Plan (the "Incentive Plan"). The Incentive Plan established short-term incentive awards that could be earned annually by certain officers of the Company, including the Named Executive Officers, based on the Company's achievement of certain corporate performance goals established on an annual basis. Short-term incentive compensation is intended to motivate and reward executives by tying a significant portion of their total compensation to the Company's achievement of pre-established performance goals that are generally short-term (i.e., one year or less). Pursuant to the Incentive Plan, the Compensation Committee sets a range of short-term compensation that can be earned by each executive officer based on the Comparator Group data, which is expressed as a percentage of the executive officer's base salary and which corresponds to the level of achievement of the performance goals. The low end of that range, referred to as the "threshold" percentage, is equal to the amount of compensation payable to the executive if the level of achievement of each performance goal applicable to the executive was at the minimum set by the Compensation Committee to be eligible to receive a payment for that goal under the Incentive Plan (referred to as the "threshold" level). At the threshold payout level, the short-term compensation was designed to result in a payout less than the median short-term compensation of the Comparator Group. The middle of the range, referred to as the "target" percentage, is equal to the amount of short-term compensation payable to the executive if the level of achievement of each performance goal applicable to the executive met the expectations set by the Compensation Committee (referred to as the "target" level). Achievement of all performance goals at the "target" level would result in a short-term compensation payout equal to the "target" percentage, which is designed to be the median short-term compensation of the Comparator Group. The high end of the range, referred to as the "maximum" percentage, is equal to the amount of compensation payable to the executive if the level of achievement of each performance goal applicable to the executive reached the high-end target set by the Compensation Committee for such goal (referred to as the "maximum" level). Achievement of all performance goals at the "maximum" level would result in a short-term compensation payout at the "maximum" level, which is designed to be above the median short-term compensation of the Comparator Group. Absent an exercise of discretion by the Compensation Committee, the total short-term compensation paid to each executive would not exceed the "maximum" percentage and, in the event that the level of achievement of all performance goals was below the "threshold" level, no short-term compensation payment would be made to the executive. The following table shows the range of short-term compensation that each Named Executive Officer could earn in fiscal year 2014 as a percentage of such executive officer's annual base salary.

	Threshold	Target	Maximum
Chief Executive Officer	75%	150%	300%
Chief Financial Officer	37.5%	75%	150%
President(1)	45%	90%	180%
Executive Vice President, Worldwide Operations	35%	70%	140%
Vice President, Human Resources	27.5%	55%	110%

(1) Effective as of May 6, 2014, at the time of his promotion to President, the threshold, target, and maximum levels of Mr. Griffin's short-term compensation were increased from 40%, 80%, and 160% of his annual base salary, respectively, to 45%, 90%, and 180% of his annual base salary, respectively.

The actual total amount of short-term compensation payable to an executive depends on the level of achievement of each performance goal assigned to him or her. For fiscal year 2014 the Compensation Committee determined that short-term incentive compensation payable under the Incentive Plan would be based on the Company's performance for the entire fiscal year. Although in recent fiscal years the Compensation Committee has based short-term incentive payments on performance during two six-month performance periods, the Compensation Committee moved to an annual performance period for fiscal year 2014 to better align with business objectives. The Compensation Committee established performance goals for fiscal year 2014 based on achieving revenue and non-GAAP operating margin targets. Each of the two performance goals was weighted equally (50% each) toward each Named Executive Officer's payment under the Incentive Plan. The non-GAAP operating margin performance goal is based on the Company's actual non-GAAP operating margin, which it calculates by excluding from GAAP operating income stock compensation expense, restructuring-related charges, acquisition-related expenses, litigation settlement gains and losses, and certain deferred executive compensation.

The Compensation Committee determines with respect to each performance goal the "threshold," "target" and "maximum" levels of achievement, which correspond to the matching descriptions set forth above. For Company performance goals, the levels of achievement will be consistent across the executives to which such goals apply.

Following the end of the fiscal year, the Compensation Committee determines the total amount of short-term compensation payable to each executive for such period by comparing the actual level of achievement of each performance goal assigned to such executive against the "threshold," "target" and "maximum" levels of achievement that it set for that performance goal. The Compensation Committee determines the amount of short-term compensation the executive is eligible to receive with respect to each performance goal as follows:

- If the level of achievement for that performance goal falls below the "threshold" level, then the executive will not earn any short-term compensation with respect to that performance goal (absent an exercise of discretion by the Compensation Committee).

- If the level of achievement for that performance goal is equal to the "threshold," "target" or "maximum" level, then the executive earns the product obtained by *multiplying* (i) the "threshold," "target" or "maximum" percentage, as applicable, *times* (ii) the executive's base salary during the fiscal year, *times* (iii) the weighting assigned to that performance goal.

- If the level of achievement for the performance goal falls in between either the "threshold" and "target" levels or the "target" and "maximum" levels, the executive would earn short-term compensation equal to the short-term compensation payable at the "threshold" or "target" level, respectively, *plus* a pro rata amount of the difference between the short-term compensation payable for that performance goal at, respectively, the "threshold" and "target" levels or the "target" and "maximum" levels.

- Absent an exercise of discretion by the Compensation Committee, if the level of achievement for the performance goal exceeds the "maximum" level, the executive will only earn the amount payable for achievement at the "maximum" level.

The computation of each executive's short-term compensation under the Incentive Plan is not a weighted average of the level of achievement across all performance goals, but rather an evaluation of each performance goal individually, a determination of the portion of the total eligible bonus allocated to that performance goal that can be earned and a summation of those amounts.

The target level performance goals established by the Compensation Committee under the Incentive Plan are based on the Company's historical operating results and growth rates as well as the Company's expected future results and are designed to require significant effort and operational success on the part of our executives and the Company. The maximum level performance goals established by the Compensation Committee have historically been difficult to achieve and are designed to represent outstanding performance that the Compensation Committee believes should be rewarded. Typically, financial performance goals are set with the expectation that the "target" level will be higher than the consensus analyst estimates for the Company.

The Incentive Plan stipulated that all payouts to executives under the Incentive Plan were conditioned upon the Company achieving a performance goal based on non-GAAP operating margin (after accounting for any incentive award payments, including those to be made under the Incentive Plan) at the "threshold" level. The Compensation Committee retains the discretion, based on the recommendation of the Chief Executive Officer, to make payments even if the threshold performance metrics are not met or to make payments in excess of the maximum level if the Company's performance exceeds the maximum metrics. The Compensation Committee believes it is appropriate to retain this discretion in order to make short-term compensation awards in extraordinary circumstances.

The Company's actual revenue and non-GAAP operating margin achieved in fiscal year 2014 each exceeded the respective maximum performance levels, resulting in a short-term compensation award for each Named Executive Officer equal to his or her maximum payment level, or 200% of the target payment level.

Long-Term Stock-Based Compensation

The Compensation Committee generally makes long-term stock-based compensation awards to executive officers on an annual basis. Long-term stock-based compensation awards are intended to align the interests of our executive officers with our stockholders, and to reward our executive officers for increases in stockholder value over long periods of time (i.e., greater than one year). It is the Company's practice to make stock-based compensation awards to executive officers in November of each year at a prescheduled Compensation Committee meeting. For fiscal year 2014, the Compensation Committee made awards to each of the Named Executive Officers (with the exception of Ms. Vezina) on November 7, 2013, at a regularly scheduled Compensation Committee meeting. Stock options awarded to the Named Executive Officers at the meeting had an exercise price equal to the closing sale price on the meeting date of the Company's common stock on the NASDAQ Global Select Market.

In making annual stock-based compensation awards to executive officers for fiscal year 2014, the Compensation Committee first reviewed the Comparator Group data to determine the percentage of the total number of outstanding shares of stock that companies in the Comparator Group typically made available for annual awards under employee equity compensation programs. The Compensation Committee then set the number of shares of the Company's common stock that would be made available for annual executive officer equity awards at approximately the median of the Comparator Group after its evaluation of the Company's business needs for the attraction and retention of executives, internal and external circumstances impacting the Company and its employees, and proxy advisor (e.g., ISS) guidelines. The Compensation Committee then reviewed the Comparator Group by executive position to determine the allocation of the available shares among the executive officers from the overall pool the Compensation Committee made available for equity awards for fiscal year 2014. The Compensation Committee then used that data and the Comparator Group data to determine a dollar value equivalent for the long-term equity-based award for each executive officer. Forty percent (40%) of that dollar equivalent value served as the basis for determining a number of stock options to award to the executive using an estimated Black-Scholes value, and the remaining sixty percent (60%) of the dollar equivalent value served as the basis for determining a number of performance share awards ("PSAs") for the executive using the fair market value of the Company's common stock on the date of such award and an assumption that the Company would achieve the "target" level of performance required to earn the PSA. The Compensation Committee's rationale for awarding PSAs is to further align the executive's interest with those of the Company's stockholders by using equity awards that will vest only if the Company achieves pre-established performance metrics. A description of the PSAs, including the method by which they vest and the related performance metrics, is set forth below in the "*Grants of Plan-Based Awards Table*."

On December 9, 2013, the Compensation Committee granted to Ms. Vezina a long-term stock-based compensation award in connection with the commencement of her employment with the Company, which was intended to incentivize her to accept an offer of employment with the Company and to align her performance with the goals and objectives of the executive team. The award to Ms. Vezina consisted of a stock option award, a PSA award, and a restricted stock award. The number of shares subject to the equity awards granted to her by the Compensation Committee was determined based on competitive data on new-hire awards to human resources executives in the semiconductor industry. The stock option award to Ms. Vezina had an exercise price equal to the closing price of the Company's common stock on December 9, 2013. A description of each stock-based award granted to Ms. Vezina, including the vesting conditions thereof, is set forth below in the "*Grants of Plan-Based Awards Table*."

On May 6, 2014, the Compensation Committee granted one-time restricted stock unit ("RSU") awards to each of Messrs. Palette, Griffin, and Freyman in connection with their promotions to their current positions. A description of the RSU awards, including the vesting conditions thereof, is set forth below in the "*Grants of Plan-Based Awards Table*."

Other Compensation and Benefits

We provide other benefits to our executive officers that are intended to be part of a competitive overall compensation program and are not tied to any company performance criteria. Consistent with the Compensation Committee's goal of ensuring that executive compensation is perceived as fair to all stakeholders, the Company offers medical, dental, vision, life and disability insurance plans to executive officers under the same terms as such benefits are offered to other employees. Additionally, executive officers are permitted to participate in the Company's 401(k) Savings and Investment Plan and Employee Stock Purchase Plan under the same terms as other employees. The Company does not provide executive officers with any enhanced retirement benefits (i.e., executive officers are subject to the same limits on contributions as other employees, as the Company does not offer any supplemental executive retirement plan or other similar non-qualified deferred compensation plan), and they are eligible for 401(k) company-match contributions under the same terms as other employees. In fiscal year 2014, the Company offered executives the opportunity to participate in financial planning services through The Ayco Company, L.P. ("Ayco"), at a cost of up to approximately $14,000 per executive paid by the Company. In fiscal year 2014, Mr. Aldrich, Mr. Palette, and Ms. Vezina received financial planning services through Ayco. Mr. Aldrich, however, elected to pay personally for such services.

In prior fiscal years certain executive officers were provided an opportunity to participate in the Company's Executive Compensation Plan (the "Executive Compensation Plan"), an unfunded, non-qualified deferred compensation plan, under which participants were allowed to defer a portion of their compensation. As a result of deferred compensation legislation under Section 409A of the IRC, effective December 31, 2005, the Company no longer permits employees to make contributions to the plan. Upon retirement, as defined in the Executive Compensation Plan, or other separation from service, or, if so elected, upon any earlier change in control of the Company, a participant is entitled to a payment of his or her vested account balance, either in a single lump sum or in annual installments, as elected in advance by the participant. Although the Company had discretion to make additional contributions to the accounts of participants while the Executive Compensation Plan was active, it never did so. Mr. Aldrich is the only Named Executive Officer who participated in the Executive Compensation Plan while it was active.

Severance and Change-in-Control Benefits

None of our executive officers, including the Named Executive Officers, has an employment agreement that provides a specific term of employment with the Company. Accordingly, the employment of any such employee may be terminated at any time. We do provide certain benefits to our Named Executive Officers upon certain qualifying terminations of employment and in connection with terminations of employment under certain circumstances following a change in control. A description of the material terms of our severance and change-in-control arrangements with the Named Executive Officers can be found immediately below and further below under "*Potential Payments Upon Termination or Change in Control.*"

The Company believes that severance protections can play a valuable role in recruiting and retaining superior talent. Severance and other termination benefits are an effective way to offer executives financial security to incent them to forego an opportunity with another company. These agreements also protect the Company as the Named Executive Officers are bound by restrictive non-compete and non-solicit covenants for up to two years after termination of employment. Outside of the change-in-control context, each Named Executive Officer is entitled to severance benefits if his or her employment is involuntarily terminated by the Company without cause and, in the case of the Chief Executive Officer, if he terminates his own employment for good reason (as defined in the agreement). In addition, provided he forfeits certain equity awards and agrees to serve on the Company's Board of Directors for a minimum of two years, the Chief Executive Officer is entitled to certain severance benefits upon termination of his employment for any reason. The Compensation Committee believes that this provision facilitates his retention with the Company. The level of each Named Executive Officer's severance or other termination benefit is generally tied to his or her respective annual base salary and any short-term incentive earned.

Additionally, each Named Executive Officer would receive enhanced severance benefits and accelerated vesting of equity awards if his or her employment were terminated under certain circumstances in connection with a change in control of the Company. These benefits are described in detail further below under "*Potential Payments Upon Termination or Change in Control.*" The Company believes these enhanced severance benefits and accelerated vesting are appropriate because the occurrence, or potential occurrence, of a change-in-control transaction would likely create uncertainty regarding the continued employment of executive officers that typically occurs in a change-in-control context, and such severance benefits and accelerated vesting encourage the Named Executive Officers to remain employed with the Company through the change-in-control process and to focus on enhancing stockholder value both before and during the process. In addition, the vesting protection helps assure the Named Executive Officers that they will not lose the expected value of their equity awards because of a change in control of the Company.

Executive Officer Stock Ownership Requirements

We have adopted Executive Stock Ownership guidelines with the objective of more closely aligning the interests of our executive officers (including our Named Executive Officers) with those of our stockholders. Under the Executive Officer Ownership guidelines, our Chief Executive Officer is required to hold the *lower* of (a) the number of shares with a fair market value equal to six (6) times his current base salary, or (b) 382,200 shares; our President is required to hold the *lower* of (a) the number of shares with a fair market value equal to three (3) times his current base salary, or (b) 114,000 shares; our Executive Vice President and Chief Financial Officer and our Executive Vice President, Worldwide Operations, are each required to hold the *lower* of (a) the number of shares with a fair market value equal to two and one-half (2½) times such executive's current base salary, or (b) 89,800 or 92,500 shares, respectively; and our Vice President, Human Resources is required to hold the *lower* of (a) the number of shares with a fair market value equal to two (2) times her current base salary, or (b) 60,000 shares. For purposes of the Executive Stock Ownership guidelines, the fair market value of the Company's common stock is the average closing price per share of the Company's common stock as reported on the NASDAQ Global Select Market (or if the common stock is not then traded on such market, such other market on which the common stock is traded) for the twelve (12) month period ending with the determination date. As of the date hereof, all of our Named Executive Officers are in compliance with the stock ownership guidelines.

Compliance with Internal Revenue Code Section 162(m)

Section 162(m) of the IRC generally disallows a tax deduction for compensation in excess of $1 million paid to our Chief Executive Officer and any of our three other most highly compensated executive officers, other than our Chief Financial Officer.

Certain compensation, including qualified performance-based compensation, will not be subject to the deduction limit if applicable requirements are met. The Compensation Committee reviews the potential effect of Section 162(m) periodically and generally seeks to structure the compensation of our executive officers in a manner that is intended to avoid disallowance of deductions under Section 162(m). However, the Compensation Committee reserves the right to use its judgment to authorize compensation payments that may be subject to the limit when the Compensation Committee believes such payments are appropriate and in the best interests of the Company and our stockholders, after taking into consideration changing business conditions and the performance of our employees.

Compensation Tables for Named Executive Officers

Summary Compensation Table

The following table summarizes compensation earned by, or awarded or paid to, our Named Executive Officers for fiscal year 2014, our fiscal year ended September 27, 2013 ("fiscal year 2013"), and our fiscal year ended September 28, 2012 ("fiscal year 2012").

Name and Principal Position	Year	Salary ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	All Other Compensation ($)(3)	Total ($)
David J. Aldrich	2014	747,769	2,474,753	1,455,384	2,220,000	14,717	6,912,623
Chairman and	2013	677,846	2,482,480	1,634,185	991,702	14,435	5,800,648
Chief Executive Officer	2012	657,523	1,717,200	1,310,910	358,963	13,948	4,058,544
Donald W. Palette	2014	413,535	1,983,526	415,824	610,500	27,664	3,451,049
Executive Vice President and	2013	392,846	640,640	380,675	288,031	23,854	1,726,046
Chief Financial Officer	2012	373,277	667,800	436,970	122,374	12,533	1,612,954
Liam K. Griffin	2014	485,923	2,657,829	675,714	807,243	11,225	4,637,934
President	2013	435,692	800,800	543,822	342,234	19,523	2,142,071
	2012	397,846	667,800	436,970	180,863	20,471	1,703,950
Bruce J. Freyman	2014	406,615	1,639,190	332,659	560,000	11,666	2,950,130
Executive Vice President,	2013	388,923	560,560	326,293	265,426	25,366	1,566,568
Worldwide Operations	2012	378,923	610,560	393,273	86,674	24,762	1,494,192
Victoria Vezina(4)	2014	248,077	1,175,154	234,096	265,784	14,581	1,937,692
Vice President, Human Resources							

(1) The amounts in the Stock Awards and Option Awards columns represent the grant date fair values, computed in accordance with the provisions of FASB ASC Topic 718—Compensation—Stock Compensation ("ASC 718"), of stock options, PSAs, RSUs, and restricted stock awards granted during the applicable fiscal year, without regard to estimated forfeiture rates. For fiscal years 2012 and 2013, assuming the highest level of performance achievement with respect to the PSAs, the grant date fair values of the Stock Awards would be two (2) times the amounts shown in the table. For fiscal year 2014, assuming the highest level of performance achievement with respect to the PSAs, the grant date fair values of the Stock Awards would be $3,611,003 for Mr. Aldrich, $2,324,401 for Mr. Palette, $3,213,329 for Mr. Griffin, $1,916,940 for Mr. Freyman, and $1,388,379 for Ms. Vezina. For a description of the assumptions used in calculating the fair value of equity awards in 2014 under ASC 718, see Note 9 of the Company's financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on November 25, 2014.

(2) Reflects amounts paid to the Named Executive Officers pursuant to the executive incentive plan adopted by the Compensation Committee for each year indicated. For the first half of fiscal year 2013 as well as for fiscal year 2014, the portion of the respective executive incentive plan attributable to Company performance above the "target" performance metric was paid in the form of unrestricted common stock of the Company as follows: Mr. Aldrich (FY 2013: $165,502; FY 2014: $1,110,000), Mr. Palette (FY 2013: $48,069; FY 2014: $305,250), Mr. Griffin (FY 2013: $57,114; FY 2014: $403,622), Mr. Freyman (FY 2013: $44,296; FY 2014: $280,000), and Ms. Vezina (FY 2014: $132,892). The number of shares awarded in lieu of cash was based on the fair market value of the Company's common stock on May 7, 2013, and November 7, 2013, with respect to fiscal year 2013, and on November 10, 2014, with respect to fiscal year 2014, which are the respective dates that the payments under the respective executive incentive plans were approved by the Compensation

Committee. For fiscal year 2012, no common stock was awarded in lieu of cash since the Company did not exceed any "target" performance metric included in the 2012 executive incentive plan.

(3) "All Other Compensation" includes the Company's contributions to the executive's 401(k) Plan account, the cost of group term life insurance premiums, financial planning services, and dividend accruals on unvested shares of restricted stock (which become payable when the underlying shares vest).

(4) Ms. Vezina began her employment with the Company on December 9, 2013, and became an executive officer of the Company effective as of May 6, 2014.

Grants of Plan-Based Awards Table

The following table summarizes all grants of plan-based awards made to the Named Executive Officers in fiscal year 2014, including incentive awards payable under our Fiscal Year 2014 Executive Incentive Plan.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)						
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)(3)	Exercise or Base Price of Option Awards ($/Sh) (4)	Grant Date Fair Value of Stock and Option Awards ($)
David J. Aldrich		555,000	1,110,000	2,220,000							
	11/7/2013				45,000	90,000	180,000				2,474,753(9)
	11/7/2013								140,000	25.25	1,455,384(10)
Donald W. Palette		152,625	305,250	610,500							
	11/7/2013				13,500	27,000	54,000				742,426(9)
	11/7/2013								40,000	25.25	415,824(10)
	5/6/2014							30,000(6)			1,241,100(11)
Liam K. Griffin		201,811	403,622	807,243							
	11/7/2013				22,000	44,000	88,000				1,209,879(9)
	11/7/2013								65,000	25.25	675,714(10)
	5/6/2014							35,000(7)			1,447,950(11)
Bruce J. Freyman		140,000	280,000	560,000							
	11/7/2013				11,000	22,000	44,000				604,940(9)
	11/7/2013								32,000	25.25	332,659(10)
	5/6/2014							25,000(6)			1,034,250(11)
Victoria Vezina(5)		66,446	132,892	265,784							
	12/9/2013				7,500	15,000	30,000				464,404(12)
	12/9/2013							25,000(8)			710,750(13)
	12/9/2013								20,000	28.43	234,096(14)

(1) The amounts shown represent the potential value of awards earned under the Incentive Plan. The amounts actually paid to the Named Executive Officers under the Incentive Plan are shown above in the "*Summary Compensation Table*" under "*Non-Equity Incentive Plan Compensation.*" For a more complete description of the Incentive Plan, please see description above under "*Components of Compensation—Short-Term Incentives*."

(2) The amounts shown represent shares potentially issuable pursuant to PSAs granted on November 7, 2013 (or on December 9, 2013, with respect to Ms. Vezina), under the Company's Amended and Restated 2005 Long-Term Incentive Plan (the "FY14 PSAs"). The FY14 PSAs have both "performance" and "continued employment" conditions that must be met in order for the executive to receive shares underlying the award.

The "performance" condition guides the initial eligibility of the grantee to receive shares under the PSA and compares the non-GAAP operating margin achieved (related to 50% of the shares underlying the award) and the total stockholder return, or TSR, percentile ranking achieved with respect to our peer group (related to the other 50% of the shares underlying the award) during the performance period against a range of pre-established targets. The peer group for purposes of the TSR percentile ranking metric includes each of the companies in the Comparator Group and excludes any such company that during fiscal year 2014 is acquired by or merged with (or enters into an agreement to be acquired by or merged with) another entity. The Compensation Committee determines the "threshold" or minimum level of performance that would be acceptable to the Company to justify a payout. The "maximum" level represents a best-case performance scenario. The middle of the range is referred to by the Company as the "target" level and represents the expected performance of the Company. The number of shares issuable under the FY14 PSAs corresponds to the level of achievement of the performance goals. The "target" number of shares is determined with reference to the competitive level of long-term equity compensation determined by the Compensation Committee in the manner described above. Performance at the "threshold" level results in an issuance of a number of shares equal to one-half (½) the "target" number of shares, and performance at the "maximum" level results in the issuance of a number of shares equal to two (2) times the "target" number of shares. Performance in between either the "threshold" and "target" levels or the "target" and "maximum" levels results in an issuance of a number of shares between the number of shares issuable under the FY14 PSAs at, respectively, the "threshold" and "target" levels or the "target" and "maximum" levels.

The "continued employment" condition of the FY14 PSAs provides that, to the extent that the non-GAAP operating margin and TSR percentile ranking performance metrics are met for the fiscal year, then twenty-five percent (25%) of the total shares for which the performance metric was met would be issuable to the executive on the first anniversary of the grant date, twenty-five percent (25%) of such shares would be issuable to the executive on the second anniversary of the grant date, and the remaining fifty percent (50%) of such shares would be issuable to the executive on the third anniversary of the grant date, provided that the executive remains employed by the Company through each such vesting date. In the event of termination by reason of death or permanent disability, the holder of an FY14 PSA (or his or her estate) would receive any shares that would have been issuable thereunder during the remaining term of the award (i.e., earned but unissued shares).

(3) The options vest over four years at a rate of 25% per year commencing one year after the date of grant and on each subsequent anniversary of the grant date for the following three years, provided the executive remains employed by the Company through each such vesting date. Options may not be exercised more than three months after the executive ceases to be employed by the Company, except in the event of certain qualifying terminations of employment, including by reason of death or permanent disability, in which event the option may be exercised for specific periods not exceeding one year following the termination of employment (or eighteen (18) months, in the case of a qualifying termination of employment following a change in control).

(4) Stock options awarded to executive officers have an exercise price equal to the closing price of the Company's common stock on the grant date.

(5) Ms. Vezina began her employment with the Company on December 9, 2013, and she was therefore eligible to receive a prorated award under the Incentive Plan reflecting the portion of fiscal year 2014 during which she was employed by the Company.

(6) Represents shares underlying RSU awards granted on May 6, 2014, under the Company's Amended and Restated 2005 Long-Term Incentive Plan. Each RSU award vests in full on May 6, 2017, provided the executive remains employed by the Company through such vesting date.

(7) Represents shares underlying an RSU award granted on May 6, 2014, under the Company's Amended and Restated 2005 Long-Term Incentive Plan. The RSU award vests over four years at a rate of 25% per year commencing one year after the date of grant and on each subsequent anniversary of the grant date for the following three years, provided the executive remains employed by the Company through each such vesting date.

(8) Represents shares of restricted stock granted on December 9, 2013, under the Company's Amended and Restated 2005 Long-Term Incentive Plan. The first 5,000 shares of restricted stock vested on March 1, 2014. The remaining 20,000 shares of restricted stock vest over four years at a rate of 25% per year commencing one year after the date of grant and on each subsequent anniversary of the grant date for the following three years, provided the executive remains employed by the Company through each such vesting date.

(9) Reflects the grant date fair value of the FY14 PSAs granted on November 7, 2013, computed in accordance with the provisions of ASC 718, using (a) a Monte Carlo simulation (which weights the probability of multiple potential outcomes) to value the portion of the award related to TSR percentile ranking, and (b) a price of $25.25 per share, which was the closing sale price of the Company's common stock on the NASDAQ Global Select Market on November 7, 2013, to value the portion of the award related to non-GAAP operating margin, assuming performance at the "target" level. For a description of the assumptions used in calculating the fair value of equity awards granted in fiscal year 2014 under ASC 718, see Note 9 of the Company's financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on November 25, 2014.

(10) Reflects the grant date fair value of the stock options granted on November 7, 2013, computed in accordance with the provisions of ASC 718 using the Black-Scholes model of option valuation. The actual value, if any, the executive may realize will depend on the excess of the stock price over the exercise price on the date the option is exercised. For a description of the assumptions used in calculating the fair value of equity awards granted in fiscal year 2014 under ASC 718, see Note 9 of the Company's financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on November 25, 2014.

(11) Reflects the grant date fair value of the RSUs granted on May 6, 2014, computed in accordance with the provisions of ASC 718 using a price of $41.37 per share, which was the closing sale price of the Company's common stock on the NASDAQ Global Select Market on May 6, 2014.

(12) Reflects the grant date fair value of the FY14 PSAs granted on December 9, 2013, computed in accordance with the provisions of ASC 718, using (a) a Monte Carlo simulation (which weights the probability of multiple potential outcomes) to value the portion of the award related to TSR percentile ranking, and (b) a price of $28.43 per share, which was the closing sale price of the Company's common stock on the NASDAQ Global Select Market on December 9, 2013, to value the portion of the award related to non-GAAP operating margin, assuming performance at the "target" level. For a description of the assumptions used in calculating the fair value of equity awards granted in fiscal year 2014 under ASC 718, see Note 9 of the Company's financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on November 25, 2014.

(13) Reflects the grant date fair value of the restricted stock award, computed in accordance with the provisions of ASC 718 using a price of $28.43 per share, which was the closing sale price of the Company's common stock on the NASDAQ Global Select Market on December 9, 2013.

(14) Reflects the grant date fair value of the stock options granted on December 9, 2013, computed in accordance with the provisions of ASC 718 using the Black-Scholes model of option valuation. The actual value, if any, the executive may realize will depend on the excess of the stock price over the exercise price on the date the option is exercised. For a description of the assumptions used in calculating the fair value of equity awards granted in fiscal year 2014 under ASC 718, see Note 9 of the Company's financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on November 25, 2014.

Outstanding Equity Awards at Fiscal Year End Table

The following table summarizes the unvested stock awards and all stock options held by the Named Executive Officers as of the end of fiscal year 2014.

	Option Awards				Stock Awards	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested ($)(1)
David J. Aldrich	130,000	0	12.07	11/10/2016	52,153(7)	2,881,453
	123,750	41,250(2)	23.80	11/9/2017	174,003(8)	9,613,666
	75,000	75,000(3)	19.08	11/10/2018	180,000(9)	9,945,000
	45,075	135,225(4)	20.02	11/8/2019		
	0	140,000(5)	25.25	11/7/2020		
Donald W. Palette	25,000	0	12.07	11/10/2016	20,282(7)	1,120,581
	27,500	13,750(2)	23.80	11/9/2017	44,904(8)	2,480,946
	25,000	25,000(3)	19.08	11/10/2018	54,000(9)	2,983,500
	10,500	31,500(4)	20.02	11/8/2019	30,000(10)	1,657,500
	0	40,000(5)	25.25	11/7/2020		
Liam K. Griffin	27,500	13,750(2)	23.80	11/9/2017	20,282(7)	1,120,581
	25,000	25,000(3)	19.08	11/10/2018	56,130(8)	3,101,183
	9,000	45,000(4)	20.02	11/8/2019	88,000(9)	4,862,000
	0	65,000(5)	25.25	11/7/2020	35,000(11)	1,933,750
Bruce J. Freyman	13,101	0	12.07	11/10/2016	18,543(7)	1,024,501
	41,250	13,750(2)	23.80	11/9/2017	39,291(8)	2,170,828
	22,500	22,500(3)	19.08	11/10/2018	44,000(9)	2,431,000
	9,000	27,000(4)	20.02	11/8/2019	25,000(10)	1,381,250
	0	32,000(5)	25.25	11/7/2020		
Victoria Vezina	0	20,000(6)	28.43	12/9/2020	30,000(9)	1,657,500
					20,000(12)	1,105,000

(1) Reflects a price of $55.25 per share, which was the closing sale price of the Company's common stock on the NASDAQ Global Select Market on October 3, 2014.

(2) These options were granted on November 9, 2010, and vested at a rate of 25% per year on each anniversary of the grant date until they became fully vested on November 9, 2014.

(3) These options were granted on November 10, 2011, and vest at a rate of 25% per year on each anniversary of the grant date through November 10, 2015.

(4) These options were granted on November 8, 2012, and vest at a rate of 25% per year on each anniversary of the grant date through November 8, 2016.

(5) These options were granted on November 7, 2013, and vest at a rate of 25% per year on each anniversary of the grant date through November 7, 2017.

(6) These options were granted on December 9, 2013, and vest at a rate of 25% per year on each anniversary of the grant date through December 9, 2017.

(7) Represents shares issuable under the PSAs granted on November 10, 2011, under the Company's Amended and Restated 2005 Long-Term Incentive Plan (the "FY12 PSAs"). The FY12 PSAs vested at a rate of 33⅓% on each anniversary of the grant date until they became fully vested on November 10, 2014.

(8) Represents shares issuable under the PSAs granted on November 8, 2012, under the Company's Amended and Restated 2005 Long-Term Incentive Plan (the "FY13 PSAs"). Twenty-five percent (25%) of the shares earned under the FY13 PSAs were issued on each of November 8, 2013, and November 8, 2014, and the remaining fifty percent (50%) of the shares earned will be issued on November 8, 2015, provided the executive meets the continued employment condition.

(9) Represents shares issuable under the FY14 PSAs (awarded on November 7, 2013, or in the case of Ms. Vezina, on December 9, 2013, as described in footnote 2 of the "*Grants of Plan-Based Awards Table*" above). With respect to the FY14 PSAs, the Company achieved the "maximum" level of performance and, accordingly, on November 10, 2014, the Company issued twenty-five percent (25%) of the number of shares earned by each executive under his or her FY14 PSA. Twenty-five percent (25%) of the shares earned under the FY14 PSAs will be issued on November 7, 2015, and the remaining fifty percent (50%) of the shares earned will be issued on November 7, 2016, provided the executive meets the continued employment condition.

(10) Represents shares issuable under an RSU award granted on May 6, 2014, under the Company's Amended and Restated 2005 Long-Term Incentive Plan. The RSU award vests in full on May 6, 2017.

(11) Represents shares issuable under an RSU award granted on May 6, 2014, under the Company's Amended and Restated 2005 Long-Term Incentive Plan. The RSU award vests at a rate of 25% per year on each anniversary of the grant date through May 6, 2018.

(12) Represents restricted stock granted on December 9, 2013, under the Company's Amended and Restated 2005 Long-Term Incentive Plan. The first 5,000 shares of restricted stock vested on March 1, 2014, and the remaining 20,000 shares of restricted stock vest over four years at a rate of 25% per year on each anniversary of the grant date through December 9, 2017.

Option Exercises and Stock Vested Table

The following table summarizes the Named Executive Officers' option exercises and stock award vesting during fiscal year 2014.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(2)
David J. Aldrich	470,000	12,086,659	180,919	4,561,713
Donald W. Palette	55,000	1,584,215	58,838	1,482,769
Liam K. Griffin	71,000	2,192,008	62,580	1,577,629
Bruce J. Freyman	84,399	2,588,267	55,229	1,391,629
Victoria Vezina	0	0	5,000	181,000

(1) The value realized on exercise is based on the amount by which the market price of a share of the Company's common stock on the dates of exercise exceeded the applicable exercise price per share of the exercised option.

(2) The value realized upon vesting is determined by multiplying (a) the number of shares underlying the stock awards that vested, by (b) the closing price of the Company's common stock on the NASDAQ Global Select Market on the applicable vesting date.

Nonqualified Deferred Compensation Table

As described above under "*Components of Compensation—Other Compensation and Benefits*," Mr. Aldrich is the only Named Executive Officer who participated in the Executive Compensation Plan while it was active, and he elected to be paid his aggregate account balance under the plan in a single lump sum upon his future retirement or other separation from service. Mr. Aldrich's contributions are credited with earnings/losses based upon the performance of the investments he selects.

The following table summarizes Mr. Aldrich's aggregate earnings and aggregate account balance under the Executive Compensation Plan in fiscal year 2014. In fiscal year 2014, there were no withdrawals by or distributions to Mr. Aldrich.

Name	Aggregate Earnings in Last Fiscal Year ($)	Aggregate Balance at Last Fiscal Year-End ($)(1)
David J. Aldrich	130,444	1,124,458

(1) Balance as of October 3, 2014. This amount consists of Mr. Aldrich's individual contributions and the return/(loss) generated from the investment of those contributions. The full amount of Mr. Aldrich's individual contributions was previously reported as compensation to Mr. Aldrich in the Summary Compensation Tables of the fiscal years in which such contributions were made.

Potential Payments Upon Termination or Change in Control

Mr. Aldrich

In January 2008, the Company entered into an amended and restated Change of Control / Severance Agreement with Mr. Aldrich (the "Aldrich Agreement"). The Aldrich Agreement sets out severance benefits that become payable if, within two (2) years after a change of control, Mr. Aldrich either (i) is involuntarily terminated without cause, or (ii) voluntarily terminates his employment. The severance benefits provided to Mr. Aldrich in such circumstances will consist of the following: (i) a lump sum payment equal to two and one-half (2½) times the sum of (A) his annual base salary immediately prior to the change of control, and (B) his annual short-term incentive award (calculated as the greater of (x) the average short-term incentive awards received for the three years prior to the year in which the change of control occurs, or (y) the target annual short-term incentive award for the year in which the change of control occurs); (ii) all then-outstanding stock options will remain exercisable for a period of thirty (30) months after the termination date (but not beyond the expiration of their respective maximum terms); and (iii) continued medical benefits for a period of eighteen (18) months after the termination date. The foregoing payments are subject to a gross-up payment for any applicable excise taxes incurred under Section 4999 of the IRC. Additionally, in the event of a change of control, the Aldrich Agreement provides for full acceleration of the vesting of all then-outstanding stock options and restricted stock awards and partial acceleration of any outstanding PSAs.

The Aldrich Agreement also sets out severance benefits outside of a change of control that become payable if, while employed by the Company, Mr. Aldrich either (i) is involuntarily terminated without cause, or (ii) terminates his employment for good reason. The severance benefits provided to Mr. Aldrich under either of these circumstances will consist of the following: (i) a lump sum payment equal to two (2) times the sum of (A) his annual base salary immediately prior to such termination, and (B) his annual short-term incentive award (calculated as the greater of (x) the average short-term incentive awards received for the three (3) years prior to the year in which the termination occurs, or (y) the target annual short-term incentive award for the year in which the termination occurs); and (ii) full acceleration of the vesting of all outstanding stock options and restricted stock awards, with such stock options to remain exercisable for a period of two (2) years after the termination date (but not beyond the expiration of their respective maximum terms), and, with respect to any PSAs outstanding, shares subject to such award would have been deemed earned to the extent any such shares would have been earned pursuant to the terms of such award as of the day prior to the date of such termination (without regard to any continued service requirement) (collectively, "Severance Benefits"). In the event of Mr. Aldrich's death or disability, all outstanding stock options will vest in full and remain exercisable for a period of twelve (12) months following the termination of employment (but not beyond the expiration of their respective maximum terms).

In addition, the Aldrich Agreement provides that if Mr. Aldrich voluntarily terminates his employment after January 1, 2010, subject to certain notice requirements and his availability to continue to serve on the Board of Directors of the Company and as chairman of a committee thereof for up to two (2) years, he shall be entitled to the Severance Benefits; provided however, that all Company stock options, stock appreciation rights, restricted stock, and any other equity-based awards, which were both (a) granted to him in the eighteen (18) month period prior to such termination, and (b) scheduled to vest more than two (2) years from the date of such termination, will be forfeited.

The Aldrich Agreement is intended to be compliant with Section 409A of the IRC. Additionally, the Aldrich Agreement requires Mr. Aldrich to sign a release of claims in favor of the Company before he is eligible to receive any benefits under the agreement, and contains non-compete and non-solicitation provisions applicable to him while he is employed by the Company and for a period of twenty-four (24) months following the termination of his employment.

On November 23, 2010, the Company modified the Aldrich Agreement as follows: (1) the initial term of the Agreement was extended for three (3) years until January 22, 2014, after which time the Agreement will renew on an annual basis for up to five (5) additional one (1) year periods, unless at least 90 days prior to the end of the then-current term, either party provides written notice that the Aldrich Agreement should not be extended; and (2) in order to ensure that any PSAs issued to Mr. Aldrich continue to be treated as performance based compensation under Section 162(m) of the IRC, the Agreement was amended such that if Mr. Aldrich is involuntarily terminated or terminates his employment for good reason or for no reason, he will be entitled to receive only the number of performance shares under outstanding PSAs that he would have received had he actually remained employed through the end of the performance period applicable to such PSAs. All other terms and conditions of the Agreement remain the same.

On December 16, 2014, the Company received a letter from Mr. Aldrich in which he set forth his desire and agreement, effective as of the date of the letter, to waive his rights to any gross-up payment he would be eligible to receive under the Aldrich Agreement, with respect to excise taxes incurred under Section 4999 of the IRC. With the exception of any future gross-up payment to which Mr. Aldrich previously would have been entitled under the Aldrich Agreement, such agreement remains in full force and effect.

The terms "change of control," "cause," and "good reason" are each defined in the Aldrich Agreement.

Messrs. Palette, Griffin, and Freyman

In January 2008, the Company entered into Change of Control / Severance Agreements with each of Messrs. Palette, Griffin, and Freyman (each a "COC Agreement"). Each COC Agreement sets out severance benefits that become payable if, within twelve (12) months after a change of control, the executive either (i) is involuntarily terminated without cause, or (ii) terminates his employment for good reason. The severance benefits provided to the executive in such circumstances will consist of the following: (i) a payment equal to two (2) times the sum of (A) his annual base salary immediately prior to the change of control, and (B) his annual short-term incentive award (calculated as the greater of (x) the average short-term incentive awards received for the three (3) years prior to the year in which the change of control occurs, or (y) the target annual short-term incentive award for the year in which the change of control occurs), which payment will be made in a single lump sum, except in the case of Mr. Freyman, who will receive the payment in a series of equal biweekly installments over a twelve (12) month period; (ii) all then-outstanding stock options will remain exercisable for a period of eighteen (18) months after the termination date (but not beyond the expiration of their respective maximum terms); and (iii) continued medical benefits for eighteen (18) months after the termination date. The foregoing payments are subject to a gross-up payment limited to a maximum of $500,000 for any applicable excise taxes incurred under Section 4999 of the IRC. Additionally, in the event of a change of control, each COC Agreement provides for full acceleration of the vesting of all then-outstanding stock options and restricted stock awards and partial acceleration of any outstanding PSAs.

Each COC Agreement also sets out severance benefits outside a change of control that become payable if, while employed by the Company, the executive is involuntarily terminated without cause. The severance benefits provided to the executive under such circumstance will consist of the following: (i) a payment equal to the sum of (x) his then-current annual base salary, and (y) any short-term incentive award then due, which payment will be made in a single lump sum, except in the case of Mr. Freyman, who will receive the payment in a series of equal biweekly installments over a twelve (12) month period; and (ii) all then-vested outstanding stock options will remain exercisable for a period of twelve (12) months after the termination date (but not beyond the expiration of their respective maximum terms). In the event of the executive's death or disability, all outstanding stock options will vest and remain exercisable for a period of twelve (12) months following the termination of employment (but not beyond the expiration of their respective maximum terms).

Each COC Agreement is intended to be compliant with Section 409A of the IRC. Each COC Agreement requires that the executive sign a release of claims in favor of the Company before he is eligible to receive any benefits under the agreement, and, except for Mr. Freyman's COC Agreement, each contains non-compete and non-solicitation provisions applicable to the executive while he is employed by the Company and for a period of twenty-four (24) months following the termination of his employment. Mr. Freyman's COC Agreement contains non-solicitation provisions applicable to him while he is employed by the Company and for a period of twelve (12) months following the termination of his employment.

The terms "change of control," "cause," and "good reason" are each defined in the COC Agreements. Change of control means, in summary: (i) the acquisition by a person or a group of 40% or more of the outstanding stock of the Company; (ii) a change, without approval by the Board of Directors, of a majority of the Board of Directors of the Company; (iii) the acquisition of the Company by means of a reorganization, merger, consolidation, or asset sale; or (iv) the approval of a liquidation or dissolution of the Company. Cause means, in summary: (i) deliberate dishonesty that is significantly detrimental to the best interests of the Company; (ii) conduct constituting an act of moral turpitude; (iii) willful disloyalty or insubordination; or (iv) incompetent performance or substantial or continuing inattention to or neglect of duties. Good reason means, in summary: (i) a material diminution in base compensation, authority, duties, or responsibility, (ii) a material change in office location, or (iii) any action or inaction constituting a material breach by the Company of the terms of the agreement.

Each COC Agreement had an initial two (2) year term, which was thereafter renewed on an annual basis for five (5) additional years before each COC Agreement expired pursuant to its terms on January 22, 2015, and was replaced by a new Change in Control / Severance Agreement, as described below.

Ms. Vezina

The Company entered into an offer letter with Ms. Vezina in connection with the commencement of her employment in December 2013 (the "Vezina Agreement"). The Vezina Agreement sets out severance benefits that become payable if, within twelve (12) months after a change of control, Ms. Vezina's employment with the Company is involuntarily terminated without cause. The severance benefits provided to Ms. Vezina in such circumstances will consist of the following: (i) a payment equal to two (2) times the sum of (A) her annual base salary immediately prior to the change of control, and (B) her target annual short-term incentive award for the year in which the change of control occurs, which payment will be made in a series of equal biweekly installments over a twelve (12) month period; (ii) all then-outstanding stock options will remain exercisable for a period of eighteen (18) months after the termination date (but not beyond the expiration of their respective maximum terms); and (iii) continued medical benefits for eighteen (18) months after the termination date. Additionally, in the event of a change of control, the Vezina Agreement provides for full acceleration of the vesting of all then-outstanding stock options and restricted stock awards and partial acceleration of any outstanding PSAs.

The Vezina Agreement also sets out severance benefits outside a change of control that become payable if Ms. Vezina's employment with the Company is involuntarily terminated without cause. The severance benefits provided to Ms. Vezina under such circumstance will consist of the following: (i) a payment equal to the sum of (x) her then-current annual base salary, and (y) any short-term incentive award then due, which payment will be made in a series of equal biweekly installments over a twelve (12) month period; and (ii) all then-vested outstanding stock options will remain exercisable for a period of twelve (12) months after the termination date (but not beyond the expiration of their respective maximum terms). In the event of Ms. Vezina's death or permanent disability, all outstanding stock options will vest and remain exercisable for a period of twelve (12) months, in the case of death, or six (6) months, in the case of permanent disability, following the termination of employment (but not beyond the expiration of their respective maximum terms).

The Vezina Agreement is intended to be compliant with or exempt from Section 409A of the IRC. The Vezina Agreement requires that Ms. Vezina sign a release of claims in favor of the Company before she is eligible to receive any severance benefits under the agreement, and it contains non-compete and non-solicitation provisions applicable to Ms. Vezina while she is employed by the Company and for a period of twenty-four (24) months following the termination of her employment.

The terms “change of control” and “cause” are each defined in the Vezina Agreement. Change of control means, in summary: (i) the acquisition by a person or a group of 40% or more of the outstanding stock of the Company; (ii) a change, without approval by the Board of Directors, of a majority of the Board of Directors of the Company; (iii) the acquisition of the Company by means of a reorganization, merger, consolidation, or asset sale; or (iv) stockholder approval of a liquidation or dissolution of the Company. Cause means, in summary: (i) deliberate dishonesty that is significantly detrimental to the best interests of the Company; (ii) conduct constituting an act of moral turpitude; (iii) willful disloyalty or insubordination; or (iv) incompetent performance or inattention to or neglect of duties.

The Vezina Agreement, which provided for the above severance benefits in the event of Ms. Vezina’s termination of employment, or in the event of a change of control, in either case within two years from the date she commenced employment, was replaced and superseded by a new Change in Control / Severance Agreement, effective January 22, 2015, as described below.

New CIC Agreements

On December 16, 2014, the Company entered into new Change in Control / Severance Agreements (the “New CIC Agreements”) with each of Messrs. Griffin, Palette, and Freyman and Ms. Vezina, each of which became effective on January 22, 2015, upon the expiration of the COC Agreements and in supersession of the Vezina Agreement. Each New CIC Agreement sets out severance benefits that become payable if, within the period of time commencing three (3) months prior to and ending twelve (12) months following a change in control, the executive officer’s employment is either (i) terminated by the Company without cause, or (ii) terminated by the executive for good reason (a “Qualifying Termination”). The severance benefits provided to the executive in such circumstances will consist of the following: (i) a lump sum payment equal to two (2) times the sum of (A) his or her annual base salary immediately prior to the change in control, and (B) his or her annual short-term cash incentive award (calculated as the greater of (x) the average of the annual short-term cash incentive payments received for each of the three years prior to the year in which the change in control occurs, or (y) the target annual short-term cash incentive award for the year in which the change in control occurs); (ii) all of the executive’s then-outstanding stock options will remain exercisable for a period of eighteen (18) months after the termination date (but not beyond the expiration of their respective maximum terms); and (iii) Company-paid COBRA continuation coverage under the Company’s group health plans for up to eighteen (18) months after the termination date.

Each New CIC Agreement also provides that in the event of a Qualifying Termination, the executive is entitled to full acceleration of the vesting of all outstanding equity awards (including stock options, restricted stock awards, RSU awards, and all earned but unissued performance-based equity awards) granted after January 22, 2015. At the time of a change in control all such outstanding equity awards will continue to be subject to the same time-based vesting schedule to which the awards were subject prior to the change in control (including performance-based equity awards that are deemed earned at the time of the change in control as described below). For performance-based equity awards where the change in control occurs prior to the end of the performance period, such awards will be deemed earned as to the greater of (i) the target level of shares for such awards, or (ii) the number of shares that would have been earned pursuant to the terms of such awards based upon performance up through and including the day prior to the date of the change in control. In the event that the successor or surviving company does not agree to assume, or to substitute for, such outstanding equity awards on substantially similar terms with substantially equivalent economic benefits as exist for such award immediately prior to the change in control, then such awards will accelerate in full as of the change in control, along with outstanding equity awards that were granted prior to January 22, 2015, which pursuant to their terms would also accelerate upon a change in control.

Each New CIC Agreement also sets out severance benefits outside a change in control that become payable if the executive's employment is terminated by the Company without cause. The severance benefits provided to the executive under such circumstance will consist of the following: (i) a lump sum payment equal to the sum of (x) his or her annual base salary (or one and one-quarter (1.25) times his annual base salary, in the case of Mr. Griffin), and (y) any short-term cash incentive award then due; (ii) all then-vested outstanding stock options will remain exercisable for a period of twelve (12) months after the termination date (but not beyond the expiration of their respective maximum terms); and (iii) Company-paid COBRA continuation coverage under the Company's group health plans for up to twelve (12) months (fifteen (15) months, in the case of Mr. Griffin) after the termination date.

In the event of the executive's death or permanent disability (within the meaning of Section 22(e)(3) of the IRC), each New CIC Agreement provides for full acceleration of the vesting of all then-outstanding equity awards subject to time-based vesting (including stock options, restricted stock awards, RSU awards, and all performance-based equity awards where the performance period has ended and the shares are earned but unissued). Each New CIC Agreement also provides that for a performance-based equity award where the executive's death or permanent disability occurs prior to the end of the performance period, such award will be deemed earned as to the greater of (i) the target level of shares for such award, or (ii) the number of shares that would have been earned pursuant to the terms of such award had the executive remained employed through the end of the performance period, and such earned shares will become vested and issuable to the executive after the performance period ends. In addition, all outstanding stock options will remain exercisable for a period of twelve (12) months following the termination of employment (but not beyond the expiration of their respective maximum terms).

Each New CIC Agreement is intended to be exempt from or compliant with Section 409A of the IRC and has an initial two (2) year term, which is thereafter renewable on an annual basis for up to five (5) additional years upon mutual agreement of the Company and the executive. The payments due to each executive under his or her New CIC Agreement are subject to potential reduction in the event that such payments would otherwise become subject to excise tax incurred under Section 4999 of the IRC, if such reduction would result in the executive retaining a larger amount, on an after-tax basis, than if he or she had received all of the payments due.

Additionally, each New CIC Agreement requires that the executive sign a release of claims in favor of the Company before he or she is eligible to receive any benefits under the agreement. Mr. Palette's and Ms. Vezina's New CIC Agreements each contain non-compete and non-solicitation provisions applicable to the executive while he or she is employed by the Company and for a period of twenty-four (24) months following the termination of his or her employment. Mr. Griffin's and Mr. Freyman's New CIC Agreements each contain non-solicitation provisions applicable to the executive while he is employed by the Company and for a period of twelve (12) months following the termination of his employment.

The terms "change in control," "cause," and "good reason" are each defined in the New CIC Agreements. Change in control means, in summary: (i) the acquisition by a person or a group of 40% or more of the outstanding stock of the Company; (ii) a change, without approval by the Board of Directors, of a majority of the Board of Directors of the Company; (iii) the acquisition of the Company by means of a reorganization, merger, consolidation, or asset sale; or (iv) stockholder approval of a liquidation or dissolution of the Company. Cause means, in summary: (i) deliberate dishonesty that is significantly detrimental to the best interests of the Company; (ii) conduct constituting an act of moral turpitude; (iii) willful disloyalty or insubordination; or (iv) incompetent performance or substantial or continuing inattention to or neglect of duties. Good reason means, in summary: (i) a material diminution in the executive's base compensation, authority, duties, or responsibilities; (ii) a material diminution in the authority, duties, or responsibilities of the executive's supervisor; (iii) a material change in the executive's office location; or (iv) any action or inaction constituting a material breach by the Company of the terms of the agreement.

The following table summarizes the payments and benefits that would be made to the Named Executive Officers under the change of control / severance agreements between the Named Executive Officers and the Company that were in effect as of October 3, 2014, in the following circumstances as of such date:

- termination without cause outside of a change in control;
- termination without cause or for good reason after a change in control;
- upon a change in control not involving a termination of employment; and
- in the event of a termination of employment because of death or disability.

The accelerated equity values in the table reflect a price of $55.25 per share, which was the closing sale price of the Company's common stock on the NASDAQ Global Select Market on October 3, 2014. The table does not reflect any equity awards made after October 3, 2014.

Name	Benefit	Termination w/o Cause Outside Change in Control ($)	Termination w/o Cause or for Good Reason, After Change in Control ($)	Change in Control w/o Termination ($)(1)	Death/ Disability ($)
David J. Aldrich(2)(3)	Salary and Short-Term Incentive	3,836,529(5)	4,795,661(6)	—	—
	Accelerated Options	12,974,039	12,974,039	12,974,039	12,974,039
	Accelerated PSAs	22,440,119	22,440,119	22,440,119	22,440,119
	Medical	—	23,518	—	—
	Excise Tax Gross-Up(4)	—	—	—	—
	TOTAL	**39,250,687**	**40,233,337**	**35,414,158**	**35,414,158**
Donald W. Palette(3)	Salary and Short-Term Incentive	407,000(7)	1,536,078(5)	—	—
	Accelerated Options	—	3,646,433	3,646,433	3,646,433
	Accelerated RSUs	—	1,657,500	1,657,500	1,657,500
	Accelerated PSAs	—	6,585,027	6,585,027	6,585,027
	Medical	—(8)	23,948	—	—
	Excise Tax Gross-Up(4)	—	—	—	—
	TOTAL	**407,000**	**13,448,986**	**11,888,960**	**11,888,960**
Liam K. Griffin(3)	Salary and Short-Term Incentive	500,000(7)	1,908,856(5)	—	—
	Accelerated Options	—	4,872,038	4,872,038	4,872,038
	Accelerated RSUs	—	1,933,750	1,933,750	1,933,750
	Accelerated PSAs	—	9,083,763	9,083,763	9,083,763
	Medical	—(8)	23,948	—	—
	Excise Tax Gross-Up(4)	—	—	—	—
	TOTAL	**500,000**	**17,822,355**	**15,889,551**	**15,889,551**
Bruce J. Freyman(3)	Salary and Short-Term Incentive	400,000(7)	1,487,881(5)	—	—
	Accelerated Options	—	3,157,473	3,157,473	3,157,473
	Accelerated RSUs	—	1,381,250	1,381,250	1,381,250
	Accelerated PSAs	—	5,626,329	5,626,329	5,626,329
	Medical	—(8)	23,948	—	—
	Excise Tax Gross-Up(4)	—	—	—	—
	TOTAL	**400,000**	**11,676,881**	**10,165,052**	**10,165,052**
Victoria Vezina(3)	Salary and Short-Term Incentive	300,000(7)	930,000(5)	—	—
	Accelerated Options	—	536,400	536,400	536,400
	Accelerated Restricted Stock	—	1,105,000	1,105,000	1,105,000
	Accelerated PSAs	—	1,657,500	1,657,500	1,657,500
	Medical	—(8)	23,518	—	—
	Excise Tax Gross-Up(4)	—	—	—	—
	TOTAL	**300,000**	**4,252,418**	**3,298,900**	**3,298,900**

(1) Under the New CIC Agreements entered into on December 16, 2014, between the Company and each of Messrs. Palette, Griffin, and Freyman and Ms. Vezina, equity awards granted to such Named Executive Officers after January 22, 2015, will not be subject to acceleration solely upon a change in control of the Company (unless the successor or surviving company does not agree to assume, or to substitute for, outstanding equity awards on substantially similar terms with substantially equivalent economic benefits as exist for such award immediately prior to the change in control, in which case the awards would accelerate in

full as of the change in control). Vesting of such awards would accelerate only in the event of a qualifying termination of employment within the period of time commencing three (3) months prior to and ending twelve (12) months following a change in control, or in the event of a termination of employment by reason of the executive's death or permanent disability.

(2) A "Good Reason" termination in connection with a change in control for Mr. Aldrich includes voluntarily terminating employment following such change in control. Mr. Aldrich is also entitled to the severance benefits in the first column of the table in the event he terminates his employment for "Good Reason" outside of a change in control. In the event Mr. Aldrich voluntarily terminated his employment on October 3, 2014, outside of a change in control, he would have received a total of $32,178,187, consisting of the following: cash ($3,836,529); accelerated options ($10,874,039); and accelerated PSAs ($17,467,619).

(3) Excludes the value of accrued vacation/paid time off required by law to be paid upon termination. For Mr. Aldrich, excludes any distributions under the Executive Compensation Plan (see the discussion above regarding this inactive plan in the "*Nonqualified Deferred Compensation Table*").

(4) Pursuant to the waiver letter received by the Company from Mr. Aldrich on December 16, 2014, and pursuant to the New CIC Agreements, none of the Named Executive Officers is currently entitled to any future excise tax gross-up payment. Based on the assumptions set forth in the table above, no Named Executive Officer would have received any excise tax gross-up upon a termination of employment on October 3, 2014, pursuant to his or her then-current agreement with the Company.

(5) Represents an amount equal to two (2) times the sum of (A) the Named Executive Officer's annual base salary as of October 3, 2014, and (B) an Incentive Plan payment, which for Ms. Vezina is equal to her Incentive Plan payment at the "target" level, and for Messrs. Aldrich, Palette, Griffin, and Freyman is equal to the three (3) year average of the actual incentive payments made to the Named Executive Officer for fiscal years 2011, 2012 and 2013, since such average is greater than the "target" payout level.

(6) Represents an amount equal to two and one-half (2½) times the sum of (A) Mr. Aldrich's annual base salary as of October 3, 2014, and (B) an Incentive Plan payment equal to the three (3) year average of the actual incentive payments made to Mr. Aldrich for fiscal years 2011, 2012 and 2013, since such average is greater than the "target" payout level.

(7) Represents an amount equal to the Named Executive Officer's annual base salary as of October 3, 2014. Under his New CIC Agreement entered into on December 16, 2014, Mr. Griffin would be entitled to a severance payment equal to one and one-quarter (1.25) times his annual base salary after a qualifying termination of employment not in connection with a change in control.

(8) Under the New CIC Agreements entered into on December 16, 2014, Messrs. Palette, Griffin, and Freyman and Ms. Vezina would each be entitled to Company-paid COBRA continuation coverage under the Company's group health plans for up to twelve (12) months (fifteen (15) months, in the case of Mr. Griffin) after his or her qualifying termination of employment not in connection with a change in control. Such Named Executive Officers would not have been entitled to Company-paid COBRA continuation coverage upon a termination of employment on October 3, 2014, pursuant to their then-current agreements with the Company.

Director Compensation

Cash Compensation

Prior to January 2014, non-employee directors of the Company were paid, in quarterly installments, an annual retainer of $55,000. The annual retainer for non-employee directors was increased to $57,500, effective as of January 2014, and was further increased to $60,000, effective as of January 2015. Additional annual retainers for Chairman and/or committee service (paid in quarterly installments) are as follows: the Chairman of the Board ($40,000, which increased to $50,000 effective as of January 2014); the Chairman of the Audit Committee ($20,000); the Chairman of the Compensation Committee ($15,000); the Chairman of the Nominating and Governance Committee ($10,000); non-chair member of Audit Committee ($10,000); non-chair member of Compensation Committee ($7,500); and non-chair member of Nominating and Corporate Governance Committee ($5,000). If the Chairman of the Board is an employee of the Company, the Chairman's retainer will be paid to the Lead Independent Director, if one has been appointed. In addition, the Compensation Committee continues to retain discretion to recommend to the full Board of Directors that additional cash payments be made to a non-employee director for extraordinary service during a fiscal year.

Equity Compensation

Currently, any newly appointed non-employee director will receive an initial equity grant composed of a combination of a stock option and restricted stock having an aggregate value of approximately $220,000, with such value allocated equally (i.e., 50%/50%) between the stock option and the restricted stock, and with the stock option having an exercise price equal to the fair market value of the common stock on the date of grant. Effective as of January 2014, following each annual meeting of stockholders, each non-employee director who is reelected will receive a restricted stock award having a value of approximately $170,000. The number of shares issued to non-employee directors pursuant to initial restricted stock grants and annual restricted stock grants is determined by dividing the approximate value of the award, as disclosed above, by the average closing price per share of the Company's common stock as reported on the NASDAQ Global Select Market (or if the common stock is not then traded on such market, such other market on which the common stock is traded) for each trading day during the 30 consecutive trading day period ending on, and including, the grant date. Unless otherwise determined by the Board of Directors, any nonqualified stock options awarded under the 2008 Director Long-Term Incentive Plan will vest in four (4) equal annual installments on the anniversary of the date of grant, and any restricted stock awards under the 2008 Director Long-Term Incentive Plan will vest in three (3) equal annual installments on the anniversary of the date of grant. In the event of a change in control of the Company, the outstanding options and restricted stock under the 2008 Director Long-Term Incentive Plan will become fully exercisable and deemed fully vested, respectively.

No director who is also an employee receives separate compensation for services rendered as a director. David J. Aldrich is currently the only director who is also an employee of the Company.

Director Compensation Table

The following table summarizes the compensation paid to the Company's non-employee directors for fiscal year 2014.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)(1)	Option Awards ($)(1)	All Other Compensation ($)(2)	Total ($)
David J. McLachlan, Lead Independent Director	119,375	184,097(3)	—	1,483	304,955
Kevin L. Beebe	74,375	184,097(3)	—	1,483	259,955
Timothy R. Furey	76,875	184,097(3)	—	1,483	262,455
Balakrishnan S. Iyer	76,875	184,097(3)	—	1,483	262,455
Christine King	46,875	296,577(3)(4)	102,509(5)	870	446,831
David P. McGlade	69,375	184,097(3)	—	1,483	254,955
Robert A. Schriesheim	82,500	184,097(3)	—	1,483	268,080

(1) The non-employee members of the Board of Directors who held such positions on October 3, 2014, held the following aggregate number of unexercised options and unvested restricted stock awards as of such date:

Name	Number of Securities Underlying Unexercised Options	Number of Unvested Shares of Restricted Stock
David J. McLachlan, Lead Independent Director	30,000	11,191
Kevin L. Beebe	30,000	11,191
Timothy R. Furey	—	11,191
Balakrishnan S. Iyer	21,000	11,191
Christine King	9,606	8,405
David P. McGlade	—	11,191
Robert A. Schriesheim	—	11,191

(2) Reflects dividend accruals on unvested shares of restricted stock granted prior to April 2014, when Skyworks declared its first quarterly dividend, because these dividends were not included in the grant date fair value of such restricted stock awards. Accrued dividends become payable when the underlying shares of restricted stock vest.

(3) Reflects the grant date fair value of 4,450 restricted shares of the Company's common stock granted on May 6, 2014, to each non-employee director elected at the 2014 Annual Meeting of stockholders, computed in accordance with the provisions of ASC 718 using a price of $41.37 per share, which was the closing sale price of the Company's common stock on the NASDAQ Global Select Market on May 6, 2014.

(4) Reflects the grant date fair value of 3,955 restricted shares of the Company's common stock granted on January 13, 2014, to Ms. King, computed in accordance with the provisions of ASC 718 using a price of $28.44 per share, which was the closing sale price of the Company's common stock on the NASDAQ Global Select Market on January 13, 2014.

(5) Reflects the grant date fair value of the stock options granted to Ms. King on January 13, 2014, computed in accordance with the provisions of ASC 718 using the Black-Scholes model of option valuation. The actual value, if any, Ms. King may realize will depend on the excess of the stock price over the exercise price on the date the option is exercised. For a description of the assumptions used in calculating the fair value of equity awards granted in fiscal year 2014 under ASC 718, see Note 9 of the Company's financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on November 25, 2014.

Director Stock Ownership Requirements

We have adopted Director Stock Ownership guidelines with the objective of more closely aligning the interests of our directors with those of our stockholders. The minimum number of shares of the Company's common stock that the Director Stock Ownership guidelines require non-employee directors to hold while serving in their capacity as directors is the director base compensation (currently $60,000) multiplied by five (5), divided by the fair market value of the Company's common stock (rounded to the nearest 100 shares). For purposes of the Director Stock Ownership guidelines, the fair market value of the Company's common stock is the average closing price per share of the Company's common stock as reported on the NASDAQ Global Select Market (or if the common stock is not then traded on such market, such other market on which the common stock is traded) for the twelve (12) month period ending with the determination date. As of the date hereof, the Director Stock Ownership guidelines require non-employee directors to hold a minimum of 4,900 shares, and all directors are in compliance with such guidelines (with the exception of Ms. King, who has until the fifth anniversary of her appointment to the Board of Directors to comply with the guidelines).

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis included herein with management, and based on the review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement for the 2015 Annual Meeting of stockholders.

THE COMPENSATION COMMITTEE

Kevin L. Beebe
Timothy R. Furey, Chairman
Christine King
David P. McGlade
Robert A. Schriesheim*

*Member of the Compensation Committee until May 6, 2014

Proposal 4: Approval of the Company's 2015 Long-Term Incentive Plan

We are asking stockholders to approve the proposed Skyworks Solutions, Inc. 2015 Long-Term Incentive Plan (the "2015 Plan"), which is intended to replace the Company's Amended and Restated 2005 Long-Term Incentive Plan, as amended (the "Prior Plan"), as the active plan under which equity incentive awards are granted to employees and consultants of the Company and its subsidiaries. We believe that equity incentive awards are increasingly critical to attracting, retaining, and motivating the most talented employees in our industry, upon whose judgment, interest, and special effort the successful operation of the Company is largely dependent. The Board of Directors adopted the 2015 Plan on November 11, 2014. The 2015 Plan will become effective as of the date it is approved by the Company's stockholders (the "Effective Date"), after which no further awards will be granted under the Prior Plan. If the stockholders do not approve the 2015 Plan, the 2015 Plan will not become effective, no awards will be granted under the 2015 Plan, the Prior Plan will continue in effect, and we may continue to grant awards under the Prior Plan, subject to its terms, conditions, and limitations.

The Board of Directors recommends a vote for the approval of the 2015 Plan because it believes the 2015 Plan is in the best interests of the Company and its stockholders and contains features that are consistent with sound corporate governance practices, including the following:

- **Does not provide for automatic vesting of outstanding awards upon a change in control of the Company.** Upon a change in control, all outstanding equity awards granted under the 2015 Plan will continue to be subject to the same time-based vesting schedule to which the awards were subject prior to the change in control (unless the successor or surviving company does not agree to assume, or to substitute for, such outstanding equity awards on substantially similar terms with substantially equivalent economic benefits as exist for such award immediately prior to the change in control, in which case the awards will accelerate in full as of the change in control). A participant will be entitled to full accelerated vesting of all of his or her outstanding equity awards granted under the 2015 Plan in the event that such participant's employment is (i) terminated by the Company without cause, or (ii) terminated by the participant for good reason, in either case within the period of time commencing three (3) months prior to and ending twelve (12) months following a change in control.

- **Provides for a reasonable share reserve and does not include "evergreen" or "reload" provisions.** Under the 2015 Plan, the aggregate number of shares of common stock that may be issued or transferred pursuant to awards under the 2015 Plan is the sum of (i) 9.75 million shares, and (ii) such additional number of shares (up to 22.3 million shares) as is equal to the sum of (x) the number of shares reserved for issuance under the Prior Plan that remain available for grant under the Prior Plan as of the Effective Date, and (y) the number of shares subject to awards granted under the Prior Plan which expire, terminate, or are otherwise surrendered, canceled, forfeited, or repurchased by the Company. Each share of common stock delivered in settlement of an award other than a stock option or stock appreciation right (each, a "Full Value Award") will reduce the number of shares available for issuance by 1.5 shares. If the 2015 Plan is approved by stockholders, no new awards will be granted under the Prior Plan. As of January 2, 2015, there were 10.9 million shares that remained available for issuance under the Prior Plan and 11.4 million shares that were subject to awards granted under the Prior Plan.

- **Does not permit repricings without stockholder approval.** Without stockholder approval, we may not amend any option or stock appreciation right (or "SAR") to reduce the exercise price or replace any stock option or SAR with cash or any other award when the exercise price of the stock option or SAR exceeds the fair market value of the underlying shares.

- **Does not permit liberal share recycling.** The 2015 Plan provides that the following shares may not again be made available for issuance as awards under the 2015 Plan: (i) shares used to pay the exercise price of an option (or other award), (ii) shares delivered to or withheld by us to pay the withholding taxes related to an award, (iii) shares that were subject to a stock-settled SAR and were not issued upon the net settlement or net exercise of such SAR, or (iv) shares repurchased on the open market with the proceeds of an option exercise.

- **Does not provide for payment of dividends or dividend equivalents on awards until vesting.** Dividends and dividend equivalents payable in connection with restricted stock awards, restricted stock units, or other awards will only be paid if and when the shares underlying such awards vest. Dividends and dividend equivalents payable in connection with performance-based awards will only be paid to the extent that the performance-based vesting conditions are satisfied and the shares underlying such awards are earned and vest.

- **Provides that stock option exercise prices and SAR grant prices will not be lower than the fair market value of the common stock on the grant date.** The 2015 Plan prohibits granting stock options and SARs with exercise prices lower than the fair market value of a share of our common stock on the grant date.

- **Allows for qualifying performance-based awards and enhanced flexibility.** The 2015 Plan is designed to allow the Company to grant cash and equity incentive compensation awards that are intended to qualify as performance-based compensation exempt from the deduction limitation under Section 162(m) of the IRC. Section 162(m) generally does not allow a publicly held company to deduct compensation of more than $1.0 million paid in any year to its chief executive officer, or any of its other three most highly compensated executive officers (other than the chief financial officer), unless such payments are "qualified performance-based compensation," in accordance with conditions specified under Section 162(m) of the IRC.

- **Limits grants.** The maximum aggregate number of shares with respect to awards that may be granted to any one person during any calendar year is 1.5 million (subject to adjustment for certain equity restructurings and other corporate transactions). The maximum aggregate amount of cash that may be paid in awards payable in cash to any person during any one calendar year is $5 million. These limitations are included in order to permit the Company to grant equity and cash awards that are intended to qualify as "qualified performance-based compensation" under Section 162(m) of the IRC.

- **Provides for independent administration.** The Compensation Committee of our Board of Directors, which consists of only non-employee directors, or another committee or subcommittee of our Board of Directors, administers the 2015 Plan.

As of January 2, 2015, we had under all of our equity incentive plans (excluding our 2002 Employee Stock Purchase Plan and our Non-Qualified Employee Stock Purchase Plan) an aggregate of (i) 7.0 million shares reserved for issuance pursuant to outstanding stock options, with a weighted average exercise price of $26.90 and a weighted average life of 4.5 years, (ii) 1.2 million issued but unvested shares of restricted common stock and unissued shares of common stock under unvested restricted stock unit awards, (iii) 2.1 million unissued shares of common stock under earned, but unvested, performance share awards, and (iv) 0.6 million unissued shares of common stock under performance share awards for which the performance periods have not yet been completed, assuming achievement at the target level of performance. As of January 2, 2015, the only equity incentive plans under which we are able to grant additional awards (excluding our 2002 Employee Stock Purchase Plan and our Non-Qualified Employee Stock Purchase Plan) are the Prior Plan and the Company's Amended and Restated 2008 Director Long-Term Incentive Plan, as amended (the "2008 Director Plan"). As of January 2, 2015, there were 10.9 million shares of our common stock available for future awards under the Prior Plan and 0.7 million shares of our common stock available for future awards under the 2008 Director Plan.

The Board of Directors believes that the number of shares remaining available for grants under the Prior Plan is insufficient to achieve the Company's compensation objectives over the coming years. In its determination to approve the 2015 Plan, our Board of Directors considered our historical award usage and anticipated future award needs, advice from Aon/Radford (compensation consultant to the Compensation Committee of the Board of Directors), and guidance and modeling from proxy advisory firms. In particular, the Board of Directors reviewed the Company's "burn rate" and "overhang," which we consider to be important metrics of how our equity compensation program affects our stockholders.

As shown in the table below, the Company's three-year average burn rate (for fiscal years 2012, 2013, and 2014) is 2.3%. The Company's three-year "adjusted" average burn rate is 2.9%, which is below both (i) the median 3.8% adjusted burn rate of the Comparator Group, as provided by Aon/Radford, and (ii) the 6.7% burn rate cap that ISS applied to the semiconductor industry for 2014.

	FY2014	FY2013	FY2012	3-year Average
Burn Rate(1)	1.9%	2.0%	2.9%	2.3%
"Adjusted" Burn Rate(2)	2.4%	2.6%	3.6%	2.9%

(1) Burn rate is calculated as the sum of all stock option awards and Full Value Awards (at target level for PSAs) granted in a given fiscal year divided by the weighted average number of shares of our common stock outstanding as of the end of the fiscal year. We have calculated the burn rate based on the target award level for PSAs, which we believe provides the best estimate of our future burn rate. If we were to assume maximum award levels for PSAs granted in fiscal years 2012, 2013, and 2014, the Company's three-year average burn rate would be 2.8%.

(2) "Adjusted" burn rate is calculated as the sum of all stock option awards and Full Value Awards (at target level for PSAs) granted in a given fiscal year, using a 1.5x multiple for Full Value Awards, divided by the weighted average number of shares of our common stock outstanding as of the end of the fiscal year. If we were to assume maximum award levels for PSAs granted in fiscal years 2012, 2013, and 2014, the Company's three-year "adjusted" average burn rate would be 3.7%.

As of January 2, 2015, our overhang ranged from 9.8% to a maximum of 11.9%, depending on the mix of Full Value Awards and stock options or SARs in future equity award grants using shares authorized for issuance under the Prior Plan and the 2008 Director Plan. As a comparison, the median overhang of the Comparator Group as provided by Aon/Radford for fiscal year 2015 was 14.0% and the 75^{th} percentile overhang of the Comparator Group was 15.6%. If the 2015 Plan is approved and an additional 9.75 million shares consequently become available for grant, our overhang would range from 13.2% to a maximum of 17.0%, depending on the mix of Full Value Awards and stock options or SARs awarded under the 2015 Plan and the 2008 Director Plan. We calculate overhang as the sum of the total number of shares underlying all equity awards outstanding and the total number of shares available for future award grants, which sum is then divided by the number of outstanding shares of our common stock.

Based on our historical grant practices and our anticipated needs to support the Company's current significant growth, as well as advice from Aon/Radford, we believe that the increase in authorized shares requested for stockholder approval should be sufficient to cover equity awards under the 2015 Plan for approximately two years.

The proposal to adopt the 2015 Plan will be approved by the stockholders if it receives the affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal. If you sign and return your proxy card, your shares will be voted (unless you indicate to the contrary) to approve the 2015 Plan. Specifically marking "ABSTAIN" on your proxy card will have the same impact as a vote that is marked "AGAINST" the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE TO APPROVE THE COMPANY'S 2015 LONG-TERM INCENTIVE PLAN BY VOTING "*FOR*" PROPOSAL NO. 4

Description of the 2015 Long-Term Incentive Plan

A summary of the principal provisions of the 2015 Plan is set forth below. The summary is qualified in its entirety by reference to the full text of the 2015 Plan, which is attached as *Exhibit A* to the electronic copy of this Proxy Statement that is filed with the SEC (accessible via *www.sec.gov*) and may also be accessed from Company's website at *http://www.skyworksinc.com*. In addition, a copy of the 2015 Plan may be obtained from the Secretary of the Company.

Section 162(m)

Section 162(m) of the IRC generally limits the deductibility of compensation paid to certain executive officers of a publicly-held corporation to $1.0 million in any taxable year of the corporation. Certain types of compensation, including "qualified performance-based compensation," are exempt from this deduction limitation. In order to qualify for the exemption for qualified performance-based compensation, Section 162(m) of the IRC generally requires that:

- the compensation must be paid solely upon account of the attainment of one or more pre-established objective performance goals;
- the performance goals must be established by a compensation committee consisting of two or more "outside directors;"
- the material terms of the performance goals must be disclosed to and approved by the stockholders every five years; and
- the compensation committee of "outside directors" must certify that the performance goals have indeed been met prior to payment.

For purposes of Section 162(m), the material terms of the performance goals include (i) the individuals eligible to receive compensation, (ii) a description of the business criteria on which the performance goal is based, and (iii) the maximum amount of compensation that can be paid to an employee under the performance goal. With respect to the various types of awards under the 2015 Plan, each of these aspects is discussed below, and stockholder approval of the 2015 Plan will constitute approval of each of these aspects of the 2015 Plan for purposes of the approval requirements of Section 162(m). Section 162(m) also contains a special rule for stock options and SARs which provides that stock options and SARs will satisfy the qualified performance-based compensation exception if the awards are made by a qualifying compensation committee, the plan sets forth the maximum number of shares that can be granted to any person within a specified period, and the compensation is based solely on an increase in the stock price after the grant date.

While the 2015 Plan has been designed to permit the Compensation Committee (or another committee appointed by the Board of Directors) to grant stock options, SARs, and other awards that are intended to qualify as qualified performance-based compensation under Section 162(m), the Compensation Committee may, in its judgment, grant awards under the 2015 Plan that are not exempt from the deduction limitation of Section 162(m) when it believes that such payments are appropriate to attract and retain executive talent and are in the best interests of our stockholders.

Administration

Unless otherwise determined by the Board of Directors, the 2015 Plan will be administered by the Compensation Committee (the "Administrator"), which will consist solely of two or more non-employee directors, each of whom is intended to qualify as a "non-employee director" as defined by Rule 16b-3 under the Exchange Act, an "outside director" as defined under Section 162(m) of the IRC, and an "independent director" under the rules of NASDAQ (or other securities exchange on which the Company's common stock is listed or traded). To the extent permitted by applicable law, the Administrator may delegate to a committee or subcommittee of the Board of Directors any or all of its powers under the 2015 Plan. In addition, to the extent permitted by applicable law, the Administrator may delegate to a committee of one or more directors or one or more officers of the Company the authority to grant or amend awards under the 2015 Plan to participants other than (i) "executive officers" of the Company, as defined by Rule 3b-7 under the Exchange Act, (ii) "officers" of the Company, as defined by Rule 16a-1 under the Exchange Act, (iii) employees who are "covered employees" within the meaning of Section 162(m) of the IRC, and (iv) officers to whom the authority to grant or amend awards under the 2015 Plan has been delegated.

The Administrator will have the authority to administer the 2015 Plan, including the power to (i) designate participants under the 2015 Plan, (ii) determine the types of awards granted to participants under the 2015 Plan, the number of such awards, and the number of shares of common stock subject to such awards, (iii) determine and interpret the terms and conditions of any awards under the 2015 Plan, including the vesting schedule and exercise price, (iv) prescribe the form of each award agreement, and (v) adopt rules for the administration, interpretation, and application of the 2015 Plan.

Eligibility

Persons eligible to participate in the 2015 Plan include all employees (including officers of the Company) and consultants of the Company and its subsidiaries. As of March 1, 2015, approximately 5,800 employees and 4 consultants were eligible to participate in the 2015 Plan.

Limitation on Awards and Shares Available

The aggregate number of shares of common stock that may be issued or transferred pursuant to awards under the 2015 Plan is the sum of (i) 9.75 million shares, and (ii) such additional number of shares (up to 22.3 million shares) as is equal to the sum of (x) the number of shares reserved for issuance under the Prior Plan that remain available for grant under the Prior Plan as of the Effective Date, and (y) the number of shares subject to awards granted under the Prior Plan which expire, terminate, or are otherwise surrendered, canceled, forfeited, or repurchased by the Company. Each share of common stock delivered in settlement of a Full Value Award will reduce the number of shares available for issuance by 1.5 shares. If the 2015 Plan is approved by stockholders, no new awards will be granted under the Prior Plan, and any awards outstanding under the Prior Plan will remain outstanding pursuant to their respective terms.

Generally, if an award granted under the 2015 Plan or under the Prior Plan terminates, expires, or lapses for any reason, the unused shares of common stock subject to the award will again be made available for issuance under the 2015 Plan. Each share subject to a Full Value Award that is forfeited or expires for any reason or is settled for cash will increase the number of shares that can be issued under the 2015 Plan by 1.5 shares. However, the following shares may not again be made available for issuance as awards under 2015 Plan: (i) shares used to pay the exercise price of an option (or other award), (ii) shares delivered to or withheld by us to pay the withholding taxes related to an award, (iii) shares that were subject to a stock-settled SAR and were not issued upon the net settlement or net exercise of such SAR, or (iv) shares repurchased on the open market with the proceeds of an option exercise. The payment of dividend equivalents in cash in conjunction with outstanding awards will not be counted against the shares available for issuance under the 2015 Plan. In addition, shares issued in assumption of, or in substitution for, any outstanding awards previously granted by an entity in connection with a corporate transaction will not be counted against the shares available for issuance under the 2015 Plan.

The maximum aggregate number of shares with respect to awards that may be granted to any one person during any calendar year is 1.5 million (subject to adjustment for certain equity restructurings and other corporate transactions). The maximum aggregate amount of cash that may be paid in cash to any person during any one calendar year is $5 million. These limitations are included in order to permit the Company to grant stock and cash awards that are intended to qualify as "qualified performance-based compensation" under Section 162(m) of the IRC.

Awards

The 2015 Plan provides for the grant of nonqualified stock options, restricted stock awards, RSUs, performance awards, dividend equivalents, SARs, and other stock unit awards. Each award will be evidenced by a written award agreement with terms and conditions consistent with the 2015 Plan. Upon the exercise or vesting of an award, the exercise or purchase price must be paid in full by one of the following methods, in the discretion of the Administrator: cash or check; delivery of a written or electronic notice that the participant has placed a market sell order with a broker with respect to shares then issuable upon exercise or vesting of an award and that the broker has been directed to pay a sufficient portion of the net proceeds of the sale to the Company in satisfaction of the aggregate payments required, provided that payment of such proceeds is then made to the Company upon settlement of such sale; tendering shares of common stock valued at their fair market value; or by payment of such other lawful consideration acceptable to the Administrator. Any tax withholding obligations may be satisfied in the Administrator's sole discretion by allowing a participant to elect to have the Company withhold shares otherwise issuable under an award that have a fair market value equal to the aggregate amount of such liabilities.

Nonqualified Stock Options. The exercise price of nonqualified stock options granted pursuant to the 2015 Plan will not be less than 100% of the fair market value of the common stock on the date of grant. Nonqualified stock options may be exercised as determined by the Administrator, but in no event after the seven (7) year anniversary of the date of grant. No option granted under the 2015 Plan may contain any provision entitling the optionee to the automatic grant of additional options in connection with any exercise of the original option.

Restricted Stock. A restricted stock award granted pursuant to the 2015 Plan is the grant of shares of common stock at a price determined by the Administrator (including zero), that is subject to transfer restrictions and may be subject to substantial risk of forfeiture until specific conditions are met. Conditions may be based on continuing employment or achieving performance goals. During the period of restriction, participants holding shares of restricted stock have full voting rights with respect to such shares. Dividends paid on the shares prior to vesting will accrue and will only be paid to the participant if and when the shares of restricted stock vest.

Restricted Stock Units. RSUs granted pursuant to the 2015 Plan may be subject to vesting conditions established by the Administrator including continued employment or achievement of performance criteria. Like restricted stock, RSUs may not be sold or otherwise transferred or hypothecated until vesting conditions are removed or expire. Unlike restricted stock, the common stock underlying RSUs will not be issued until the RSUs have vested, and recipients of RSUs generally will have no voting rights and will not receive dividend payments prior to the time when vesting conditions are satisfied and the shares subject to the award are issued to the participant.

Performance Awards. A restricted stock award, restricted unit award, other stock unit award, cash bonus award, stock bonus award, or any other award granted under the 2015 Plan may be made subject to achievement of performance goals. Performance awards can be paid in cash, common stock, or a combination of both.

Dividend Equivalents. Dividend equivalents are rights to receive the equivalent value (in cash or common stock) of dividends paid on common stock. Dividend equivalents represent the value of the dividends per share of common stock paid by the Company, calculated with reference to the number of shares that are subject to any award held by the participant. Dividend equivalents are converted to cash or additional shares of common stock by such formula and at such time subject to such limitations as may be determined by the Administrator. Dividend equivalents are credited as of dividend payment dates during the period after the award is granted and before the award vests and are paid to the participant only if and when the award vests. Dividend equivalents cannot be granted with respect to options or SARs.

Stock Appreciation Rights. SARs entitle recipients to receive common stock determined in whole or in part by reference to the appreciation in the value of the common stock over the value of our common stock on the date of grant of the SAR. SARs must have a base price that is at least equal to the fair market value of the common stock on the grant date and may have a term of no greater than seven (7) years. SARs will be settled by the delivery of shares of common stock. SARs may be issued in tandem with options or as stand-alone rights.

Other Stock Unit Awards. Under the 2015 Plan, the Board of Directors has the right to grant other awards of shares of our common stock and other awards that are valued in whole or in part by reference to, or are otherwise based upon, our common stock or other property. Other stock unit awards have such terms and conditions as the Board of Directors may determine, including performance-based conditions. Other stock unit awards are available as a form of payment in settlement of other awards granted under the 2015 Plan or as payment in lieu of compensation to which a recipient is otherwise entitled. Other stock unit awards may be paid in common stock or cash, as determined by the Board of Directors.

Qualified Performance-based Compensation

The Administrator may grant awards under the 2015 Plan to employees who are or may be "covered employees," as defined in Section 162(m) of the IRC, that are intended to be qualified performance-based compensation within the meaning of Section 162(m) of the IRC in order to preserve the deductibility of these awards for federal income tax purposes. With respect to any award that is intended to be qualified performance-based compensation:

- the participant is entitled to receive payment for any given performance period only to the extent that pre-established performance goals set by the Compensation Committee for the period are satisfied;

- the Compensation Committee may adjust downwards, but not upwards, the cash or number of shares payable pursuant to the award;

- the pre-established performance goals must be based on one or more of the following performance criteria, any of which may be measured with respect to an individual participant, the Company, or any one or more of the Company's subsidiaries, divisions, or business units, and in absolute or relative terms: revenues, net income (loss), operating income (loss), gross profit, earnings before or after discontinued operations, interest, taxes, depreciation and/or amortization, operating profit before or after discontinued operations and/or depreciation and/or amortization, earnings (loss) per share, net cash flow, cash flow from operations, free cash flow, revenue growth, earnings growth, gross margins, operating margins, net margins, inventory management (including, but not limited to, reductions in inventory, inventory turns, and inventory levels), working capital (including a specific component thereof), return on sales, return on assets, return on stockholders' equity, return on investment or working capital, cash or cash equivalents position, achievement of balance sheet or income statement objectives or total stockholder return, stock price, improvement in financial ratings, completion of strategic acquisitions/dispositions, manufacturing efficiency, product quality, customer satisfaction, market share and/or product design wins, a specific cost or expense item, and implementation or completion of a specified key business project; and

- the Compensation Committee may, in its sole discretion, provide that one or more objectively determinable adjustments be made to one or more of the performance goals, including the exclusion of one or more of the following: extraordinary and/or nonrecurring items, the cumulative effects of changes in accounting principles or applicable laws, gains or losses on the dispositions of discontinued operations, the write-down of any asset, charges for restructuring and rationalization programs, amortization of purchased intangibles associated with acquisitions, compensation expenses related to acquisitions, other acquisition-related charges (including, but not limited to, items attributable to the business operations of any entity acquired by the Company during the applicable performance period), impairment charges, gain or loss on minority equity investments, noncash income tax expenses, equity-based compensation expenses, items relating to financing activities; other nonoperating items; items related to the disposal of a business or segment of a business; or items attributable to any stock dividend, stock split, combination, or exchange of shares occurring during the applicable performance period.

Stock options and SARs granted under the 2015 Plan generally should satisfy the exception for qualified performance-based compensation because the 2015 Plan sets forth the maximum number of shares of common stock that may be subject to awards granted to any one participant during any calendar year, the per share exercise price of options and SARs must be at least equal to the fair market value of a share of common stock on the date of grant, and the Company intends that options and SARs will be granted by a qualifying administrator.

Transferability of Awards

Except as the Board of Directors may otherwise determine or provide in an award, awards may not be sold, assigned, transferred, pledged, or otherwise encumbered by the person to whom they are granted, either voluntarily or by operation of law, except by will or the laws of descent and distribution and, during the life of the participant, may only be exercisable by the participant.

Repricing

The Administrator cannot, without the approval of the stockholders of the Company, authorize the amendment of any outstanding award to reduce its price per share or cancel any award in exchange for cash or another award when the option or SAR price per share exceeds the fair market value of the underlying shares of common stock.

Adjustments to Awards

If the event of any stock split, reverse stock split, stock dividend, recapitalization, combination of shares, reclassification of shares, spinoff, or other similar change in capitalization (other than normal cash dividends) that affects the shares of our common stock (or other securities of the Company) or the stock price of our common stock (or other securities), then the Administrator will make equitable adjustments to the aggregate number and kind of shares that may be issued under the 2015 Plan (including adjustments to award limits), the number and kind of shares subject to each outstanding award under the 2015 Plan, the exercise price of such outstanding award (if applicable), and the terms and conditions of any outstanding awards (including any applicable performance targets or criteria).

Effect of a Change in Control

At the time of a change in control all outstanding equity awards granted under the 2015 Plan will continue to be subject to the same time-based vesting schedule to which the awards were subject prior to the change in control (including performance-based equity awards that are deemed earned at the time of the change in control as described below). For performance-based equity awards where the change in control occurs prior to the end of the performance period, such awards will be deemed earned as to the greater of (i) the target level of shares for such awards, or (ii) the number of shares that would have been earned pursuant to the terms of such awards based upon performance up through and including the day prior to the date of the change in control. In the event that the successor or surviving company does not agree to assume, or to substitute for, such outstanding equity awards on substantially similar terms with substantially equivalent economic benefits as exist for such award immediately prior to the change in control, then such awards will accelerate in full as of the change in control. The 2015 Plan also provides that a participant will be entitled to full accelerated vesting of all of his or her outstanding equity awards in the event that such participant's employment is (i) terminated by the Company without cause, or (ii) terminated by the participant for good reason, in either case within the period of time commencing three (3) months prior to and ending twelve (12) months following a change in control.

The terms "change in control," "cause," and "good reason" are each defined in the 2015 Plan. Change in control means, in summary: (i) the acquisition by a person or a group of 40% or more of the outstanding stock of the Company; (ii) a change, without approval by the Board of Directors, of a majority of the Board of Directors of the Company; (iii) the acquisition of the Company by means of a reorganization, merger, consolidation, or asset sale; or (iv) stockholder approval of a liquidation or dissolution of the Company. Cause means, in summary: (i) deliberate dishonesty that is significantly detrimental to the best interests of the Company; (ii) conduct constituting an act of moral turpitude; (iii) willful disloyalty or insubordination; or (iv) incompetent performance or substantial or continuing inattention to or neglect of duties. Good reason means, in summary: (i) a reduction of 5% or more in base salary; or (ii) a change in office location of more than fifty (50) miles.

The Company intends to clarify in the award agreements for awards granted under the 2015 Plan to Mr. Aldrich that in the event of a change in control, such awards will be governed by the 2015 Plan and not by the Aldrich Agreement (as described above under "*Compensation Tables for Named Executive Officers—Potential Payments Upon Termination or Change in Control*"), superseding any language in the Aldrich Agreement to the contrary.

Death or Permanent Disability

In the event of a participant's death or permanent disability (within the meaning of Section 22(e)(3) of the IRC), the 2015 Plan provides for full acceleration of the vesting of all then-outstanding equity awards subject to time-based vesting (including all performance-based equity awards where the performance period has ended and the shares are earned but unissued). The 2015 Plan also provides that for a performance-based equity award where the participant's death or permanent disability occurs prior to the end of the performance period, such award will be deemed earned as to the greater of (i) the target level of shares for such award, or (ii) the number of shares that would have been earned pursuant to the terms of such award had the participant remained employed through the end of the performance period, and such earned shares will become vested and issuable to the participant after the performance period ends. In addition, all outstanding stock options will remain exercisable following the termination of employment for a period of twelve (12) months, in the case of death, and for a period of six (6) months, in the case of permanent disability (but not beyond the expiration of their respective maximum terms).

The Company intends to clarify in the award agreements for options granted under the 2015 Plan to Mr. Aldrich that in the event of Mr. Aldrich's termination of employment due to death or permanent disability, such options will be governed by the 2015 Plan and not by the Aldrich Agreement (as described above under "*Compensation Tables for Named Executive Officers—Potential Payments Upon Termination or Change in Control*"), superseding any language in the Aldrich Agreement to the contrary.

Substitute Options

In connection with a merger or consolidation of an entity with us or the acquisition by us of the property or stock of an entity, the Board of Directors may grant options in substitution for any options or other stock or stock-based awards granted by such entity or an affiliate thereof. Substitute options may be granted on such terms as the Board of Directors deems appropriate in the circumstances, notwithstanding any limitations under the 2015 Plan.

Amendment and Termination

The Board of Directors may at any time amend, suspend, or terminate the 2015 Plan, except that no award designated as subject to Section 162(m) of the IRC by the Board of Directors after the date of such amendment shall become exercisable, realizable, or vested unless and until such amendment shall have been approved by the Company's stockholders (if required by Section 162(m)). Without approval of the Company's stockholders, no amendment may increase the number of shares authorized under the 2015 Plan (except as provided under the 2015 Plan in connection with changes in capitalization), materially increase the benefits provided under the 2015 Plan, materially expand the class of participants eligible to participate in the 2015 Plan, expand the types of awards provided under the 2015 Plan, or make any other changes that require stockholder approval under NASDAQ Rules. In no event may any award be granted pursuant to the 2015 Plan on or after the tenth anniversary of the Effective Date.

Federal Income Tax Consequences

The U.S. federal income tax consequences of the 2015 Plan under current federal law, which is subject to change, are summarized in the following discussion of the general tax principles applicable to the 2015 Plan. This summary is not intended to be exhaustive and, among other considerations, does not describe state, local, or foreign tax consequences. Tax considerations may vary from locality to locality and depending on individual circumstances.

Nonqualified Stock Options. A participant will not have income upon the grant of a nonqualified stock option. A participant will have compensation income upon the exercise of a nonqualified stock option equal to the value of the stock on the day the participant exercised the option less the exercise price. Upon sale of the stock, the participant will have capital gain or loss equal to the difference between the sales proceeds and the value of the stock on the day the option was exercised. This capital gain or loss will be long-term if the participant has held the stock for more than one year and otherwise will be short-term.

Restricted Stock; Restricted Stock Units. A participant will not have income upon the grant of restricted stock unless an election under Section 83(b) of the IRC is made within 30 days of the date of grant. If a timely 83(b) election is made, then a participant will have compensation income equal to the value of the stock less the purchase price. When the stock is sold, the participant will have capital gain or loss equal to the difference between the sales proceeds and the value of the stock on the date of grant. If the participant does not make an 83(b) election, then when the stock vests the participant will have compensation income equal to the value of the stock on the vesting date less the purchase price. When the stock is sold, the participant will have capital gain or loss equal to the sales proceeds less the value of the stock on the vesting date. Any capital gain or loss will be long-term if the participant held the stock for more than one year and otherwise will be short-term. The tax treatment of a restricted stock unit and the stock issued upon the vesting of a restricted stock unit is the same as described above for restricted stock, except that no Section 83(b) election may be made with respect to restricted stock units.

Stock Appreciation Rights. A participant will not have income upon the grant of a SAR. A participant will have compensation income upon the exercise of a SAR equal to the fair market value of the stock received. When the stock distributed in settlement of the SAR is sold, the participant will have capital gain or loss equal to the sales proceeds less the value of the stock on the exercise date. Any capital gain or loss will be long-term if the participant held the stock for more than one year and otherwise will be short-term.

Other Stock Unit Awards. The tax consequences associated with any other stock unit award will vary depending on the specific terms of such award. Among the relevant factors are whether or not the award has a readily ascertainable fair market value, whether or not the award is subject to forfeiture provisions or restrictions on transfer, the nature of the property to be received by the participant under the award, and the participant's holding period and tax basis for the award or underlying common stock.

Dividend Equivalents; Accrued Dividends. The grantee generally will not realize taxable income at the time of the grant of the dividend equivalents or at the time dividends are accrued on unvested restricted stock awards. When a dividend equivalent or accrued dividend is paid upon an award vesting, the participant will recognize compensation income.

Tax Consequences to the Company. There will not be any tax consequences to us as a result of the adoption of the 2015 Plan or the grant of awards thereunder except that we will be entitled to a deduction when a participant recognizes compensation income, subject to the deduction limitations of Section 162(m) of the IRC.

New Plan Benefits

Awards under the 2015 Plan are subject to the discretion of the Administrator. Therefore, it is not possible to determine the benefits that will be received in the future by participants in the 2015 Plan or the benefits that would have been received by such participants if the 2015 Plan had been in effect in fiscal year 2014. See the "*Grants of Plan-Based Awards Table*" on page 45 for a listing of equity awards granted to the Named Executive Officers during fiscal year 2014 under the Prior Plan. On March 25, 2015, the closing sale price of the Company's common stock on the NASDAQ Global Select Market was $95.57 per share.

Equity Compensation Plan Information

As of October 3, 2014, the Company has the following equity compensation plans under which its equity securities were authorized for issuance to its employees and/or directors:

- the 1999 Employee Long-Term Incentive Plan
- the Directors' 2001 Stock Option Plan
- the Non-Qualified Employee Stock Purchase Plan
- the 2002 Employee Stock Purchase Plan
- the 2005 Long-Term Incentive Plan
- the 2008 Director Long-Term Incentive Plan
- the AATI 2005 Equity Incentive Plan

Except for the 1999 Employee Long-Term Incentive Plan (the "1999 Employee Plan") and the Non-Qualified Employee Stock Purchase Plan (the "Non-Qualified ESPP"), each of the foregoing equity compensation plans was approved by the Company's stockholders. A description of the material features of each non-stockholder approved plan is provided below under the headings "*1999 Employee Long-Term Incentive Plan*" and "*Non-Qualified Employee Stock Purchase Plan*."

The following table presents information about these plans as of October 3, 2014.

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights (#) (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights ($) (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (#) (c)
Equity compensation plans approved by security holders	6,888,845(1)	22.41	15,937,642(2)
Equity compensation plans not approved by security holders	584,434	7.62	321,593(3)
TOTAL	**7,473,279**	**21.25**	**16,259,235**

(1) Excludes 1,491,585 unvested shares under restricted stock and RSU awards and 3,226,787 unvested shares under PSAs, which figure assumes achievement of performance goals under the FY14 PSAs at target levels.

(2) Includes 1,169,427 shares available for future issuance under the 2002 Employee Stock Purchase Plan, 14,021,326 shares available for future issuance under the 2005 Long-Term Incentive Plan, and 746,889 shares available for future issuance under the 2008 Director Long-Term Incentive Plan. No further grants will be made under the Directors' 2001 Stock Option Plan or the AATI 2005 Equity Incentive Plan.

(3) Represents shares available under the Non-Qualified ESPP. No further grants will be made under the 1999 Employee Plan.

1999 Employee Long-Term Incentive Plan

The 1999 Employee Plan provided for the grant of non-qualified stock options to purchase shares of the Company's common stock to employees, other than officers and non-employee directors. The term of these options may not exceed 10 years. The 1999 Employee Plan contains provisions which permit restrictions on vesting or transferability, as well as continued exercisability upon a participant's termination of employment with the Company, of options granted thereunder. The 1999 Employee Plan provides for full acceleration of the vesting of options granted thereunder upon a "change in control" of the Company, as defined in the 1999 Employee Plan. The Board of Directors generally may amend, suspend, or terminate the 1999 Employee Plan in whole or in part at any time; provided that any amendment that affects outstanding options be consented to by the holder of the options. As of April 26, 2009, no additional grants were issuable under the 1999 Employee Long-Term Incentive Plan.

Non-Qualified Employee Stock Purchase Plan

The Company also maintains the Non-Qualified ESPP to provide employees of the Company and participating subsidiaries with an opportunity to acquire a proprietary interest in the Company through the purchase, by means of payroll deductions, of shares of the Company's common stock at a discount from the market price of the common stock at the time of purchase. The Non-Qualified ESPP is intended for use primarily by employees of the Company located outside the United States. Under the plan, eligible employees may purchase common stock through payroll deductions of up to 10% of compensation. The price per share is the lower of 85% of the market price at the beginning or end of each six-month offering period.

Proposal 5:
Stockholder Proposal Regarding Simple Majority Voting

In accordance with SEC rules, we have set forth below a stockholder proposal from Mr. John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, CA 90278. Mr. Chevedden has notified us that he is the beneficial owner of 100 shares of the Company's common stock and that he intends to present the following proposal at the Annual Meeting. The stockholder proposal will be voted upon at the Annual Meeting if properly presented. The text of the stockholder's resolution and the statement the stockholder furnished to us in support thereof appear below, exactly as submitted. The stockholder proposal includes some assertions the Company believes are incorrect. The Company assumes no responsibility for the content or accuracy of the proposal.

Proposal 5 – Simple Majority Vote

RESOLVED, Shareholders request that our board take the steps necessary so that each voting requirement in our charter and bylaws that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareowners are willing to pay a premium for shares of corporations that have excellent corporate governance. Supermajority voting requirements have been found to be one of six entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are arguably most often used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic also won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included Ray T. Chevedden and William Steiner. Currently a 1%-minority can frustrate the will of our 89%-shareholder majority.

Additional issues (as reported in 2014) are an added incentive to vote for this proposal:

Directors Balakrishnan Iyer and Christine King were potentially overextended due to their board responsibilities at 4 public companies. This was compounded by Mr. Iyer's assignment to our audit committee. Directors with 10 to 16-years long-tenure, which creates an independence concern, controlled 67% of the votes on our board committees. Kevin Beebe was negatively flagged by GMI due to his director responsibilities at NII Holdings, Inc. when it filed for bankruptcy in September 2014. Mr. Beebe was still assigned to our audit and executive pay committees. We did not have an independent board chairman or a Lead Director. There was not one director who had general expertise in risk management, based the standards of GMI Ratings, an independent investment research firm.

Skyworks Solutions had no clawback policy to recoup unearned management bonuses. Unvested equity pay partially or fully accelerates upon CEO termination. Skyworks Solutions did not disclosed specific, quantifiable performance objectives for our CEO. The company pays long-term incentives to executives without requiring our company to perform above the median of its peer group. There was 16% potential stock dilution. Skyworks Solutions had not implemented OHSAS 18001, an international occupational health and safety management system specification, as its occupational health and safety management system.

Returning to the core topic of this proposal, please vote to protect shareholder value:

Simple Majority Vote – Proposal 5

Statement of Opposition by the Board

The Board of Directors has carefully reviewed and considered the stockholder's proposal and believes it is not in the best interest of the Company's stockholders. The Board of Directors recommends a vote AGAINST the proposal for the following reasons:

Our current voting procedures implement supermajority votes only in a few instances where appropriate to protect stockholder interests

The Company's governing documents require, for most matters, the vote of a majority of all shares entitled to vote. For a small number of significant corporate decisions that are fundamental to the Company's governance, the Company's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), provides for a supermajority threshold to approve such decisions. Fundamental provisions requiring a supermajority vote include the following:

- approving certain merger transactions and other business combinations;
- adopting, altering, or repealing By-laws;
- amending the provisions of the Certificate of Incorporation relating to the foregoing items;
- amending the provisions of the Certificate of Incorporation relating to the Board of Directors, including the size of the Board of Directors as well as individual directors' terms, election, removal, and indemnification; and
- amending the provision of the Certificate of Incorporation requiring that stockholder action be taken through an annual or special meeting and not by written consent.

We believe that the Company's existing supermajority vote requirements enhance corporate governance and enable the Board to pursue long-term corporate strategies for the benefit of all stockholders. If the Certificate of Incorporation were amended to remove the supermajority voting provisions, a small number of stockholders could enact significant corporate changes that benefit only a narrow group of stockholders. For example, under a uniform simple majority vote standard, if a quorum of 50.1% of the Company's issued and outstanding stock were present at a meeting, the support of the holders of only 25.1% of our stock would be sufficient to alter the Company's By-laws, including changing the requirements for a quorum. We do not believe the potential for such a high concentration of power in so few hands is in our stockholders' best interest; rather, it opens the door to self-interested transactions by short-term holders. Indeed, using the proponent's own logic, we agree that a small minority of the Company's stockholders should not be allowed to frustrate the will of a significant supermajority.

Our Board of Directors is committed to good corporate governance

We believe that the corporate governance concerns raised by the proponent are misplaced and that the following policies and programs demonstrate our commitment to robust corporate governance:

- all of our directors are elected annually by a majority of votes cast in uncontested elections;
- directors can be removed by a majority of shares entitled to vote in the election of directors;
- a significant portion of our executive officer compensation consists of long-term stock-based incentive pay, which aligns our executives' incentives with those of our stockholders;

- the independent directors—who constitute a majority of our Board of Directors—meet privately in executive session at least twice annually without the presence of any corporate officer;
- our lead independent director provides leadership to the Board of Directors if there is a real or perceived conflict of interests with regard to a particular matter between our chairman and our Company or our stockholders, and our lead independent director has the authority to retain independent advisors on behalf of the Board of Directors;
- only independent directors are elected to our Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee;
- our Nominating and Corporate Governance Committee oversees annual self-evaluations by the Board of Directors, makes governance guideline recommendations annually, and reviews our CEO's performance;
- our Compensation Committee evaluates our senior executives' performance and directors' compensation and has engaged an independent compensation consultant to perform an annual analysis of Skyworks' executive compensation; and
- our key governance materials are published on our website to promote transparency.

The proponent's bold claims fail to establish a case against supermajority vote requirements

Instead of explaining how the proposal would improve the Company's corporate governance, the proponent makes claims that are unsubstantiated and/or factually inaccurate. The proponent asserts, without explanation or analysis, that supermajority voting requirements are an entrenching mechanism. The proponent cites an academic study claiming that supermajority voting requirements are negatively related to company performance, even though the cited study's conclusions are based on a combination of six governance practices taken together, several of which are not part of the Company's corporate governance structure (including a classified board structure and a poison pill). Moreover, recent research has contradicted certain main points of the Harvard study. The proponent argues that supermajority voting provisions are "most often used to block initiatives supported by most shareowners but opposed by a status quo management," without offering a single example of when this has actually occurred, either at Skyworks or any other company. The proponent also states that the absence of a lead director is an added incentive to vote for the proposal, which inaccurately suggests that we do not have a lead independent director.

The Company's financial performance highlights our commitment to good governance

Our total stockholder return for the five-year period ending October 3, 2014, was 367%, compared with a weighted average total stockholder return of 113% for the S&P 500 Index. Our strong record of long-term performance highlights the inapplicability and irrelevance of the proponent's theoretical concerns regarding certain of our directors and our executive compensation practices that are not related to voting standards. We disagree with a number of the proponent's claims, but believe that discussion of each individual statement would not be helpful to stockholders in determining how to vote on the proposal. We do note, however, that in criticizing our executive compensation practices, the proponent fails to mention that 96% of votes cast by stockholders at the Company's 2014 Annual Meeting approved the compensation of the Company's named executive officers. We believe our superior financial performance and strong past stockholder support validate the strength of our Board of Directors, the benefits of our pay-for-performance compensation program, and our existing corporate governance practices (including current vote standards) which have helped us successfully execute on our long-term strategy.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "*AGAINST*"
THE STOCKHOLDER PROPOSAL

Security Ownership of Certain Beneficial Owners and Management

To the Company's knowledge, the following table sets forth the beneficial ownership of the Company's common stock as of March 25, 2015, by the following individuals or entities: (i) each person or entity who beneficially owns 5% or more of the outstanding shares of the Company's common stock as of March 25, 2015; (ii) the Named Executive Officers (as defined above under "*Information About Executive and Director Compensation*"); (iii) each director and nominee for director; and (iv) all executive officers and directors of the Company, as a group.

Beneficial ownership is determined in accordance with the rules of the SEC, is not necessarily indicative of beneficial ownership for any other purpose, and does not constitute an admission that the named stockholder is a direct or indirect beneficial owner of those shares. As of March 25, 2015, there were 191,034,619 shares of the Company's common stock issued and outstanding.

In computing the number of shares of Company common stock beneficially owned by a person and the percentage ownership of that person, shares of Company common stock that are subject to stock options or other rights held by that person that are currently exercisable or that will become exercisable within sixty (60) days of March 25, 2015, are deemed outstanding. These shares are not, however, deemed outstanding for the purpose of computing the percentage ownership of any other person.

Names and Addresses of Beneficial Owners(1)	Number of Shares Beneficially Owned(2)	Percent of Class
BlackRock, Inc.	15,133,880(3)	7.92%
The Vanguard Group, Inc.	12,012,609(4)	6.29%
David J. Aldrich	490,413(5)	(*)
Kevin L. Beebe	91,165	(*)
Bruce J. Freyman	91,980(5)	(*)
Timothy R. Furey	44,540	(*)
Liam K. Griffin	108,703(5)	(*)
Balakrishnan S. Iyer	22,247	(*)
Christine King	10,807	(*)
David P. McGlade	61,165	(*)
David J. McLachlan	73,765	(*)
Donald W. Palette	100,394(5)	(*)
Robert A. Schriesheim	61,165	(*)
Victoria Vezina	29,916(5)	(*)
All directors and executive officers as a group (13 persons)	1,253,341(5)	(*)

* Less than 1%

(1) Unless otherwise set forth in the following notes, each person's address is the address of the Company's principal executive offices at Skyworks Solutions, Inc., 20 Sylvan Road, Woburn, MA 01801, and stockholders have sole voting and sole investment power with respect to the shares, except to the extent such power may be shared by a spouse or otherwise subject to applicable community property laws.

(2) Includes the number of shares of Company common stock subject to stock options held by that person that are currently exercisable or will become exercisable within sixty (60) days of March 25, 2015 (the "Current Options"), as follows: Mr. Aldrich—332,650 shares under Current Options; Mr. Beebe—30,000 shares under Current Options; Mr. Freyman—59,550 shares under Current Options; Mr. Griffin—57,500 shares under Current Options; Ms. King—2,402 shares under Current Options; Mr. McLachlan—30,000 shares under

Current Options; Mr. Palette—67,270 shares under Current Options; Ms. Vezina—5,000 shares under Current Options; directors and executive officers as a group (13 persons)—625,572 shares under Current Options. Also includes 8,750 shares of Company common stock to be issued to Mr. Griffin upon the vesting of restricted stock units within sixty (60) days of March 25, 2015.

(3) Consists of shares beneficially owned by BlackRock, Inc. ("BlackRock"), in its capacity as a parent holding company of various subsidiaries under Rule 13d-1(b)(1)(ii)(G). In its capacity as a parent holding company or control person, BlackRock has sole voting power with respect to 13,463,892 shares and sole dispositive power with respect to 15,133,880 shares which are held by the following of its subsidiaries: BlackRock (Luxembourg) S.A., BlackRock (Netherlands) B.V., BlackRock (Singapore) Limited, BlackRock Advisors (UK) Limited, BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Asset Management Ireland Limited, BlackRock Asset Management North Asia Limited, BlackRock Capital Management, BlackRock Financial Management, Inc., BlackRock Fund Advisors, BlackRock Fund Managers Ltd, BlackRock Institutional Trust Company, N.A., BlackRock International Limited, BlackRock Investment Management (Australia) Limited, BlackRock Investment Management (UK) Ltd, BlackRock Investment Management, LLC, BlackRock Japan Co Ltd, and BlackRock Life Limited. With respect to the information relating to BlackRock and its affiliated entities, the Company has relied on information supplied by BlackRock on a Schedule 13G/A filed with the SEC on January 23, 2015. The address of BlackRock is 55 East 52nd Street, New York, NY, 10022.

(4) Consists of shares beneficially owned by The Vanguard Group, Inc. ("Vanguard"), which has sole voting power with respect to 171,946 shares, sole dispositive power with respect to 11,852,163 shares and shared dispositive power with respect to 160,446 shares. Vanguard Fiduciary Trust Company, a wholly owned subsidiary of Vanguard, is the beneficial owner of 112,346 shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly owned subsidiary of Vanguard, is the beneficial owner of 107,700 shares as a result of its serving as investment manager of Australian investment offerings. With respect to the information relating to Vanguard, the Company has relied on information supplied by Vanguard on a Schedule 13G/A filed with the SEC on February 11, 2015. The address of Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.

(5) Includes shares held in the Company's 401(k) Savings and Investment Plan as of March 25, 2015.

Other Proposed Action

As of the date of this Proxy Statement, the directors know of no other business that is expected to come before the Annual Meeting. However, if any other business should be properly presented to the Annual Meeting, the persons named as proxies will vote in accordance with their judgment with respect to such matters.

Other Matters

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers, and beneficial owners of more than 10% of our equity securities to file reports of holdings and transactions in securities of Skyworks with the SEC. Based solely on a review of Forms 3, 4, and 5 and any amendments thereto furnished to us, and written representations provided to us, with respect to fiscal year 2014, we believe that all Section 16(a) filing requirements applicable to our directors, executive officers, and beneficial owners of more than 10% of our common stock with respect to such fiscal year were timely made.

Solicitation Expenses

Skyworks will bear the expenses of the preparation of the proxy materials and the solicitation by the Board of Directors of proxies. Proxies may be solicited on behalf of the Company in person or by telephone, e-mail, facsimile, or other electronic means by directors, officers, or employees of the Company, who will receive no additional compensation for any such services. We have retained D.F. King & Co. to assist in the solicitation of proxies, at a cost to the Company of approximately $9,500, plus reasonable out-of-pocket expenses.

Electronic Delivery of Proxy Materials

We are able to distribute our Annual Report and this Proxy Statement to our stockholders in a fast and efficient manner via the Internet. This reduces the amount of paper delivered to a stockholder's address and eliminates the cost of sending these documents by mail. Stockholders may elect to view all future annual reports and proxy statements on the Internet instead of receiving them by mail. You may make this election when voting your proxy this year. Simply follow the instructions to vote via the Internet to register your consent. Your election to view proxy materials online is perpetual unless you revoke it later. Future proxy cards will contain the Internet website address and instructions to view the materials. You will continue to have the option to vote your shares by telephone, mail, or via the Internet.

Annual Report on Form 10-K

A copy of our 2014 Annual Report accompanies this Proxy Statement. You also may obtain, free of charge, a copy of the Company's Annual Report on Form 10-K for fiscal year 2014, as filed with the SEC, via the Company's website at *http://www.skyworksinc.com*, or upon written request addressed to Investor Relations, Skyworks Solutions, Inc., 20 Sylvan Road, Woburn, MA 01801.

Stockholder List

A list of stockholders of record as of March 25, 2015, will be available for inspection during ordinary business hours at our headquarters at 20 Sylvan Road, Woburn, MA 01801, from May 8, 2015, to May 19, 2015, as well as at our Annual Meeting.

Stockholder Proposals

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in order to be considered for inclusion in the proxy materials for the Company's 2016 Annual Meeting of stockholders, a stockholder's proposal must meet the requirements of Rule 14a-8 under the Exchange Act and be delivered in writing to the Secretary of the Company at its principal executive offices at 20 Sylvan Road, Woburn, MA 01801, no later than December 10, 2015. The submission of a stockholder proposal does not guarantee that it will be included in the proxy materials for the Company's 2016 Annual Meeting.

According to the applicable provisions of our By-laws, if a stockholder wishes to nominate a candidate to serve as a director or to present a proposal at our 2016 Annual Meeting outside the processes of Rule 14a-8 that will not be considered for inclusion in the proxy materials for such meeting, then the stockholder must give written notice to the Secretary of the Company at the address noted above no earlier than January 20, 2016, and no later than February 19, 2016. In the event that the 2016 Annual Meeting is held more than thirty (30) days before or after the first anniversary of the Company's 2015 Annual Meeting, then the required notice must be delivered in writing to the Secretary of the Company at the address above no earlier than 120 days prior to the date of the 2016 Annual Meeting and no later than the later of 90 days prior to the 2016 Annual Meeting or the 10th day following the day on which the public announcement of the date of the 2016 Annual Meeting is first made by the Company. A proposal that is submitted outside of these time periods will not be considered to be timely and, pursuant to Rule 14a-4(c)(1) under the Exchange Act and if a stockholder properly brings the proposal before the meeting, the proxies that management solicits for that meeting will have "discretionary" authority to vote on the stockholder's proposal. Even if a stockholder makes timely notification, the proxies may still exercise "discretionary" authority in accordance with the SEC's proxy rules.

OUR BOARD OF DIRECTORS ENCOURAGES STOCKHOLDERS TO ATTEND THE ANNUAL MEETING. WHETHER OR NOT YOU PLAN TO ATTEND, YOU ARE URGED TO SUBMIT A PROXY PROMPTLY IN ONE OF THE FOLLOWING WAYS: (A) BY COMPLETING, SIGNING, AND DATING THE ACCOMPANYING PROXY CARD AND RETURNING IT IN THE POSTAGE-PREPAID ENVELOPE ENCLOSED FOR THAT PURPOSE; (B) BY COMPLETING AND SUBMITTING YOUR PROXY USING THE TOLL-FREE TELEPHONE NUMBER LISTED ON THE PROXY CARD; OR (C) BY COMPLETING AND SUBMITTING YOUR PROXY VIA THE INTERNET BY VISITING THE WEBSITE ADDRESS LISTED ON THE PROXY CARD. A PROMPT RESPONSE WILL GREATLY FACILITATE ARRANGEMENTS FOR THE MEETING AND YOUR COOPERATION WILL BE APPRECIATED.

Fiscal Year 2014 Annual Report and Consolidated Financial Statements

Table of Contents

CAUTIONARY STATEMENT

This Annual Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, and is subject to the "safe harbor" created by those sections. Any statements that are not statements of historical fact should be considered to be forward-looking statements. Words such as "believes", "expects", "may", "will", "would", "should", "could", "seek", "intends", "plans", "projects", "potential", "continue", "estimates", "targets", "anticipates", "predicts" and similar expressions or variations or negatives of such words are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this Annual Report. Additionally, forward-looking statements include, but are not limited to:

- our plans to develop and market new products, enhancements or technologies and the timing of these development and marketing plans;
- our estimates regarding our capital requirements and our needs for additional financing;
- our estimates of our expenses, future revenues and profitability;
- our estimates of the size of the markets for our products and services;
- our expectations related to the rate and degree of market acceptance of our products; and
- our estimates of the success of other competing technologies that may become available.

Although forward-looking statements in this Annual Report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements involve inherent risks and uncertainties and actual financial results and outcomes may differ materially and adversely from the results and outcomes discussed in or anticipated by the forward-looking statements. A number of important factors could cause actual financial results to differ materially and adversely from those in the forward-looking statements. We urge you to consider the risks and uncertainties discussed elsewhere in this report and in the other documents filed by us with the Securities and Exchange Commission ("SEC") in evaluating our forward-looking statements. We have no plans, and undertake no obligation, to revise or update our forward-looking statements to reflect any event or circumstance that may arise after the date of this report. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made.

This Annual Report also contains estimates made by independent parties and by us relating to market size and growth and other industry data. These estimates involve a number of assumptions and limitations and you are cautioned not to give undue weight to such estimates. In addition, projections, assumptions and estimates of our future performance and the future performance of the industries in which we operate are necessarily subject to a high degree of uncertainty and risk due to a variety of important factors, including those described in "Management's Discussion and Analysis of Financial Condition and Results of Operations". These and other factors could cause results to differ materially and adversely from those expressed in the estimates made by the independent parties and by us.

In this document, the words "we", "our", "ours", "us", and "the Company" refer only to Skyworks Solutions, Inc., and its consolidated subsidiaries and not any other person or entity. In addition, the following is a list of industry standards that may be referenced throughout the document:

- BiFET (Bipolar Field Effect Transistor): integrates indium gallium phosphide based heterojunction bipolar transistors with field effect transistors on the same gallium arsenide substrate

- CATV (Cable Television): a system of providing television to consumers via radio frequency signals transmitted to televisions through fixed optical fibers or coaxial cables as opposed to the over-the-air method used in traditional television broadcasting

- CDMA (Code Division Multiple Access): a method for transmitting multiple digital signals over the same carrier frequency

- Cloud (Cloud Computing): A model for delivering information technology services in which resources are retrieved from the internet through web-based tools and applications, rather than a direct connection to a server.

- CMOS (Complementary Metal Oxide Semiconductor): a technology of constructing integrated circuits

- EDGE (Enhanced Data Rates for GSM Evolution): an enhancement to the GSM and TDMA wireless communications systems that increases data throughput to 474Kbps

- GaAs (Gallium Arsenide): a compound of the elements gallium and arsenic that is used in the production of semiconductors

- GPRS (General Packet Radio Service): an enhancement to the GSM mobile communications system that supports transmission of data packets

- GSM (Global System for Mobile Communications): a digital cellular phone technology based on TDMA that is the predominant system in Europe, and is also used around the world

- HBT (Heterojunction Bipolar Transistor): a type of bipolar junction transistor which uses differing semiconductor materials for the emitter and base regions, creating a heterojunction

- Internet of Things (IoT): is the interconnection of uniquely identifiable embedded computing devices within the existing internet infrastructure

- LED (Light Emitting Diode): a two-lead semiconductor light source

- LTE (Long Term Evolution): 4th generation ("4G") radio technologies designed to increase the capacity and speed of mobile telephone networks

- pHEMT (Pseudomorphic High Electron Mobility Transistor): a type of field effect transistor incorporating a junction between two materials with different band gaps

- RFID (Radio Frequency Identification): refers to the use of an electronic tag (typically referred to as an RFID tag) for the purpose of identification and tracking objects using radio waves

- Satcom (Satellite Communications): where a satellite stationed in space is used for the purpose of telecommunications

- SOI (Silicon On Insulator): technology refers to the use of layered silicon-insulator-silicon substrate in place of conventional silicon substrates in semiconductor manufacturing

- TDMA (Time Divisional Multiple Access): technology for delivering wireless digital service using time division multiplexing

- TD-SCDMA (Time Division Synchronous Code Division Multiple Access): a third generation wireless services ("3G") mobile communications standard, being pursued in the People's Republic of China

- WCDMA (Wideband CDMA): a 3G technology that increases data transmission rates

- WEDGE: an acronym for technologies that support both WCDMA and EDGE wireless communication systems

- WiMAX (Worldwide Interoperability for Microwave Access): a standards-based technology enabling the delivery of last mile wireless broadband access as an alternative to cable and DSL

- WLAN (Wireless Local Area Network): a type of local-area network that uses high-frequency radio waves rather than wires to communicate between nodes

- Yield: The number of working chips out of the total number of chips manufactured

Introduction

Skyworks Solutions, Inc., together with its consolidated subsidiaries, ("Skyworks" or the "Company") is an innovator of high performance analog and mixed signal semiconductors linking people, places and things across a rapidly expanding number of new and previously unimagined applications including automotive, broadband, wireless infrastructure, energy management, GPS, industrial, medical, military, networking, smartphones and tablets. Our portfolio consists of amplifiers, attenuators, battery chargers, circulators, DC/DC converters, demodulators, detectors, diodes, directional couplers, filters, front-end modules, hybrids, infrastructure radio frequency, or RF, subsystems, isolators, LED drivers, mixers, modulators, optocouplers, optoisolators, phase shifters, PLLs/synthesizers/VCOs, power dividers/combiners, power management devices, receivers, switches, technical ceramics and voltage regulators. Our key customers include Arris, Bose, Cisco, Dell, Ericsson, Foxconn, Fujitsu, General Electric, Google, Honeywell, HTC, Huawei, Landis & Gyr, Lenovo, LG Electronics, Microsoft, Nest, Netgear, Northrop Grumman, Rockwell Collins, Samsung, Sonos, and ZTE. Our competitors include Analog Devices, Avago Technologies, Linear Technology, Maxim Integrated Products, Murata Manufacturing, QUALCOMM, RF Micro Devices and Triquint Semiconductor.

In August 2014, we entered into a joint venture with Panasonic Corporation, through its Automotive & Industrial Systems Company ("Panasonic") for the design, manufacture and sale of Panasonic's surface acoustic wave ("SAW") and temperature-compensated ("TC") SAW filter products. We own a controlling 66% interest in the joint venture and have the option to acquire the remaining 34% within two years. With the overall demand for SAW and TC SAW filters increasing as the technology and product architectures become more complex and the number of required bands grows, this acquisition assists us in securing a firm supply of SAW and TC SAW filters, in addition to allowing us to integrate filters into the design and production of our own products.

In January 2012, we acquired Advanced Analogic Technologies Inc. ("AATI") and accelerated our entry into vertical markets with highly complementary analog semiconductor product lines, including battery chargers, DC/DC converters, voltage regulators and LED drivers. Power management semiconductors represent a strategic growth market for us in applications like voltage regulation, energy efficiency and panel backlighting within the consumer electronics, computing and communications markets.

In June 2011, we acquired SiGe Semiconductor, Inc. ("SiGe") and expanded our RF front-end solutions to facilitate wireless multimedia across a wide range of new applications. The acquisition of SiGe complemented our strong position in wide area front-end solutions by adding SiGe's innovative short range, silicon-based products. As a result, today we offer customers a comprehensive wireless networking portfolio, supporting all key operating frequencies with greater architectural flexibility to address a variety of high growth applications.

Headquartered in Woburn, Massachusetts, we are a Delaware corporation that was formed in 1962. We changed our corporate name from Alpha Industries, Inc. to Skyworks Solutions, Inc. on June 25, 2002, following a business combination. We operate worldwide with engineering, manufacturing, sales and service facilities throughout Asia, Europe and North America. Our Internet address is www.skyworksinc.com. We make available free of charge on our website our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Section 16 filings on Forms 3, 4 and 5, and amendments to those reports as soon as practicable after we electronically submit such material to the SEC. The information contained on our website is not incorporated by reference in this Annual Report. You may read and copy materials that we have filed with the SEC at the SEC public reference room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public on the SEC's Internet address at www.sec.gov.

Industry Background

Consumer demand for wireless ubiquity and the trend towards linking people, places and things in ways previously not imagined are driving connectivity across a growing number of markets and applications. This explosive demand for connectivity and consumers' desire for anytime, anywhere access is helping fuel our growth and expand our served markets. In fact, a recent report by Morgan Stanley estimates that by 2020 the total number of connected devices could reach a staggering 75 billion. General Electric, for example, has announced that it will incorporate machine-to-machine communications across its entire industrial portfolio, including jet engines, locomotives, turbines and medical devices. This is just one example of how analog end markets are incorporating connectivity, in many cases for the first time.

In addition to the more traditional analog segments, we are embracing an entirely new generation of connected devices such as home automation systems, fitness gear and a variety of health and wellness products. While many of these products are still in the early stages of deployment, we have already captured strong positions in these new growth sectors.

The billions of connected devices that make up the Internet of Things will be enabled by a combination of sensors, microcontrollers and, most importantly for Skyworks, connectivity and power management solutions-dramatically expanding the markets we currently serve. At the same time, these connected devices are also incorporating more and more network standards.

In the connected home we have an exciting and diverse pipeline of opportunities including but not limited to gaming, entertainment, security and automation. In the broadest sense, we are seeing increased global demand for higher data rate services, like 802.11ac and LTE for mobile devices such as smartphones and tablets, which are enabling seamless connections, faster download speeds, improved signal range and longer battery life. Smartphone manufacturers and network operators are rapidly rolling out these technologies to provide users with the best possible experience.

Solving RF Challenges

This transition to ubiquitous connectivity, however, does not come without its challenges. RF solutions in ultra-thin, high performance consumer products must preserve battery life, increase data rates and solve signal interference problems while occupying minimal board space. Meeting these design challenges requires broad competencies including signal transmission and conditioning, the ability to ensure seamless hand-offs between multiple standards, power management, voltage regulation, battery charging, filtering and tuning, among others. This complexity plays directly to Skyworks' strengths. We have a strong heritage in analog systems design and have spent the last decade investing in key technologies and resources. We are at the forefront of advanced multi-chip module integration and offer unmatched technology breadth, providing deep expertise in CMOS, SOI, GaAs and filters and maintaining strategic partnerships with outside foundries.

Business Overview

Skyworks' overall strategy is to enable all forms of connectivity through semiconductor innovation. Key elements in our strategy include:

Diversification

We are diversifying our business in three areas: our addressed markets, our customer base and our product offerings to enable stronger and more consistent financial returns. By leveraging core analog and mixed signal technologies, we are expanding our family of solutions to a set of increasingly diverse end markets and customers. We are steadily growing our business beyond just mobile devices (where we support all top-tier manufacturers, including the leading smartphone suppliers and key baseband vendors) into additional high-performance analog markets, including infrastructure, smart energy, wireless networking, automotive and medical. In these markets we leverage our scale, intellectual property and worldwide distribution network, which span over 2,000 customers and over 2,500 analog components.

Industry-Leading Technology

As the industry migrates to more complex LTE architectures across a multitude of wireless broadband applications, we are uniquely positioned to help mobile device manufacturers handle growing levels of system complexity in the transmit and receive chain. The trend towards increasing front-end and analog design challenges in smartphones and other mobile devices plays directly into Skyworks' core strengths and positions us to address these challenges. We believe that we offer the broadest portfolio of radio and analog solutions from the transceiver to the antenna as well as all required manufacturing process technologies. Our expertise includes BiFET, CMOS, HBT, pHEMT, SOI and silicon germanium processes. We also hold strong technology leadership positions in passive devices, as well as advanced integration including proprietary shielding and 3-D die stacking. Our product portfolio is reinforced by a library of over 1,800 worldwide patents and other intellectual property that we own and control. Together, our industry-leading technology enables us to deliver the highest levels of product performance and integration.

Customer Relationships

Given our scale and technology leadership, we are engaged with key original equipment manufacturers, smartphone providers and baseband reference design partners. Our customers value our supply chain strength, our innovative technology and our system engineering expertise resulting in deep customer loyalty. We partner with our customers to support their long-term product road maps and are valued as a system solutions provider rather than just a point product vendor.

Delivering Operational Excellence

We either vertically integrate our supply chain where we can create a competitive advantage, or enter into alliances and strategic relationships for leading-edge capabilities. This hybrid manufacturing approach allows us to better balance our manufacturing capacity with the demands of the marketplace. Internally, our capacity utilization remains high and we have therefore been able to maintain margins and achieve our desired return on invested capital on a broader range of revenue.

Additionally, we continue to strive to achieve the industry's shortest product design and manufacturing cycle times and highest yields. The combination of agile, flexible capacity and world-class module manufacturing and scale advantage allows us to achieve a low product cost structure while integrating multiple technologies into highly sophisticated multi-chip modules.

Maintaining a Performance Driven Culture

We consider our people and corporate culture to be a major competitive advantage and a key element of our overall strategy. We create key performance indicators that align employee performance with corporate strategy and link responsibilities with performance measurement. Accountability is paramount and we compensate our employees through a pay-for-performance methodology. We strive to be an employer-of-choice among peer companies and have created a work environment in which turnover is well below semiconductor industry averages.

Generating Superior Operating Results and Shareholder Returns

We seek to generate financial returns that are comparable to a highly diversified analog semiconductor company while delivering high growth rates representative of a mobile internet company. Given our product volume and overall utilization we strive to achieve a best-in-class return on investment and operating income to reward shareholders with increasing returns.

SKYWORKS' PRODUCT PORTFOLIO

Our product portfolio consists of:

- Amplifiers: the modules that strengthen the signal so that it has sufficient energy to reach a base station
- Attenuators: circuits that allow a known source of power to be reduced by a predetermined factor (usually expressed as decibels)
- Battery Chargers: device used to replenish the energy stored in a rechargeable battery by forcing an electric current through it
- Circulators/Isolators: ferrite-based components commonly found on the output of high-power amplifiers used to protect receivers in wireless transmission systems
- DC/DC Converters: an electronic circuit which converts a source of direct current from one voltage level to another
- Demodulators: a device or an RF block used in receivers to extract the information that has been modulated onto a carrier or from the carrier itself
- Detectors: devices used to measure and control RF power in wireless systems
- Diodes: semiconductor devices that pass current in one direction only
- Directional Couplers: transmission coupling devices for separately sampling the forward or backward wave in a transmission line

- Filters: devices for recovering and separating mixed and modulated data in RF stages
- Front-End Modules: power amplifiers that are integrated with switches, duplexers, filters and other components to create a single package front-end solution
- Hybrid: a type of directional coupler used in radio and telecommunications
- Infrastructure RF Subsystems: highly integrated transceivers and power amplifiers for wireless base station applications
- LED Drivers: devices which regulate the current through a light emitting diode or string of diodes for the purpose of creating light
- MIS Silicon Chip Capacitors: used in applications requiring DC blocking and RF bypassing, or as a fixed capacitance tuning element in filters, oscillators, and matching networks
- Mixers: devices that enable signals to be converted to a higher or lower frequency signal and thereby allowing the signals to be processed more effectively
- Modulators: devices that take a baseband input signal and output a radio frequency modulated signal
- Optocouplers/Optoisolators: semiconductor devices that allow signals to be transferred between circuits or systems while ensuring that the circuits or systems are electrically isolated from each other
- Phase Locked Loops: closed-loop feedback control system that maintains a generated signal in a fixed phase relationship to a reference signal
- Phase Shifters: designed for use in power amplifier distortion compensation circuits in base station applications
- Power Dividers/Combiners: utilized to equally split signals into in-phase signals as often found in balanced signal chains and local oscillator distribution networks
- Receivers: electronic devices that change a radio signal from a transmitter into useful information
- Switches: components that perform the change between the transmit and receive function, as well as the band function for cellular handsets
- Synthesizers: devices that provide ultra-fine frequency resolution, fast switching speed, and low phase-noise performance
- Technical Ceramics: polycrystalline oxide materials used for a wide variety of electrical, mechanical, thermal and magnetic applications
- Transceivers: devices that have both a transmitter and a receiver which are combined and share common circuitry or a single housing

• Voltage Regulators: generate a fixed level which ideally remains constant over varying input voltage or load conditions

• VCOs/Synthesizers: fully integrated, high performance signal source for high dynamic range transceivers

We believe we possess broad technology capabilities and one of the most complete wireless communications product portfolios in the industry.

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes that appear elsewhere in this Annual Report. In addition to historical information, the following discussion contains forward-looking statements that are subject to risks and uncertainties. Actual results may differ substantially and adversely from those referred to herein due to a number of factors, including but not limited to those described below and elsewhere in this Annual Report.

OVERVIEW

We, together with our consolidated subsidiaries, are an innovator of high performance analog and mixed signal semiconductors linking people, places and things across a rapidly expanding number of new and previously unimagined applications including automotive, broadband, wireless infrastructure, energy management, GPS, industrial, medical, military, networking, smartphones and tablets. Our portfolio consists of amplifiers, attenuators, battery chargers, circulators, DC/DC converters, demodulators, detectors, diodes, directional couplers, filters, front-end modules, hybrids, infrastructure radio frequency, or RF, subsystems, isolators, LED drivers, mixers, modulators, optocouplers, optoisolators, phase shifters, PLLs/synthesizers/VCOs, power dividers/combiners, power management devices, receivers, switches, technical ceramics and voltage regulators. Our key customers include Arris, Bose, Cisco, Dell, Ericsson, Foxconn, Fujitsu, General Electric, Google, Honeywell, HTC, Huawei, Landis & Gyr, Lenovo, LG Electronics, Microsoft, Nest, Netgear, Northrop Grumman, Rockwell Collins, Samsung, Sonos, and ZTE. Our competitors include Analog Devices, Avago Technologies, Linear Technology, Maxim Integrated Products, Murata Manufacturing, QUALCOMM, RF Micro Devices and Triquint Semiconductor.

RESULTS OF OPERATIONS

FISCAL YEARS ENDED OCTOBER 3, 2014, SEPTEMBER 27, 2013, AND SEPTEMBER 28, 2012.

The following table sets forth the results of our operations expressed as a percentage of net revenue:

	October 3, 2014	September 27, 2013	September 28, 2012
Net revenue	100.0%	100.0%	100.0%
Cost of goods sold	55.4	57.2	57.5
Gross profit	44.6	42.8	42.5
Operating expenses:			
Research and development	11.0	12.6	13.5
Selling, general and administrative	7.8	8.9	10.1
Amortization of intangibles	1.1	1.6	2.1
Restructuring and other charges	—	0.4	0.5
Total operating expenses	19.9	23.5	26.2
Operating income	24.7	19.3	16.3
Other expense, net	—	—	—
Income before income taxes	24.7	19.3	16.3
Provision for income taxes	4.7	3.7	3.4
Net income	20.0%	15.6%	12.9%

GENERAL

During the fiscal year ended October 3, 2014, the following key factors contributed to our overall results of operations, financial position and cash flows:

- Net revenue increased to approximately $2.3 billion, an increase of 28% as compared to the prior fiscal year. This increase in revenue was primarily related to our continued growth as smartphones displace traditional cellular phones, increased strength in emerging markets due to the adoption of 3G and 4G technologies, increases in tablet computing and the expansion of our analog product portfolio to address additional content within the handset and tablet markets as well as new vertical markets including medical automotive, military and industrial.

- Operating margin increased by approximately 540 basis points to 24.7% for fiscal 2014 up from 19.3% in fiscal 2013. The increase in operating margin was primarily related to higher revenue and the leveraging impact on our gross margin and operating expenses partially offset by higher employee compensation expenses.

- As a result of the aforementioned factors, overall profitability increased significantly from fiscal 2013 with both net income and diluted earnings per share increasing 64% year over year.

- Our ending cash and cash equivalents balance increased 58% to $806 million in fiscal 2014 from $511 million in fiscal 2013. This was the result of a 54% increase in cash from operations to $772 million in fiscal 2014 from $500 million in fiscal 2013 due to higher net income and improvements in working capital. In addition, we invested $209 million on capital expenditures, $166 million to repurchase over 4.5 million shares of our common stock, $149 million for a 66% controlling interest in a joint venture and $41 million in cash dividend payments.

- We created a joint venture with Panasonic Corporation with respect to the design, manufacture and sale of Panasonic's surface acoustic wave ("SAW") and temperature-compensated ("TC") SAW filter products. Panasonic contributed certain assets, properties, employees and rights related to its filter business, for which we acquired a 66% controlling interest. Overall demand for SAW and TC SAW filters is increasing as technology enhancements and product architectures become more complex to support the overall evolution of wireless technology and the increasing number of frequency bands that are utilized in end consumer products. The acquisition assists us in securing a dedicated supply of SAW and TC SAW filters in addition to allowing for integrating filters into the design and production of our products.

NET REVENUE

	Fiscal Years Ended				
(dollars in millions)	October 3, 2014	Change	September 27, 2013	Change	September 28, 2012
Net revenue	$ 2,291.5	27.9%	$ 1,792.0	14.2%	$ 1,568.6

We market and sell our products directly to original equipment manufacturers of communications and electronics products, third-party original design manufacturers and contract manufacturers, and indirectly through electronic components distributors. We generally experience seasonal peaks during the second half of the calendar year primarily as a result of increased worldwide production of consumer electronics in anticipation of increased holiday sales. In addition, we periodically enter into revenue generating arrangements that leverage our broad intellectual property portfolio by licensing or selling our non-core patents or other intellectual property, and we anticipate continuing this intellectual property strategy in future periods.

The $499.5 million increase in revenue in fiscal 2014 as compared to fiscal 2013 was primarily driven by our ability to capture a higher share of the increasing RF and analog content per device due to more complex smartphones continuing to displace traditional cellular phones, increased strength in emerging markets due to the adoption of 3G and 4G technologies, the increasing popularity of tablet computing, and our expanding analog product portfolio supporting new vertical markets including medical, automotive, military and industrial.

The $223.4 million increase in revenue in fiscal 2013 as compared to fiscal 2012 was primarily due to the increasing demand for our 3G, Switching, Wireless LAN and GPS solutions. This increase was partially offset by lower GSM/GPRS product revenue as a result of the contracting 2G market.

For information regarding net revenue by geographic region and customer concentration, see *Note 16* of the Consolidated Financial Statements contained in this Annual Report.

GROSS PROFIT

(dollars in millions)	Fiscal Years Ended October 3, 2014	Change	September 27, 2013	Change	September 28, 2012
Gross profit	$ 1,022.7	33.4%	$ 766.6	14.9%	$ 667.1
% of net revenue	44.6%		42.8%		42.5%

Gross profit represents net revenue less cost of goods sold. Our cost of goods sold consists primarily of purchased materials, labor and overhead (including depreciation and share-based compensation expense) associated with product manufacturing. Erosion of average selling prices of established products is typical of the semiconductor industry. Consistent with trends in the industry, we anticipate that average selling prices for our established products will continue to decline at a normalized rate of five to ten percent per year. As part of our normal course of business, we mitigate the gross margin impact of declining average selling prices with efforts to increase unit volumes, reduce material costs, improve manufacturing efficiencies, lower manufacturing costs of existing products and by introducing new and higher value-added products.

Gross profit was $256.1 million greater for the fiscal year ended October 3, 2014 than gross profit for the prior fiscal year. The increase in gross profit was primarily the result of higher unit volumes, lower overall per unit material and manufacturing costs with an aggregate gross profit benefit of $273.5 million. These benefits were partially offset by the erosion of average selling price, unfavorable changes in product mix and other costs which combined to negatively impact gross profit by $17.4 million. As a result of these impacts, gross profit margin increased to 44.6% of net revenue for the fiscal year ended October 3, 2014.

Gross profit was $99.5 million greater for the fiscal year ended September 27, 2013 than gross profit for the prior fiscal year. The increase in gross profit was primarily the result of higher unit volumes and lower overall per unit material and manufacturing costs with an aggregate gross profit benefit of $152.1 million. These benefits were partially offset by the erosion of average selling price and unfavorable changes in product mix which combined to negatively impact gross profit by $52.6 million. As a result of these impacts, gross profit margin increased to 42.8% of net revenue for the fiscal year ended September 27, 2013.

During fiscal 2014 and 2013 we continued to benefit from higher contribution margins associated with the licensing and/or sale of intellectual property although revenue associated with the licensing and/or sale of intellectual property was immaterial to the consolidated results of operations for the periods presented.

RESEARCH AND DEVELOPMENT

	Fiscal Years Ended				
(dollars in millions)	October 3, 2014	Change	September 27, 2013	Change	September 28, 2012
Research and development	$ 252.2	11.4%	$ 226.3	6.5%	$ 212.5
% of net revenue	11.0%		12.6%		13.5%

Research and development expenses consist primarily of direct personnel costs including share-based compensation expense, costs for pre-production evaluation and testing of new devices, masks, engineering prototypes and design tool costs.

The increase in research and development expense in fiscal 2014 as compared to fiscal 2013 is primarily related to increased compensation expense, including share-based compensation of $19.1 million, enhanced development activity, related services and other costs of $6.8 million. Research and development expense decreased as a percentage of net revenue due to the aforementioned increase in net revenue.

The increase in research and development expense in fiscal 2013 as compared to fiscal 2012 is primarily attributable to a net increase of $8.3 million related to product design and development activity including the full year impact of AATI activities as well as a net increase of $6.7 million in compensation expense. These increases were partially offset by reductions related to the organizational restructuring initiated during the fiscal year. Research and development expense decreased as a percentage of net revenue due to the aforementioned increase in net revenue.

SELLING, GENERAL AND ADMINISTRATIVE

	Fiscal Years Ended				
(dollars in millions)	October 3, 2014	Change	September 27, 2013	Change	September 28, 2012
Selling, general and administrative	$ 179.1	12.1%	$ 159.7	0.8%	$ 158.4
% of net revenue	7.8%		8.9%		10.1%

Selling, general and administrative expenses include legal and related costs, accounting, treasury, human resources, information systems, customer service, bad debt expense, sales commissions, share-based compensation expense, advertising, marketing, costs associated with business combinations completed or contemplated during the period and other costs.

The increase in fiscal 2014 as compared to fiscal 2013 was primarily related to increased compensation expense including share-based compensation of $8.1 million, legal expense related to ongoing litigation of $3.9 million and acquisition related expenses of $3.4 million. Selling, general and administrative expenses decreased as a percentage of net revenue due to the decrease in the aforementioned expenses as well as the increase in net revenue.

The increase in fiscal 2013 as compared to fiscal 2012 was primarily related to increased compensation expense offset by the decrease in aggregated acquisition-related and legal expenses incurred in the prior fiscal year.

Selling, general and administrative expenses decreased as a percentage of net revenue due to the decrease in the aforementioned expenses as well as the increase in net revenue.

AMORTIZATION OF INTANGIBLES

	Fiscal Years Ended				
(dollars in millions)	October 3, 2014	Change	September 27, 2013	Change	September 28, 2012
Amortization of intangibles	$ 25.9	(11.0)%	$ 29.1	(11.3)%	$ 32.8
% of net revenue	1.1%		1.6%		2.1%

Amortization expense decreased in fiscal 2014 when compared to the prior fiscal year due to the end of the estimated useful lives of certain fully amortized intangible assets acquired in prior fiscal years. This decrease was partially offset by the amortization of intangibles acquired in the Panasonic transaction.

Amortization expense decreased for the fiscal year ended September 27, 2013 when compared to the prior fiscal year due to the end of the estimated useful lives of certain fully amortized intangible assets acquired in prior fiscal years.

PROVISION FOR INCOME TAXES

	Fiscal Years Ended				
(dollars in millions)	October 3, 2014	Change	September 27, 2013	Change	September 28, 2012
Provision for income taxes	$ 107.5	61.9%	$ 66.4	25.5%	$ 52.9
% of net revenue	4.7%		3.7%		3.4%

The annual effective tax rate for fiscal 2014 of 19.0% was less than the United States federal statutory rate of 35% primarily due to benefits of 13.7% related to foreign earnings taxed at a rate less than the United States federal rate, benefits of 1.9% related to a domestic production activities deduction, and benefits of 3.5% from the settlement of the IRS audit of our fiscal 2011 income tax return, partially offset by income tax rate expense impact of 2.0% related to a change in our tax reserves.

We operate under a tax holiday in Singapore, which is effective through September 30, 2020. This tax holiday is conditional upon our compliance in meeting certain employment and investment thresholds in Singapore. The impact of the tax holiday decreased Singapore's taxes by $12.6 million and $10.0 million for the fiscal years ended October 3, 2014 and September 27, 2013, respectively. This resulted in tax benefits of $0.07 and $0.05 of diluted earnings per share for the fiscal years ended October 3, 2014 and September 27, 2013, respectively.

The annual effective tax rate for fiscal 2013 of 19.3% was less than the United States federal statutory rate of 35% primarily due to benefits of 14.7% related to foreign earnings taxed at a rate less than the United States federal rate, benefits of 4.7% related to research and development tax credits, and benefits of 1.5% related to a domestic production activities deduction partially offset by income tax rate expense impact of 3.4% related to a change in our tax reserves.

As a result of the enactment of the Taxpayer Relief Act of 2012, which retroactively reinstated and extended the research and development tax credit, $7.0 million of federal research and development tax credits which were earned in fiscal 2012 reduced our tax rate during fiscal 2013.

LIQUIDITY AND CAPITAL RESOURCES

(dollars in millions)	Fiscal Years Ended October 3, 2014	Fiscal Years Ended September 27, 2013	Fiscal Years Ended September 28, 2012
Cash and cash equivalents at beginning of period	$ 511.1	$ 307.1	$ 410.8
Net cash provided by operating activities	772.4	499.7	285.2
Net cash used in investing activities	(357.1)	(123.0)	(302.8)
Net cash used in financing activities	(120.6)	(172.7)	(86.1)
Cash and cash equivalents at end of period	$ 805.8	$ 511.1	$ 307.1

Cash Flow from Operating Activities:

Cash provided by operating activities is net income adjusted for certain non-cash items and changes in certain operating assets and liabilities. For fiscal 2014, we generated $772.4 million in cash flow from operations, an increase of $272.7 million when compared to $499.7 million generated in fiscal 2013. The increase in cash flow from operating activities during the fiscal year ended October 3, 2014 was related to higher net income combined with a net cash inflow from changes in operating assets and liabilities and the effects of non-cash depreciation and share-based compensation. Specifically, the changes in operating assets and liabilities that were sources of cash were: $74.2 million in accounts payable related to the timing of vendor payments, $63.4 million related to tax liabilities, payroll related accruals and other accrued expenses which include accrued expenses related to ongoing operations of an acquired interest in a joint venture and $7.3 million related to other current and long-term assets. These sources of cash were offset by uses of cash of $12.4 million in accounts receivable due to the timing of customer collections and $6.1 million related to an increase in inventory.

Cash Flow from Investing Activities:

Cash flow from investing activities consists of capital expenditures, the sale and maturity of investments and acquisitions, net of cash acquired. Cash flow used in investing activities was $357.1 million during fiscal 2014, compared to $123.0 million during fiscal 2013. This increase was related to capital expenditures of $208.6 million related to the purchase of manufacturing equipment to support increased production in anticipation of accelerating demand from key customers at our wafer fabrication facilities located in the United States and our assembly and test facility in Mexicali, Mexico and the acquisition of a 66% interest in a joint venture with Panasonic Corporation for $148.5 million in cash during fiscal 2014.

Cash Flow from Financing Activities:

Cash flows from financing activities consist primarily of cash transactions related to debt and equity. During fiscal 2014, we had net cash outflows of $120.6 million, compared to $172.7 million in fiscal 2013. The decrease in cash used in financing activities was primarily related to the increase in stock option proceeds and the excess tax benefit reclassification from operating activities during fiscal 2014. During fiscal 2014 we had the following significant uses of cash:

- $165.7 million related to our repurchase of approximately 4.5 million shares of our common stock pursuant to the share repurchase program approved by our Board of Directors on July 16, 2013;

- $41.4 million in cash dividend payments related to our $0.11 per share dividends declared on our common stock outstanding during the fiscal year; and

- $22.1 million related to the minimum statutory payroll tax withholdings upon vesting of employee performance and restricted stock awards.

These uses of cash were partially offset by the net proceeds from employee stock option exercises of $67.8 million and the tax benefit from stock option exercises of $40.8 million during fiscal 2014.

Liquidity:

Cash and cash equivalent balances were $805.8 million at October 3, 2014, representing an increase of $294.7 million from September 27, 2013. The increase resulted from $772.4 million in cash generated from operations which is partially offset by $208.6 million in capital expenditures for increased production capacity, $165.7 million used to repurchase 4.5 million shares of stock, $148.5 million in cash to acquire a 66% interest in a joint venture with Panasonic Corporation and $41.4 million in cash dividend payments during fiscal 2014. Based on our historical results of operations, we expect that our cash and cash equivalents on hand and the cash we expect to generate from operations will be sufficient to fund our research and development, capital expenditures, acquisitions, working capital, quarterly cash dividend payments (if such dividends are declared by the Board of Directors) and other cash requirements for at least the next 12 months. However, we cannot be certain that our cash on hand and cash generated from operations will be available in the future to fund all of our capital and operating requirements. In addition, any future strategic investments and acquisitions may require additional cash and capital resources. If we are unable to obtain sufficient cash or capital to meet our needs on a timely basis and on favorable terms, our business and operations could be materially and adversely affected.

Our invested cash balances primarily consist of highly liquid term deposits with original maturities of 90 days or less and money market funds where the underlying securities primarily consist of United States treasury obligations, United States agency obligations and repurchase agreements collateralized by United States government and agency obligations.

Our cash and cash equivalent balance of $805.8 million at October 3, 2014 consisted of $608.4 million held domestically and $197.4 million held by foreign subsidiaries. Of the cash and cash equivalents held by our foreign subsidiaries at October 3, 2014, $141.9 million is considered by us to be indefinitely reinvested and would be subject to material tax effects if repatriated. The remaining $55.5 million of foreign cash and cash equivalents can be repatriated without any tax consequences.

OFF-BALANCE SHEET ARRANGEMENTS

All significant contractual obligations are recorded on our consolidated balance sheet or fully disclosed in the notes to our consolidated financial statements. We have no material off-balance sheet arrangements as defined in SEC Regulation S-K-303(a)(4)(ii).

CONTRACTUAL CASH FLOWS

Set forth below is a summary of our contractual payment obligations related to our operating leases, other commitments and long-term liabilities at October 3, 2014 (in millions):

	Payments Due By Period				
Obligation	Total	Less Than 1 Year	1-3 Years	3-5 Years	Thereafter
Other long-term liabilities(1)	$ 46.5	$ 4.7	$ —	$ —	$ 41.8
Operating lease obligations	44.3	13.1	17.5	8.9	4.8
Other commitments(2)	92.7	14.2	78.5	—	—
Total	$ 183.5	$ 32.0	$ 96.0	$ 8.9	$ 46.6

(1) Other long-term liabilities include our gross unrecognized tax benefits, as well as executive deferred compensation, which are both classified as beyond five years due to the uncertain nature of the liabilities.

(2) Other commitments consist of liabilities related to business combinations, contractual license and royalty payments, and other purchase obligations. See *Note 11* of the Consolidated Financial Statements contained in this Annual Report for further detail.

CRITICAL ACCOUNTING ESTIMATES

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles, or GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. The Securities and Exchange Commission has defined critical accounting policies as those that are both most important to the portrayal of our financial condition and results and which require our most difficult, complex or subjective judgments or estimates. Based on this definition, we believe our critical accounting policies include revenue recognition, inventory valuation, impairment of long-lived assets, goodwill and intangibles, business combinations, share-based compensation, loss contingencies and income taxes. *Note 2* of the Consolidated Financial Statements contained in this Annual Report describes the significant accounting policies and methods used in the preparation of our consolidated financial statements.

On an ongoing basis, we evaluate the judgments and estimates underlying all of our accounting policies. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures, and reported amounts of revenues and expenses. These estimates and assumptions are based on our best judgments using historical experience and other factors, including the current economic environment, which we believe to be reasonable under the circumstances. We adjust such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, factors may arise over time that lead us to change our methods, estimates and judgments that could materially and adversely affect our results of operations.

Revenue Recognition. We recognize revenue in accordance with the Financial Accounting Standards Board's Accounting Standards Codification ("ASC") 605 *Revenue Recognition* net of estimated reserves. Our revenue reserves contain uncertainties because they require management to make assumptions and to apply judgment to estimate the value of future credits to customers for price protection and product returns (stock rotation) for products sold to certain electronic component distributors. Our estimates of the amount and timing of the reserves is based primarily on historical experience and specific contractual arrangements. Historically, we have not experienced material differences between our estimated sales reserves and actual results.

Inventory Valuation. We value our inventory at the lower of cost or fair market value. Reserves for excess and obsolete inventory are established on a quarterly basis and are based on a detailed analysis of forecasted demand in relation to on-hand inventory, saleability of our inventory, general market conditions, and product life cycles. Once reserves are established, write-downs of inventory are considered permanent adjustments to the cost basis of inventory. Our reserves contain uncertainties because the calculation requires management to make assumptions and to apply judgment regarding historical experience, forecasted demand and technological obsolescence. Changes in actual demand or market conditions could adversely impact our reserve calculations. Historically, we have not experienced material differences between our estimated inventory reserves and actual results.

Goodwill and Purchased Intangible Assets. We evaluate goodwill and other purchased intangible assets for impairment annually on the first day of the fourth fiscal quarter and whenever events or circumstances arise that may indicate that the carrying value of the goodwill or other intangibles may not be recoverable.

The impairment evaluation of goodwill involves comparing the fair value to the carrying value of the reporting unit. We use the market price of the Company's stock adjusted for a market premium to calculate the fair value of the reporting unit. If the fair value exceeds the carrying value, then it is concluded that no goodwill impairment has occurred. If the carrying value of the reporting unit exceeds its fair value, a second step is required to measure the possible goodwill impairment loss.

In the second step, if required, we would use a discounted cash flow methodology to determine the implied fair value of our goodwill. The implied fair value of the reporting unit's goodwill would then be compared to the carrying value of the goodwill. If the carrying value of the goodwill exceeds the implied fair value of the goodwill, we would recognize a loss equal to the excess.

Our impairment analyses contain uncertainties because it requires management to make assumptions and to apply judgment to items such as: estimated control premiums, discount rate, future cash flows, the profitability of future business strategies and useful lives. Historically, we have not experienced material differences between our impairment calculations and actual results.

Business Combinations. We apply significant estimates and judgments in order to determine the fair value of the identified tangible and intangible assets acquired, liabilities assumed and goodwill recognized in business combinations. The value of all assets and liabilities are recognized at fair value as of the acquisition date using a market participant approach.

In measuring the fair value, we utilize a number of valuation techniques consistent with the market approach, income approach and/ or cost approach. The valuation of the identifiable assets and liabilities includes assumptions such as projected revenue, royalty rates, weighted average cost of capital, discount rates and estimated useful lives. These assessments can be significantly affected by our judgments. Historically, we have not experienced material differences in our assigned values and actual results.

Share-Based Compensation. We have a share-based compensation plan which includes non-qualified stock options, restricted and performance share awards and units, employee stock purchase plan and other special share-based awards. *Note 9* of the Consolidated Financial Statements in this Annual Report details our current share-based compensation programs.

We determine the fair value of our non-qualified stock options at the date of grant using the Black-Scholes options-pricing model. For restricted and performance based awards and units, we determine the fair value based on the grant date fair value of the Company's stock based on the most probable outcome of the underlying performance metric, as applicable. For more complex performance awards with market-based conditions we employ a Monte Carlo simulation and determine the fair value based on the most probable outcome of the performance metric. Our determination of fair value of share-based items on the date of grant contains assumptions regarding a number of highly complex and subjective variables including, but not limited to: our expected stock price volatility over the term of the award, correlation coefficients, risk-free rate, the expected life of the award, forfeiture rates, and a dividend yield with compensation expense recognized over the requisite service period of the underlying award. Management periodically evaluates these assumptions and updates share-based compensation expense accordingly. Historically, we have not experienced material differences in our estimates and actual results.

Loss Contingencies. We record an estimate for loss contingencies such as a legal proceeding or claims if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. We disclose material loss contingencies if there is at least a reasonable possibility that a loss has been incurred.

Our loss contingency analysis contains uncertainties because it requires management to assess the degree of probability of an unfavorable outcome and to make a reasonable estimate of the amount of potential loss. Historically, we have not experienced material differences between our estimates and actual results.

Income Taxes. We account for income taxes using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between tax and financial reporting. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets are expected to be realized or settled. We record a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized. Significant management judgment is required in developing our provision for income taxes, including the determination of deferred tax assets and liabilities and any valuation allowances that might be required against the deferred tax assets. ASC 740 *Income Taxes* ("ASC 740") clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with GAAP. ASC 740 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return and provides guidance on derecognition, classification, interest and penalties, accounting in the interim periods and disclosure.

The application of tax laws and regulations to calculate our tax liabilities is subject to legal and factual interpretation, judgment, and uncertainty in a multitude of jurisdictions. Tax laws and regulations themselves are subject to change as a result of changes in fiscal policy, changes in legislation, the evolution of regulations, and court rulings. We recognize potential liabilities for anticipated tax audit issues in the United States and other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes and interest will be due. We record an amount as an estimate of probable additional income tax liability at the largest amount that we feel is more likely than not, based upon the technical merits of the position, to be sustained upon audit by the relevant tax authority. We record a valuation allowance against deferred tax assets that we feel are more likely than not to not be realized. Historically, we have not experienced material differences between our estimates and actual results.

OTHER MATTERS

Inflation did not have a material impact on our results of operations during the three-year period ended October 3, 2014.

Quantitative and Qualitative Disclosures About Market Risk

We are subject to overall financial market risks, such as changes in market liquidity, credit quality investment risk, interest rate risk and exchange rate risk as described below.

Investment and Interest Rate Risk

Our exposure to interest rate and general market risks related principally to our investment portfolio and consisting of the following (in millions):

	October 3, 2014
Cash and cash equivalents (time deposits, certificate of deposits and money market funds)	$ 805.8
Available for sale securities (auction rate securities) at carrying value	2.3
Total	$ 808.1

The main objectives of our investment activities are the liquidity and preservation of capital. Our cash equivalent investments have short-term maturity periods which dampen the impact of market or interest rate risk. Credit risk associated with our investments is not material as our money market and deposits are diversified across several financial institutions with high credit ratings which reduces the amount of credit exposure to any one counter party.

Based on our results of operations for the fiscal year ended October 3, 2014, a hypothetical reduction in the interest rates on our cash and cash equivalents to zero would result in an immaterial reduction of interest income with a de minimis impact to income before taxes.

We own $3.2 million of par value auction rate securities which are currently valued at $2.3 million as of October 3, 2014. In the event that the market conditions change in the future and our auction rate security becomes fully and permanently impaired, the impact to income before income taxes would be the par value of the auction rate security of approximately $3.2 million as of October 3, 2014.

Given the low interest rate environment, the objectives of our investment activities, and the relatively low interest income generated from our cash and cash equivalents and other investments, we do not believe that market, investment or interest rate risks pose material exposures to our current business or results of operations.

Exchange Rate Risk

Substantially all sales to customers and arrangements with third-party manufacturers provide for pricing and payment in United States dollars, thereby reducing the impact of foreign exchange rate fluctuations on our results. A small percentage of our international operational expenses are denominated in foreign currencies. Exchange rate volatility could negatively or positively impact those operating costs. For the fiscal years ended October 3, 2014, September 27, 2013 and September 28, 2012, the Company had foreign exchange gains/(losses) of $0.1 million, $(1.1) million and $(0.4) million, respectively. Increases in the value of the United States dollar relative to other currencies could make our products more expensive, which could negatively impact our ability to compete. Conversely, decreases in the value of the United States dollar relative to other currencies could result in our suppliers raising their prices to continue doing business with us. Fluctuations in currency exchange rates could have a greater effect on our business in the future to the extent our expenses increasingly become denominated in foreign currencies.

The Company may enter into foreign currency forward and option contracts with financial institutions to protect against foreign exchange risks associated with certain existing assets and liabilities, certain firmly committed transactions, forecasted future cash flows and net investments in foreign subsidiaries. The Company's practice is to hedge a portion of its material foreign exchange exposures. However, the Company may choose not to hedge certain foreign exchange exposures for a variety of reasons, including but not limited to accounting considerations and the prohibitive economic cost of hedging particular exposures.

Selected Financial Data

You should read the data set forth below in conjunction with *Management's Discussion and Analysis of Financial Condition and Results of Operations*, and our consolidated financial statements and related notes appearing elsewhere in this Annual Report. Our fiscal year ends on the Friday closest to September 30. Fiscal 2014 consisted of 53 weeks and ended on October 3, 2014. The previous four fiscal years each consisted of 52 weeks and ended on September 27, 2013, September 28, 2012, September 30, 2011 and October 1, 2010.

The following table represents the selected financial data (in millions, except per share data):

	Fiscal Years Ended				
Statement of Operations Data:	**October 3, 2014**	**September 27, 2013**	**September 28, 2012**	**September 30, 2011**	**October 1, 2010**
Net revenue	$ 2,291.5	$ 1,792.0	$ 1,568.6	$ 1,418.9	$ 1,071.8
Operating income	$ 565.2	$ 345.1	$ 255.6	$ 295.3	$ 199.7
Operating margin	24.7%	19.3%	16.3%	20.8%	18.6%
Net income	$ 457.7	$ 278.1	$ 202.0	$ 226.6	$ 137.3
Earnings per share:					
Basic	$ 2.44	$ 1.48	$ 1.09	$ 1.24	$ 0.78
Diluted	$ 2.38	$ 1.45	$ 1.05	$ 1.19	$ 0.75

	As of				
Balance Sheet Data:	**October 3, 2014**	**September 27, 2013**	**September 28, 2012**	**September 30, 2011**	**October 1, 2010**
Working capital	$ 1,131.6	$ 893.6	$ 700.6	$ 569.2	$ 585.5
Property, plant and equipment, net	$ 555.9	$ 328.6	$ 279.4	$ 251.4	$ 204.4
Total assets	$ 2,973.8	$ 2,333.1	$ 2,136.6	$ 1,890.4	$ 1,564.1
Stockholders' equity	$ 2,532.4	$ 2,101.1	$ 1,905.5	$ 1,609.1	$ 1,316.6

SKYWORKS SOLUTIONS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share amounts)

	Fiscal Years Ended		
	October 3, 2014	September 27, 2013	September 28, 2012
Net revenue	$ 2,291.5	$ 1,792.0	$ 1,568.6
Cost of goods sold	1,268.8	1,025.4	901.5
Gross profit	1,022.7	766.6	667.1
Operating expenses:			
Research and development	252.2	226.3	212.5
Selling, general and administrative	179.1	159.7	158.4
Amortization of intangibles	25.9	29.1	32.8
Restructuring and other charges	0.3	6.4	7.8
Total operating expenses	457.5	421.5	411.5
Operating income	565.2	345.1	255.6
Other expense, net	—	(0.6)	(0.7)
Income before income taxes	565.2	344.5	254.9
Provision for income taxes	107.5	66.4	52.9
Net income	$ 457.7	$ 278.1	$ 202.0
Earnings per share:			
Basic	$ 2.44	$ 1.48	$ 1.09
Diluted	$ 2.38	$ 1.45	$ 1.05
Weighted average shares:			
Basic	187.2	187.5	185.8
Diluted	192.6	192.2	191.8
Cash dividends declared and paid per share	$ 0.22	$ —	$ —

See accompanying Notes to Consolidated Financial Statements.

SKYWORKS SOLUTIONS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Fiscal Years Ended		
	October 3, 2014	September 27, 2013	September 28, 2012
Net income	$ 457.7	$ 278.1	$ 202.0
Other comprehensive income, net of tax			
Pension adjustments	—	0.7	(0.3)
Foreign currency translation adjustment	(4.0)	—	—
Comprehensive income	$ 453.7	$ 278.8	$ 201.7

See accompanying Notes to Consolidated Financial Statements.

SKYWORKS SOLUTIONS, INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except per share amounts)

	As of	
	October 3, 2014	September 27, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 805.8	$ 511.1
Receivables, net of allowance for doubtful accounts of $0.8 and $0.5, respectively	317.6	292.7
Inventory	270.8	229.5
Other current assets	35.0	40.0
Total current assets	1,429.2	1,073.3
Property, plant and equipment, net	555.9	328.6
Goodwill	851.0	800.5
Intangible assets, net	75.0	64.8
Deferred tax assets, net	50.8	54.1
Other assets	11.9	11.8
Total assets	$ 2,973.8	$ 2,333.1
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 200.6	$ 126.5
Accrued compensation and benefits	70.7	41.2
Other current liabilities	26.3	12.0
Total current liabilities	297.6	179.7
Long-term tax liabilities	41.6	45.9
Other long-term liabilities	102.2	6.4
Total liabilities	441.4	232.0
Commitments and contingencies (Note 11 and Note 12)		
Stockholders' equity:		
Preferred stock, no par value: 25.0 shares authorized, no shares issued	—	—
Common stock, $0.25 par value: 525.0 shares authorized; 214.2 shares issued and 189.2 shares outstanding at October 3, 2014, and 207.5 shares issued and 187.9 shares outstanding at September 27, 2013	47.3	47.0
Additional paid-in capital	2,248.2	2,041.4
Treasury stock, at cost	(553.1)	(365.3)
Retained earnings	794.9	378.9
Accumulated other comprehensive loss	(4.9)	(0.9)
Total stockholders' equity	2,532.4	2,101.1
Total liabilities and stockholders' equity	$ 2,973.8	$ 2,333.1

See accompanying Notes to Consolidated Financial Statements.

SKYWORKS SOLUTIONS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Fiscal Years Ended		
	October 3, 2014	September 27, 2013	September 28, 2012
Cash flows from operating activities:			
Net income	$ 457.7	$ 278.1	$ 202.0
Adjustments to reconcile net income to net cash provided by operating activities:			
Share-based compensation	86.0	71.7	72.2
Depreciation	96.8	74.3	69.5
Amortization of intangible assets	25.9	29.1	33.2
Contribution of common shares to savings and retirement plans	17.1	17.1	16.1
Deferred income taxes	3.3	13.7	12.9
Excess tax benefit from share-based compensation	(40.8)	(10.8)	(6.8)
Change in fair value of contingent consideration	—	—	(5.4)
Other	1.0	0.3	0.5
Changes in assets and liabilities net of acquired balances:			
Receivables, net	(12.4)	4.9	(109.2)
Inventory	(6.1)	3.4	(19.3)
Other current and long-term assets	7.3	(0.2)	(9.5)
Accounts payable	74.2	(14.1)	15.2
Other current and long-term liabilities	62.4	32.2	13.8
Net cash provided by operating activities	772.4	499.7	285.2
Cash flows from investing activities:			
Capital expenditures	(208.6)	(123.8)	(94.1)
Payments for acquisitions, net of cash acquired	(148.5)	—	(229.6)
Sales and maturities of short term investments	—	0.8	20.9
Net cash used in investing activities	(357.1)	(123.0)	(302.8)
Cash flows from financing activities:			
Retirement of debt and line of credit	—	—	(48.1)
Payment of contingent consideration	—	(1.1)	(52.9)
Excess tax benefit from share-based compensation	40.8	10.8	6.8
Repurchase of common stock—payroll tax withholdings on equity awards	(22.1)	(18.6)	(18.6)
Repurchase of common stock—share repurchase program	(165.7)	(184.9)	(12.4)
Dividends paid	(41.4)	—	—
Net proceeds from exercise of stock options	67.8	21.1	39.1
Net cash used in financing activities	(120.6)	(172.7)	(86.1)
Net increase (decrease) in cash and cash equivalents	294.7	204.0	(103.7)
Cash and cash equivalents at beginning of period	511.1	307.1	410.8
Cash and cash equivalents at end of period	$ 805.8	$ 511.1	$ 307.1
Supplemental cash flow disclosures:			
Income taxes paid	$ 63.2	$ 26.2	$ 19.8
Interest paid	$ —	$ —	$ 0.2

See accompanying Notes to Consolidated Financial Statements.

SKYWORKS SOLUTIONS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In millions)

	Shares of common stock	Par value of common stock	Shares of treasury stock	Value of treasury stock	Additional paid-in capital	Retained earnings (accumulated deficit)	Accumulated other comprehensive loss	Total stockholders' equity
Balance at September 30, 2011	186.4	$ 46.6	9.0	$ (130.8)	$ 1,796.0	$ (101.2)	$ (1.3)	$ 1,609.3
Net income	—	—	—	—	—	202.0	—	202.0
Exercise and settlement of share based awards and related tax benefit, net of shares withheld for taxes	6.7	1.7	0.8	(18.6)	73.4	—	—	56.5
Share-based compensation expense	—	—	—	—	71.9	—	—	71.9
Reacquisition of equity components of convertible notes	—	—	—	—	(21.5)	—	—	(21.5)
Share repurchase program	(0.8)	(0.2)	0.8	(12.4)	0.2	—	—	(12.4)
Other comprehensive loss	—	—	—	—	—	—	(0.3)	(0.3)
Balance at September 28, 2012	192.3	$ 48.1	10.6	$ (161.8)	$ 1,920.0	$ 100.8	$ (1.6)	$ 1,905.5
Net income	—	—	—	—	—	278.1	—	278.1
Exercise and settlement of share based awards and related tax benefit, net of shares withheld for taxes	3.7	0.9	0.9	(18.6)	48.8	—	—	31.1
Share-based compensation expense	—	—	—	—	70.6	—	—	70.6
Share repurchase program	(8.1)	(2.0)	8.1	(184.9)	2.0	—	—	(184.9)
Other comprehensive loss	—	—	—	—	—	—	0.7	0.7
Balance at September 27, 2013	187.9	$ 47.0	19.6	$ (365.3)	$ 2,041.4	$ 378.9	$ (0.9)	$ 2,101.1
Net income	—	—	—	—	—	457.7	—	457.7
Exercise and settlement of share based awards and related tax benefit, net of shares withheld for taxes	5.8	1.4	0.9	(22.1)	129.9	—	—	109.2
Share-based compensation expense	—	—	—	—	75.8	—	—	75.8
Share repurchase program	(4.5)	(1.1)	4.5	(165.7)	1.1	—	—	(165.7)
Dividends declared	—	—	—	—	—	(41.7)	—	(41.7)
Other comprehensive income	—	—	—	—	—	—	(4.0)	(4.0)
Balance at October 3, 2014	189.2	$ 47.3	25.0	$ (553.1)	$ 2,248.2	$ 794.9	$ (4.9)	$ 2,532.4

See accompanying Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Skyworks Solutions, Inc., together with its consolidated subsidiaries, ("Skyworks" or the "Company") is an innovator of high performance analog and mixed signal semiconductors linking people, places and things across a rapidly expanding number of new and previously unimagined applications including automotive, broadband, wireless infrastructure, energy management, GPS, industrial, medical, military, networking, smartphones and tablets. Our portfolio consists of amplifiers, attenuators, battery chargers, circulators, DC/DC converters, demodulators, detectors, diodes, directional couplers, filters, front-end modules, hybrids, infrastructure radio frequency, or RF, subsystems, isolators, LED drivers, mixers, modulators, optocouplers, optoisolators, phase shifters, PLLs/synthesizers/VCOs, power dividers/combiners, power management devices, receivers, switches, technical ceramics and voltage regulators.

The Company has evaluated subsequent events through the date of issuance of the audited consolidated financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION

All Skyworks subsidiaries are included in the Company's consolidated financial statements and all intercompany balances are eliminated in consolidation.

FISCAL YEAR

The Company's fiscal year ends on the Friday closest to September 30. Fiscal year 2014 consisted of 53 weeks and ended on October 3, 2014. Fiscal years 2013 and 2012 each consisted of 52 weeks and ended on September 27, 2013 and September 28, 2012, respectively.

USE OF ESTIMATES

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that affect the amounts of assets, liabilities, revenue, expenses, comprehensive income and accumulated other comprehensive loss during the reporting period. The Company evaluates its estimates on an ongoing basis using historical experience and other factors, including the current economic environment. Significant judgment is required in determining the reserves for and fair value of items such as inventory, income taxes, share-based compensation, loss contingencies, bad debt allowance, intangible assets associated with business combinations and overall fair value assessments of assets and liabilities particularly those classified as Level 2 or Level 3 in the fair value hierarchy. In addition, significant judgment is required in determining whether a potential indicator of impairment of long-lived assets exists and in estimating future cash flows for any necessary impairment testing. Actual results could differ significantly from these estimates.

REVENUE RECOGNITION

Revenue from product sales is recognized when there is persuasive evidence of an arrangement, the price to the buyer is fixed and determinable, delivery and transfer of title have occurred in accordance with the shipping terms specified in the arrangement with the customer and collectability is reasonable assured. Revenue from license fees and intellectual property is recognized when due and payable, and all other criteria of the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 605 *Revenue Recognition,* have been met. The Company ships product on consignment to certain customers and only recognizes revenue when the customer notifies the Company that the inventory has been consumed. Revenue recognition is deferred in all instances where the earnings process is incomplete. Certain product sales are made to electronic component distributors under agreements allowing for price protection and/or a right of return (stock rotation) on unsold products. Reserves for sales returns and allowances are recorded based on historical experience or pursuant to contractual arrangements necessitating revenue reserves.

CASH AND CASH EQUIVALENTS

The Company invests excess cash in time deposits, certificate of deposits and money market funds which primarily consist of United States treasury obligations, United States agency obligations, and repurchase agreements collateralized by United States government and agency obligations. The Company considers highly liquid investments with original maturities of 90 days or less when purchased as cash equivalents.

ALLOWANCE FOR DOUBTFUL ACCOUNTS

The Company maintains general allowances for doubtful accounts related to potential losses that could arise due to customers' inability to make required payments. These reserves require management to apply judgment in deriving these estimates. In addition, the Company performs ongoing credit evaluations of its customers' financial condition and if it becomes aware of any specific receivables which may be uncollectable, they perform additional analysis including, but not limited to factors such as a customer's credit worthiness, intent and ability to pay, overall financial position and reserves are recorded if deemed necessary. If the data the Company uses to calculate the allowance for doubtful accounts does not reflect the future ability to collect outstanding receivables, additional provisions for doubtful accounts may be needed and results of operations could be materially affected.

INVESTMENTS

The Company accounts for its investment in marketable securities in accordance with ASC 320-*Investments-Debt and Equity Securities*, and classifies them as "available for sale". Available for sale securities are carried at fair value with unrealized holding gains or losses recorded in other comprehensive income. Gains or losses are included in earnings in the period in which they are realized.

DERIVATIVES

The Company utilizes derivative financial instruments to manage market risks associated with fluctuations in foreign currency exchange rates on specific transactions that occur in the normal course of business. The criteria the Company uses for designating an instrument as a hedge is the instrument's effectiveness in risk reduction. To receive hedge accounting treatment, hedges must be highly effective at offsetting the impact of the hedge transaction. All derivatives, whether designated as hedging relationships or not, are recorded at fair value and are included as either an asset or liability on the balance sheet.

The Company uses a combination of option contracts to offset the foreign currency impact of certain transactions. The terms of these derivatives typically match the timing of the underlying transaction with the initial fair value, if any, and subsequent gains or losses on the change in fair value being reported in earnings within the same income statement line as the impact of the foreign currency transaction due to changes in the currency value.

FAIR VALUE

ASC 820 *Fair Value Measurement and Disclosures*, defines fair value as the exchange price that would be received for and asset or paid to transfer a liability (an exit price) in the principle or most advantageous market in an orderly transaction between market participants at the measurement date. Applicable accounting guidance provides a hierarchy for inputs used in measuring fair value that prioritize the use of observable inputs over the use of unobservable inputs, when such observable inputs are available. The three levels of inputs that may be used to measure fair value are as follows:

- Level 1—Quoted prices in active markets for identical assets or liabilities.

- Level 2—Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets with insufficient volume or infrequent transactions (less active markets), or model-driven valuations in which all significant inputs are observable or can be derived principally from, or corroborated with, observable market data.

- Level 3—Fair value is derived from valuation techniques in which one or more significant inputs are unobservable, including assumptions and judgments made by the Company.

It's the Company's policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements. When available, the Company uses quoted market prices to measure fair value. If market prices are not available, the Company is required to make judgments about assumptions market participants would use to estimate the fair value of a financial instrument.

The Company measures certain assets and liabilities at fair value on a recurring basis and recognizes transfers within the fair value hierarchy at the end of the fiscal quarter in which the change in circumstances that caused the transfer occurred.

The carrying value of cash and cash equivalents, accounts receivable, other current assets, accounts payable and accrued liabilities approximates fair value due to short-term maturities of these assets and liabilities.

INVENTORY

Inventory is stated at the lower of cost or market on a first-in, first-out basis.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are carried at cost less accumulated depreciation with significant renewals and betterments being capitalized and retired equipment written off in the respective periods. Maintenance and repairs are expensed as incurred.

Depreciation is calculated using the straight-line method. Estimated useful lives used for depreciation purposes range from five to thirty years for buildings and improvements and three to ten years for machinery and equipment. Leasehold improvements are depreciated over the lesser of the economic life or the life of the associated lease.

VALUATION OF LONG-LIVED ASSETS

Definite lived intangible assets are carried at cost less accumulated amortization. Amortization is calculated on a straight-line basis over the estimated useful lives of the assets. Carrying values for long-lived assets and definite lived intangible assets, which exclude goodwill, are reviewed for possible impairment as circumstances warrant. Factors considered important that could result in an impairment review include significant underperformance relative to expected, historical or projected future operating results, significant changes in the manner of use of assets or the Company's business strategy, or significant negative industry or economic trends. In addition, impairment reviews are conducted at the judgment of management whenever asset/asset group values are deemed to be unrecoverable relative to future undiscounted cash flows expected to be generated by that particular asset/asset group. The determination of recoverability is based on an estimate of undiscounted cash flows expected to result from the use of an asset/asset group and its eventual disposition. Such estimates require management to exercise judgment and make assumptions regarding factors such as future revenue streams, operating expenditures, cost allocation and asset utilization levels, all of which collectively impact future operating performance. The Company's estimates of undiscounted cash flows may differ from actual cash flows due to, among other things, technological changes, economic conditions, changes to its business model or changes in its operating performance. If the sum of the undiscounted cash flows (excluding interest) is less than the carrying value of an asset/asset group, the Company would recognize an impairment loss, measured as the amount by which the carrying value exceeds the fair value of the asset or asset group.

GOODWILL AND INDEFINITE INTANGIBLE ASSETS

Goodwill and intangible assets with indefinite useful lives are not amortized but are tested at least annually for impairment in accordance with the provisions of ASC 350 *Intangibles-Goodwill and Other* ("ASC 350") or more frequently if indicators of impairment exist. Intangible assets with indefinite useful lives comprise an insignificant portion of the total book value of the Company's intangible assets. The Company assesses its conclusion regarding reporting units in conjunction with the annual goodwill impairment test, and has determined that it has one reporting unit for the purposes of allocating and testing goodwill under ASC 350.

The goodwill impairment test is a two-step process. The first step of the Company's impairment analysis compares its fair value to its net book value to determine if there is an indicator of impairment. To determine fair value, ASC 350 allows for the use of several valuation methodologies, although it states that quoted market prices are the best evidence of fair value and shall be used as the basis for measuring fair value where available. In the Company's calculation of fair value, it considers the closing price of its common stock on the selected testing date, the number of shares of its common stock outstanding and other marketplace activity such as a related control premium. If the calculated fair value is determined to be less than the book value of the Company, then the Company performs step two of the impairment analysis. Step two of the analysis compares the implied fair value of the Company's goodwill to its book value. If the book value of the Company's goodwill exceeds its implied fair value, an impairment loss is recognized equal to that excess. In step two of the Company's annual impairment analysis, if such a step is required, the Company primarily uses the income approach methodology of valuation, which includes the discounted cash flow method as well as other generally accepted valuation methodologies, to determine the implied fair value of the Company's goodwill. Significant management judgment is required in preparing the forecasts of future operating results that are used in the discounted cash flow method of valuation. Should step two of the impairment test be required, the estimates management would use would be consistent with the plans and estimates that the Company uses to manage its business. In addition to testing goodwill for impairment on an annual basis, factors such as unexpected adverse business conditions, deterioration of the economic climate, unanticipated technological changes, adverse changes in the competitive environment, loss of key personnel and acts by governments and courts, are considered by management and may signal that the Company's intangible assets including goodwill have possibly become impaired and result in additional interim impairment testing.

In fiscal 2014, the Company performed an impairment test of its goodwill as of the first day of the fourth fiscal quarter in accordance with the Company's regularly scheduled annual testing. The results of this test indicated that the Company's goodwill was not impaired based on step one of the test; accordingly step two of the test was not performed.

BUSINESS COMBINATIONS

The Company uses the acquisition method of accounting for business combinations in accordance with ASC 805 *Business Combinations*, and recognizes assets acquired and liabilities assumed at their fair values on the date acquired. Goodwill represents the excess of the purchase price over the fair value of the net assets. The fair values of the assets and liabilities acquired are determined based upon the Company's valuation using a combination of market, income or cost approaches. The valuation involves making significant estimates and assumptions which are based on detailed financial models including the projection of future cash flows, the weighted average cost of capital and any cost savings that are expected to be derived in the future.

SHARE-BASED COMPENSATION

The Company applies ASC 718 *Compensation-Stock Compensation* ("ASC 718") which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including non-qualified employee stock options, share awards and units, employee stock purchase plan and other special share-based awards based on estimated fair values.

The fair value of share-based payment awards is amortized over the requisite service period, which is defined as the period during which an employee is required to provide service in exchange for an award. The Company uses a straight-line attribution method for all grants that include only a service condition. Awards with both performance and service conditions are expensed over the service period for each separately vesting tranche.

Share-based compensation expense recognized during the period is based on the value of the portion of share-based payment awards that is ultimately expected to vest during the period. Share-based compensation expense recognized in the Consolidated Statement of Operations for the fiscal year ended October 3, 2014 includes actual expense on vested awards and expense associated with unvested awards, and has been reduced for estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The Company reviews actual forfeitures at least annually.

The Company determines the fair value of share-based option awards based on the Company's closing stock price on the date of grant using a Black-Scholes options pricing model. Under the Black-Scholes model, a number of highly complex and subjective variables are used including, but not limited to: the expected stock price volatility over the term of the award, the risk-free rate, the expected life of the award and dividend yield. The determination of fair value of restricted and certain performance share awards and units is based on the value of the Company's stock on the date of grant with performance awards and units adjusted for the actual outcome of the underlying performance condition.

For more complex performance awards and units with market-based performance conditions we employ a Monte Carlo simulation valuation method to calculate the fair value of the awards based on the most likely outcome. Under the Monte Carlo simulation, a number of highly complex and subjective variables are used including, but not limited to: the expected stock price volatility over the term of the award, a correlation coefficient, the risk-free rate, the expected life of the award, and dividend yield.

RESEARCH AND DEVELOPMENT COSTS

Research and development costs are expensed as incurred.

LOSS CONTINGENCIES

The Company records its best estimates of a loss contingency when it is considered probable and the amount can be reasonably estimated. When a range of loss can be reasonably estimated with no best estimate in the range, the Company records the minimum estimated liability related to the claim. As additional information becomes available, the Company assesses the potential liability related to the Company's pending loss contingency and revises its estimates. The Company discloses contingencies if there is at least a reasonable possibility that a loss or an additional loss may have been incurred. The Company's legal costs are expensed as incurred.

FOREIGN CURRENCIES

The Company's primary functional currency is the United States dollar. Gains and losses related to foreign currency transactions, conversion of foreign denominated cash balances and translation of foreign currency financial statements are included in current results. For certain foreign entities that utilize local currencies as their functional currency, the resulting unrealized translation gains and losses are reported as cumulative translation adjustment through other comprehensive income (loss) for each period.

INCOME TAXES

The Company uses the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. This method also requires the recognition of future tax benefits such as net operating loss carry forwards, to the extent that realization of such benefits is more likely than not. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The carrying value of the Company's net deferred tax assets assumes the Company will be able to generate sufficient future taxable income in certain tax jurisdictions, based on estimates and assumptions. If these estimates and related assumptions change in the future, the Company may be required to record additional valuation allowances against its deferred tax assets resulting in additional income tax expense in its consolidated statement of operations. Management evaluates the realizability of the deferred tax assets and assesses the adequacy of the valuation allowance quarterly. Likewise, in the event the Company were to determine that it would be able to realize its deferred tax assets in the future in excess of their net recorded amount, an adjustment to the deferred tax assets would increase income or decrease the carrying value of goodwill in the period such determination was made.

The determination of recording or releasing tax valuation allowances is made, in part, pursuant to an assessment performed by management regarding the likelihood that the Company will generate future taxable income against which benefits of its deferred tax assets may or may not be realized. This assessment requires management to exercise significant judgment and make estimates with respect to its ability to generate revenues, gross profits, operating income and taxable income in future periods. Amongst other factors, management must make assumptions regarding overall business and semiconductor industry conditions, operating efficiencies, the Company's ability to develop products to its customers' specifications, technological change, the competitive environment and changes in regulatory requirements which may impact its ability to generate taxable income and, in turn, realize the value of its deferred tax assets.

The calculation of the Company's tax liabilities includes addressing uncertainties in the application of complex tax regulations and is based on the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return.

The Company recognizes liabilities for anticipated tax audit issues in the United States and other tax jurisdictions based on its recognition threshold and measurement attribute of whether it is more likely than not that the positions the Company has taken in tax filings will be sustained upon tax audit, and the extent to which, additional taxes would be due. If payment of these amounts ultimately proves to be unnecessary, the reversal of the liabilities would result in tax benefits being recognized in the period in which it is determined the liabilities are no longer necessary. If the estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to expense would result. The Company recognizes any interest or penalties, if incurred, on any unrecognized tax benefits as a component of income tax expense.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers*, which supersedes most of the current revenue recognition requirements. The core principle of the new guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for these goods or services. New disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers are also required. This guidance is effective for the Company in the first quarter of fiscal year 2018 and early application is not permitted. Entities must adopt the new guidance using one of two retrospective application methods. The Company is currently evaluating the standard but does not expect it to have a material impact on our financial position, results of operations or cash flows.

3. BUSINESS COMBINATIONS

On July 7, 2014, the Company entered into a stock purchase agreement (the "Agreement") with Panasonic Corporation, through its Automotive & Industrial Systems Company ("Panasonic"), Skyworks Panasonic Filter Solutions Japan Co., Ltd. ("FilterCo"), Skyworks Panasonic Filter Solutions Singapore Pte. Ltd., a wholly owned subsidiary of FilterCo ("FilterSub"), Skyworks Luxembourg S.a.r.l., and Panasonic Asia Pacific Pte. Ltd. providing for the formation of a joint venture with respect to the design, manufacture and sale of Panasonic's surface acoustic wave ("SAW") and temperature-compensated ("TC") SAW filter products. On August 1, 2014, pursuant to the terms contemplated by the Agreement, Panasonic completed its contribution to FilterCo and its wholly owned subsidiary, FilterSub, certain assets, properties, employees and rights related to its SAW and TC SAW filter business. Also on

August 1, 2014 the Company completed its acquisition of a 66% controlling interest in FilterCo for $148.5 million in cash, subject to certain working capital adjustments. The working capital adjustment has been estimated and is included in the purchase price and recorded in other current liabilities on the balance sheet. Following the two-year anniversary of the closing of this acquisition, the Company will have the right to acquire from Panasonic, and Panasonic will have the right to sell to the Company, the remaining 34% interest in FilterCo for $76.5 million, subject to certain potential foreign exchange fluctuation adjustments as described in the Agreement (collectively the "purchase options").

Overall demand for SAW and TC SAW filters is increasing as technology enhancements and product architectures become more complex to support the overall evolution of wireless technology and the increasing number of frequency bands that are utilized in end consumer products. The acquisition assists the Company in securing a dedicated supply of SAW and TC SAW filters in addition to allowing for integrating filters into the design and production of the Company's products.

The purchase options allow the Company to acquire the remaining 34% interest in FilterCo from Panasonic for a fixed price of $76.5 million on or after the second anniversary of the acquisition and permit Panasonic to sell its remaining 34% interest to the Company under the same terms. These options are non-transferable and terminate if the Company exercises its option to purchase, or Panasonic exercises its option to sell, the non-controlling interest. Accordingly, the Company concluded that the purchase options are embedded in the non-controlling interest because they are not legally detachable from the non-controlling interest nor are they separately exercisable because the non-controlling interest terminates upon exercising of the options.

In accordance with ASC 480 *Distinguishing Liabilities from Equity*, the Company will account for the purchase option and non-controlling interest on a combined basis because it reflects the economic substance of the transaction and the Company retains the risks and rewards of owning FilterCo over the option period. Accordingly, the purchase option is considered to be seller financing of the remaining 34% of FilterCo and as a result, will be recorded as a liability for the future purchase of the remaining interest. The Company will not recognize a non-controlling interest in the consolidated financial statements. The $76.5 million settlement amount of this liability was measured at its present value in the determination of purchase price for this acquisition. The difference between the present value and settlement amount will be accreted to earnings ratably over the option period. As of October 3, 2014, the present value of this liability was $74.0 million and included in other long-term liabilities on the balance sheet.

Although the settlement amount of the purchase option is fixed, it contains a foreign exchange adjustment ("foreign exchange collar"). In the event the exchange rate between the United States dollar and the Japanese yen fluctuates outside of a predetermined range as defined in the Agreement upon exercising of the options the total amount the Company owes to Panasonic can change. This feature was intended for the parties to share in foreign exchange exposure outside of this range and does not impact the fair value of the remaining interest in FilterCo. As of the date of the acquisition the fair value of the foreign exchange collar was immaterial and was excluded from the determination of purchase price and accounted for separately from the acquisition (see Note 4 Fair Value in these Notes to the Consolidated Financial Statements for further information). As of October 3, 2014, the exchange rate between the United States dollar and Japanese yen was within the foreign exchange collar.

The Company reviewed ASC 810 *Consolidations*, and concluded that FilterCo does not meet the definition of a variable interest entity. The Company controls FilterCo through its voting rights and absorbs all of FilterCo's expected losses or residual returns. Panasonic does not share in the risks and rewards of FilterCo. Accordingly, the Company consolidated 100% of FilterCo's activity and eliminated all intercompany transactions and will not recognize a non-controlling interest.

The allocation of the purchase price to the assets and liabilities recognized in the Company's acquisition of FilterCo was not finalized at the time of filing this Annual Report. The preliminary allocation of the purchase price reflected in the accompanying financial statements is based upon estimates and assumptions which are subject to change within the measurement period (up to one year from the acquisition date as prescribed in the ASC 805 *Business Combinations)*. The preliminary allocation of the purchase price is based on the estimated fair values of the assets acquired and liabilities assumed by major class related to the FilterCo acquisition and are reflected, as of the acquisition date, in the accompanying financial statements as follows (in millions):

Estimated fair value of assets acquired		**As of August 1, 2014**
Accounts receivable	$	12.2
Inventory		35.5
Property, plant and equipment		121.2
Developed technology		36.2
Goodwill		50.5
Liabilities assumed		(22.4)
Estimated fair value of net assets acquired	$	233.2

The preliminary amount of the FilterCo purchase price allocated to goodwill of $50.5 million represents the expected synergies from cost reductions and manufacturing efficiencies. The Company expects that substantially all of the goodwill recognized in this transaction will not be deductible for tax purposes.

The Company considers FilterCo's patented and unpatented technologies, manufacturing know-how and trade secrets to be closely related and as a result have combined these into one identifiable intangible asset as of the acquisition date. The fair value of the developed technology asset was preliminarily valued at $36.2 million and will be amortized on a straight-line basis over its estimated useful life of three years as of August 1, 2014. The estimated fair value of the intangible asset acquired was primarily determined using a relief from royalty method based on significant inputs that were not observed. The Company considers the fair value of each of the acquired intangible assets to be Level 3 assets due to the significant estimates and assumptions used by management in establishing the estimated fair values. See Note 4, Fair Value, in these Notes to the Consolidated Financial Statements for the definition of Level 3 assets.

The assumed liabilities of FilterCo include an estimate for a net pension obligation that had not yet transferred to the Company as of October 3, 2014. FilterCo employees located in Japan were covered under a pension plan provided by Panasonic. In the Company's second quarter of fiscal 2015, these employees will cease their employment with Panasonic and will become FilterCo employees. Employee benefits offered under the Panasonic pension will not change and as a result, the employee transfer will include a pro-rata share of pension assets and obligations that are entitled to all transferred employees. The Company preliminarily estimates this obligation of $6.4 million as of October 3, 2014 and upon the completion of the employee and pension related assets and obligation transfer, the Company will compute its fair value assessment of the pension assets and obligations in accordance with ASC 715 *Compensation – Retirement Benefits*. Any adjustment related to this fair value calculation to benefits that existed as of the acquisition date will be treated as a measurement period adjustment.

Net revenue and net income for FilterCo have been included in the Consolidated Statements of Operations from the acquisition date through the end of the fiscal year on October 3, 2014 and the impact of FilterCo's ongoing operations on the Company's net revenue and net income were immaterial. The Company recognized transaction related costs associated with this acquisition of approximately $3.4 million during the fiscal year ended October 3, 2014 which were included within the sales, administrative and general expense line item on the statement of operations.

The unaudited pro forma financial results for the fiscal years ended October 3, 2014 and September 27, 2013 combine the unaudited historical results of Skyworks with the unaudited historical results of FilterCo for the fiscal years ended October 3, 2014 and September 27, 2013, respectively. The results include the effects of unaudited pro forma adjustments as if FilterCo was acquired at the beginning of the prior fiscal year, September 29, 2012. The unaudited pro forma results presented include amortization charges for acquired intangible assets, adjustments for increases in the fair value of acquired inventory, other charges and related tax effects. The pro forma financial results presented below do not include any anticipated synergies or other expected benefits of the acquisition. These unaudited results are presented for informational purposes only and are not necessarily indicative of future operations (in millions, except per share amounts):

	Fiscal Years-Ended	
	October 3, 2014	September 27, 2013
Revenue	$ 2,324.9	$ 1,819.6
Net income	$ 451.7	$ 256.4
Diluted earnings per common share	$ 2.35	$ 1.33

4. FAIR VALUE

The Company groups its financial assets and liabilities measured at fair value on a recurring basis in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets with insufficient volume or infrequent transactions (less active markets), or model-driven valuations in which all significant inputs are observable or can be derived principally from, or corroborated with, observable market data.
- Level 3 – Fair value is derived from valuation techniques in which one or more significant inputs are unobservable, including assumptions and judgments made by the Company.

Assets and Liabilities Measured and Recorded at Fair Value on a Recurring Basis

The Company measures certain assets and liabilities at fair value on a recurring basis such as our financial instruments and derivatives. There have been no transfers between Level 1, 2 or 3 assets or liabilities during the fiscal year ended October 3, 2014.

As of October 3, 2014, the Company's Level 3 assets included an auction rate security which is classified as available for sale and recorded in other long-term assets and is scheduled to mature in 2017. Due to the illiquid market for this security the Company has classified the carrying value as a Level 3 asset with the difference between the par and carrying value being categorized as a temporary loss and recorded in accumulated other comprehensive loss. There were no changes to the value of the auction rate security categorized as a Level 3 asset during the fiscal year ended October 3, 2014.

As of October 3, 2014, the Company purchased a currency call option and sold a currency put option to primarily match the underlying strike prices and timing of the foreign exchange collar detailed in Note 3, Business Combinations, in these Notes to the Consolidated Financial Statements. These net currency options are intended to hedge the potential cash exposure related to fluctuations in the exchange rate between the United States dollar and Japanese yen. The Company nets the fair value of the foreign currency option with the fair value of the foreign exchange collar and records the change in earnings each period. The Company measures the fair value of these derivatives using prices and assumptions such as yield curves and option volatilities. As of October 3, 2014, these derivatives have been classified as Level 3 assets and the net change in fair value had a de minimis impact to the consolidated results.

The Company classified its future purchase obligation related to the remainder of the outstanding interest in FilterCo from Panasonic as a Level 3 liability. The Company calculated the present value of this obligation in its determination of goodwill using unobservable inputs and management judgment. The difference between the calculated present value and the fixed settlement amount is being accreted to earnings ratable over the remaining purchase option period. See Note 3, Business Combinations in these Notes to the Consolidated Financial Statements for further detail.

As of October 3, 2014, assets and liabilities recorded at fair value on a recurring basis consisted of the following (in millions):

		Fair Value Measurements		
	Total	**Quoted prices in active markets for identical assets (Level 1)**	**Significant other observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**
Assets				
Money market funds	$ 444.5	$ 444.5	$ —	$ —
Auction rate security	2.3	—	—	2.3
Foreign currency derivative assets	0.7	—	—	0.7
Total	$ 447.5	$ 444.5	$ —	$ 3.0
Liabilities				
Purchase obligation recorded for business combinations	$ 74.0	$ —	$ —	$ 74.0
Foreign currency derivative liabilities	0.7	—	—	0.7
Total	$ 74.7	$ —	$ —	$ 74.7

Assets Measured and Recorded at Fair Value on a Nonrecurring Basis

The Company's non-financial assets and liabilities, such as goodwill, intangible assets, and other long-lived assets resulting from business combinations are measured at fair value using valuation methodologies at the date of acquisition and subsequently re-measured if there are indicators of impairment. There were no indicators of impairment identified during the fiscal year ended October 3, 2014.

5. INVENTORY

Inventory consists of the following (in millions):

	As of October 3, 2014	As of September 27, 2013
Raw materials	$ 45.4	$ 25.2
Work-in-process	145.9	128.3
Finished goods	71.3	65.0
Finished goods held on consignment by customers	8.2	11.0
Total inventories	$ 270.8	$ 229.5

6. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following (in millions):

	As of October 3, 2014	As of September 27, 2013
Land and improvements	$ 11.6	$ 12.2
Buildings and improvements	90.7	60.3
Furniture and fixtures	26.9	23.4
Machinery and equipment	952.9	668.1
Construction in progress	95.0	95.3
Total property, plant and equipment, gross	1,177.1	859.3
Accumulated depreciation and amortization	(621.2)	(530.7)
Total property, plant and equipment, net	$ 555.9	$ 328.6

7. GOODWILL AND INTANGIBLE ASSETS

The Company's goodwill balance increased as of October 3, 2014 due to the acquisition of FilterCo, as discussed in *Note 3*, Business Combinations, in these Notes to the Consolidated Financial Statements. The Company tests its goodwill and non-amortizing trademarks for impairment annually as of the first day of its fourth fiscal quarter and in interim periods if certain events occur indicating the carrying value of goodwill or non-amortizing trademarks may be impaired. There were no indicators of impairment noted during the fiscal year ended October 3, 2014.

Intangible assets consist of the following (in millions):

	Weighted average amortization period remaining (years)	As of October 3, 2014			As of September 27, 2013		
		Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
Customer relationships	2.0	$ 57.2	$ (39.4)	$ 17.8	$ 78.7	$ (49.3)	$ 29.4
Developed technology and other	2.5	96.2	(40.6)	55.6	88.9	(55.3)	33.6
IPR&D	0	6.1	(6.1)	—	6.1	(5.9)	0.2
Trademarks	Indefinite	1.6	—	1.6	1.6	—	1.6
Total intangible assets		$ 161.1	$ (86.1)	$ 75.0	$ 175.3	$ (110.5)	$ 64.8

The net carrying amount of intangible assets increased for the fiscal year ended October 3, 2014 due to the identifiable intangible assets from the acquisition of FilterCo as discussed in *Note 3*, Business Combinations, in these Notes to the Consolidated Financial Statements. The increase in intangible assets was offset by the write-down of the gross carrying amount and associated accumulated amortization of fully amortized intangible assets that no longer provide a specific benefit to the Company. This write-down of gross intangible assets did not impact the net carrying amount of intangible assets as of October 3, 2014.

Annual amortization expense for the next five years related to intangible assets is expected to be as follows (in millions):

	2015	2016	2017	2018	2019	Thereafter
Amortization expense	$ 33.1	$ 28.3	$ 12.0	$ —	$ —	$ —

8. INCOME TAXES

Income before income taxes consists of the following components (in millions):

	Fiscal Years Ended		
	October 3, 2014	September 27, 2013	September 28, 2012
United States	$ 346.8	$ 164.8	$ 113.1
Foreign	218.4	179.7	141.8
Income before income taxes	$ 565.2	$ 344.5	$ 254.9

The provision for income taxes consists of the following (in millions):

	Fiscal Years Ended		
	October 3, 2014	September 27, 2013	September 28, 2012
Current tax expense (benefit):			
Federal	$ 88.2	$ 38.0	$ 32.4
State	(0.5)	0.1	(1.7)
Foreign	13.5	14.8	8.6
	101.2	52.9	39.3
Deferred tax expense (benefit):			
Federal	12.3	14.4	13.0
State	(4.6)	(4.9)	(3.7)
Foreign	(11.2)	(0.1)	0.4
	(3.5)	9.4	9.7
Change in valuation allowance	9.8	4.1	3.9
Provision for income taxes	$ 107.5	$ 66.4	$ 52.9

The actual income tax expense is different than that which would have been computed by applying the federal statutory tax rate to income before income taxes. A reconciliation of income tax expense as computed at the United States Federal statutory income tax rate to the provision for income tax expense follows (in millions):

	Fiscal Years Ended		
	October 3, 2014	September 27, 2013	September 28, 2012
Tax expense at United States statutory rate	$ 197.8	$ 120.6	$ 89.2
Foreign tax rate difference	(77.3)	(49.8)	(44.7)
Deemed dividend from foreign subsidiary	—	—	2.4
Research and development credits	(2.8)	(16.3)	(1.7)
Change in tax reserve	11.0	11.7	10.4
Change in valuation allowance	9.8	4.1	3.9
Domestic production activities deduction	(10.9)	(5.0)	(3.9)
Audit settlements and adjustments	(19.7)	1.9	—
Other, net	(0.4)	(0.8)	(2.7)
Provision for income taxes	$ 107.5	$ 66.4	$ 52.9

The Company operates in foreign jurisdictions with income tax rates lower than the United States tax rate of 35%. The Company's tax benefits related to foreign earnings taxed at a rate less than the United States federal rate were $77.3 million and $49.8 million for the fiscal years ended October 3, 2014 and September 27, 2013, respectively.

During the fourth quarter of fiscal 2014, the Company concluded an Internal Revenue Service ("IRS") examination of its federal income tax return for fiscal year 2011. As a result of the conclusion of the IRS examination, the Company agreed to various adjustments to its fiscal 2011 tax return which resulted in the recognition of additional tax expense of $0.7 million and $1.9 million for fiscal years 2014 and 2013, respectively. In addition, the conclusion of the IRS examination also resulted in a decrease in our uncertain tax positions of $20.9 million in fiscal 2014, of which $20.4 million was recognized as a benefit to tax expense.

The federal tax credit available under the Internal Revenue Code for research and development expenses expired on December 31, 2013. As of October 3, 2014, the United States Congress had not taken action to extend the Research and Experimentation Tax Credit. Accordingly, the income tax provision for the year ended October 3, 2014, does not reflect the impact of any research and development tax credits that would have been earned after December 31, 2013, had the federal tax credit not expired.

In December 2013, Mexico enacted a comprehensive tax reform package, which became effective on January 1, 2014. As a result of this change, the Company adjusted its deferred taxes in that jurisdiction, resulting in the recognition of a tax benefit that reduced the Company's foreign income tax expense by $4.6 million for year ended October 3, 2014.

On October 2, 2010, the Company expanded its presence in Asia by launching operations in Singapore. The Company operates under a tax holiday in Singapore, which is effective through September 30, 2020. The tax holiday is conditional upon the Company's compliance with certain employment and investment thresholds in Singapore. The impact of the tax holiday decreased Singapore's taxes by $12.6 million and $10.0 million for the fiscal years ended October 3, 2014 and September 27, 2013, respectively. This resulted in tax benefits of $0.07 and $0.05 of diluted earnings per share for the fiscal years ended October 3, 2014 and September 27, 2013, respectively.

As a result of the enactment of the Tax Relief Act of 2012, which retroactively reinstated and extended the research and development tax credit, $7.0 million of federal research and development tax credits which were earned in fiscal 2012 reduced our tax rate during the fiscal year ended September 27, 2013.

Deferred income tax assets and liabilities consist of the tax effects of temporary differences related to the following (in millions):

	Fiscal Years Ended	
	October 3, 2014	September 27, 2013
Deferred Tax Assets:		
Current:		
Inventory	$ 5.3	$ 3.7
Bad debts	0.2	0.2
Accrued compensation and benefits	5.0	4.0
Product returns, allowances and warranty	4.9	1.6
Restructuring	0.2	0.3
Other, net	0.3	0.5
Current deferred tax assets	15.9	10.3
Less valuation allowance	(6.4)	(3.2)
Net current deferred tax assets	9.5	7.1
Long-term:		
Intangible assets	4.7	5.5
Share-based and other deferred compensation	39.4	37.0
Net operating loss carry forwards	12.7	20.3
Federal tax credits	13.0	16.0
State tax credits	43.1	38.5
Other, net	2.7	2.0
Long-term deferred tax assets	115.6	119.3
Less valuation allowance	(54.4)	(47.8)
Net long-term deferred tax assets	61.2	71.5
Deferred tax assets	131.5	129.6
Less valuation allowance	(60.8)	(51.0)
Net deferred tax assets	70.7	78.6
Deferred Tax Liabilities:		
Current:		
Prepaid insurance	(0.8)	(0.8)
Current deferred tax liabilities	(0.8)	(0.8)
Long-term:		
Property, plant and equipment	(11.6)	(14.3)
Intangible assets	(1.2)	(3.1)
Long-term deferred tax liabilities	(12.8)	(17.4)
Net deferred tax liabilities	(13.6)	(18.2)
Total deferred tax assets	$ 57.1	$ 60.4

In accordance with GAAP, management has determined that it is more likely than not that a portion of its historic and current year income tax benefits will not be realized. As of October 3, 2014, the Company has maintained a valuation allowance of $60.8 million. This valuation allowance is comprised of $43.1 million related to domestic state tax credits, and $17.7 million related to foreign deferred tax assets. If these benefits are recognized in a future period the valuation allowance on deferred tax assets will be reversed and up to a $60.4 million income tax benefit, and up to a $0.4 million reduction to goodwill, may be recognized. The Company will need to generate $144.7 million of future United States federal taxable income to utilize our United States deferred tax assets as of October 3, 2014.

Deferred tax assets are recognized for foreign operations when management believes it is more likely than not that the deferred tax assets will be recovered during the carry forward period. The Company will continue to assess its valuation allowance in future periods.

As of October 3, 2014, the Company has United States federal net operating loss carry forwards of approximately $21.5 million. The utilization of these net operating losses is subject to certain annual limitations as required under Internal Revenue Code section 382 and similar state income tax provisions. The United States federal net operating loss carry forwards expire at various dates through 2031. The Company also has United States federal income tax credit carry forwards of $7.0 million, of which $6.9 million of federal income tax credit carry forwards have not been recorded as a deferred tax asset. The Company also has state income tax credit carry forwards of $43.1 million, net of federal benefits, for which the Company has provided a valuation allowance. The United States federal tax credits expire at various dates through 2030. The state tax credits relate primarily to California research tax credits which can be carried forward indefinitely.

The Company has continued to expand its operations and increase its investments in numerous international jurisdictions. These activities will increase the Company's earnings attributable to foreign jurisdictions. As of October 3, 2014, no provision has been made for United States federal, state, or additional foreign income taxes related to approximately $739.6 million of undistributed earnings of foreign subsidiaries which have been or are intended to be permanently reinvested. It is not practicable to determine the United States federal income tax liability, if any, which would be payable if such earnings were not permanently reinvested.

The Company's gross unrecognized tax benefits totaled $51.8 million and $63.2 million as of October 3, 2014 and September 27, 2013, respectively. Of the total unrecognized tax benefits at October 3, 2014, $41.8 million would impact the effective tax rate, if recognized. The remaining unrecognized tax benefits would not impact the effective tax rate, if recognized, due to the Company's valuation allowance and certain positions which were required to be capitalized. There are no positions which the Company anticipates could change within the next twelve months.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows (in millions):

	Unrecognized tax benefits
Balance at September 27, 2013	$ 63.2
Decreases based on positions related to prior years	(1.2)
Increases based on positions related to current year	11.0
Decreases relating to settlements with taxing authorities	(20.9)
Decreases relating to lapses of applicable statutes of limitations	(0.3)
Balance at October 3, 2014	$ 51.8

During the year ended October 3, 2014, the Company recognized $0.3 million of previously unrecognized tax benefits related to the expiration of the statute of limitations. The Company recognized $0.5 million of accrued interest or penalties related to unrecognized tax benefits during fiscal 2014. The decrease in unrecognized tax benefits of $20.9 million was related to the settlement of the Company's IRS audit of fiscal year 2011.

The Company's major tax jurisdictions as of October 3, 2014 are the United States, California, Iowa, Singapore, Mexico and Canada. For the United States, the Company has open tax years dating back to fiscal 1999 due to the carry forward of tax attributes. For California, the Company has open tax years dating back to fiscal 1999 due to the carry forward of tax attributes. For Iowa, the Company has open tax years dating back to fiscal 2003 due to the carry forward of tax attributes. For Canada, the Company has open tax years dating back to fiscal 2007. For Mexico, the Company has open tax years back to fiscal 2008. For Singapore, the Company has open tax years dating back to fiscal 2011. The Company is subject to audit examinations by the respective taxing authorities on a periodic basis, of which the results could impact our financial position, results of operations or cash flows.

9. STOCKHOLDERS' EQUITY

COMMON STOCK

At October 3, 2014, the Company is authorized to issue 525.0 million shares of common stock, par value $0.25 per share, of which 214.2 million shares are issued and 189.2 million shares outstanding.

Holders of the Company's common stock are entitled to dividends in the event declared by the Company's Board of Directors out of funds legally available for such purpose. Dividends may not be paid on common stock unless all accrued dividends on preferred stock, if any, have been paid or declared and set aside. In the event of the Company's liquidation, dissolution or winding up, the holders of common stock will be entitled to share pro rata in the assets remaining after payment to creditors and after payment of the liquidation preference plus any unpaid dividends to holders of any outstanding preferred stock.

Each holder of the Company's common stock is entitled to one vote for each such share outstanding in the holder's name. No holder of common stock is entitled to cumulate votes in voting for directors. The Company's restated certificate of incorporation as amended to date, ("the Certificate of Incorporation") provides that, unless otherwise determined by the Company's Board of Directors, no holder of stock has any preemptive right to purchase or subscribe for any stock of any class which the Company may issue or sell.

PREFERRED STOCK

The Company's Certificate of Incorporation has authorized and permits the Company to issue up to 25.0 million shares of preferred stock without par value in one or more series and with rights and preferences that may be fixed or designated by the Company's Board of Directors without any further action by the Company's stockholders. The designation, powers, preferences, rights and qualifications, limitations and restrictions of the preferred stock of each series will be fixed by the certificate of designation relating to such series, which will specify the terms of the preferred stock. At October 3, 2014, the Company had no shares of preferred stock issued or outstanding.

SHARE REPURCHASE

During the fiscal year ended October 3, 2014, the Company paid approximately $165.7 million (including commissions) in connection with the repurchase of 4.5 million shares of its common stock (paying an average price of $36.46 per share) under the July 16, 2013 $250.0 million share repurchase plan. This plan was initially valid through

July 16, 2015 and allowed for the repurchase of the Company's common stock on the open market or in privately negotiated transactions, in compliance with applicable securities laws and other legal requirements. As of October 3, 2014, $63.9 million remained available under the share repurchase plan.

On November 11, 2014, the Board of Directors approved a new share repurchase program, pursuant to which the Company is authorized to repurchase up to $300.0 million of its common stock from time to time on the open market or in privately negotiated transactions as permitted by securities laws and other legal requirements. The repurchase program is set to expire on November 11, 2016; however, it may be suspended, discontinued or extended by the Board of Directors at any time prior to its expiration on November 11, 2016. This authorized stock repurchase program replaced in its entirety the July 16, 2013 stock repurchase program. These repurchases have been and will be funded with the Company's working capital.

During the fiscal year ended September 27, 2013, the Company paid approximately $184.9 million (including commissions) in connection with the repurchase of 8.1 million shares of its common stock (paying an average price of $22.75 per share).

DIVIDENDS

The Company announced the initiation of a quarterly cash dividend program on March 3, 2014. Future dividends are subject to declaration by the Board of Directors. During the fiscal year ended October 3, 2014, the Company declared cash dividends per common share during the period presented as follows (in millions except per share amounts):

	Per Share	Total
First quarter	$ —	$ —
Second quarter	—	—
Third quarter	0.11	20.8
Fourth quarter	0.11	20.9
	$ 0.22	$ 41.7

EMPLOYEE STOCK BENEFIT PLANS

As of October 3, 2014, the Company has the following equity compensation plans under which its equity securities were authorized for issuance to its employees and/or directors:

- the 1999 Employee Long-Term Incentive Plan
- the Directors' 2001 Stock Option Plan
- the Non-Qualified Employee Stock Purchase Plan
- the 2002 Employee Stock Purchase Plan
- the 2005 Long-Term Incentive Plan
- the 2008 Director Long-Term Incentive Plan
- the AATI 2005 Equity Incentive Plan

Except for the 1999 Employee Long-Term Incentive Plan and the Non-Qualified Employee Stock Purchase Plan, each of the foregoing equity compensation plans was approved by the Company's stockholders.

As of October 3, 2014, a total of 90.9 million shares are authorized for grant under the Company's share-based compensation plans, with 7.5 million options outstanding. The number of common shares reserved for future awards to employees and directors under these plans was 14.8 million at October 3, 2014. The Company grants equity awards under the 2005 Long-Term Incentive Plan to employees and the 2008 Director Long-Term Incentive Plan for non-employee directors.

2005 Long-Term Incentive Plan. Under this plan, officers, employees, non-employee directors and certain consultants may be granted stock options, restricted stock awards and units, performance stock awards and units and other share-based awards. The plan has been approved by the stockholders. Under the plan, up to 55.9 million shares have been authorized for grant. A total of 14.0 million shares are available for new grants as of October 3, 2014. The maximum contractual term of the awards is seven years from the date of grant. Options granted under the plan are exercisable at the determination of the compensation committee and generally vest ratably over four years. Restricted stock awards and units granted under the plan at the determination of the compensation committee generally vest over four or more years. With respect to restricted stock awards, dividends are accumulated and paid when the underlying shares vest. If the underlying shares are forfeited for any reason, the rights to the dividends with respect to such shares are also forfeited. No dividends or dividend equivalents are paid or accrued with respect to restricted stock unit awards or other awards until the shares underlying such awards become vested and are issued to the award holder. Performance stock awards and units are contingently granted depending on the achievement of certain predetermined performance goals and generally vest over three or more years.

2008 Director Long-Term Incentive Plan. Under this plan, non-employee directors may be granted stock options, restricted stock awards and other share-based awards. The plan has been approved by the stockholders. Under the plan a total of 1.5 million shares have been authorized for option grants. A total of 0.7 million shares are available for new grants as of October 3, 2014. The maximum contractual term of the director awards is ten years from the date of grant. Options granted under the plan are generally exercisable over four years. Restricted stock awards granted under the plan are exercisable at the determination of the compensation committee and generally vest over three or more years. With respect to restricted stock awards, dividends are accumulated and paid when the underlying shares vest. If the underlying shares are forfeited for any reason, the rights to the dividends with respect to such shares are also forfeited.

Employee Stock Purchase Plans. The Company maintains a domestic and an international employee stock purchase plan. Under these plans, eligible employees may purchase common stock through payroll deductions of up to 10% of their compensation. The price per share is the lower of 85% of the fair market value of the common stock at the beginning or end of each offering period (generally six months). The plans provide for purchases by employees of up to an aggregate of 9.7 million shares. Shares of common stock purchased under these plans in fiscal years ended October 3, 2014, September 27, 2013, and September 28, 2012 were 0.5 million, 0.5 million, and 0.5 million, respectively. At October 3, 2014, there are 1.5 million shares available for purchase. The Company recognized compensation expense of $4.1 million, $3.9 million and $3.5 million for the fiscal years ended October 3, 2014, September 27, 2013, and September 28, 2012, respectively related to the employee stock purchase plan. The unrecognized compensation expense on the employee stock purchase plan at October 3, 2014 was $1.3 million. The weighted average period over which the cost is expected to be recognized is approximately four months.

Stock Options

The following table represents a summary of the Company's stock options:

	Shares (in millions)	Weighted average exercise price	Weighted average remaining contractual life (in years)	Aggregate intrinsic value (in millions)
Balance outstanding at September 27, 2013	10.7	$ 16.76		
Granted	1.8	$ 29.56		
Exercised	(4.8)	$ 14.20		
Canceled/forfeited	(0.2)	$ 21.39		
Balance outstanding at October 3, 2014	7.5	$ 21.26	4.3	$ 254.2
Exercisable at October 3, 2014	3.0	$ 16.46	3.1	$ 117.1

The weighted-average grant date fair value per share of employee stock options granted during the fiscal years ended October 3, 2014, September 27, 2013 and September 28, 2012 was $11.91, $9.31, and $8.91, respectively. The total grant date fair value of the options vested during the fiscal years ending October 3, 2014, September 27, 2013 and September 28, 2012 was $21.8 million, $33.5 million and $25.4 million, respectively.

Restricted and Performance Awards and Units

The following table represents a summary of the Company's restricted and performance transactions:

	Shares (In millions)	Weighted average grant date fair value
Non-vested awards outstanding at September 27, 2013	5.7	$ 20.31
Granted(1)	2.6	$ 26.69
Vested	(2.3)	$ 21.11
Canceled/forfeited	(0.3)	$ 19.95
Non-vested awards outstanding at October 3, 2014	5.7	$ 21.48

(1) includes performance shares granted and earned based on maximum performance under the underlying performance metrics

The weighted average grant date fair value per share for awards granted during the fiscal years ended October 3, 2014, September 27, 2013 and September 28, 2012 was $26.69, $20.19, and $19.31, respectively. The total grant date fair value of the awards vested during the fiscal years ending October 3, 2014, September 27, 2013 and September 28, 2012 was $63.1 million, $53.5 million and $53.8 million, respectively.

The following table summarizes the total intrinsic value for stock options exercised and awards vested (in millions):

	Fiscal Years Ended		
	October 3 2014	September 27 2013	September 28 2012
Options	$ 101.3	$ 26.2	$ 54.5
Awards	$ 63.1	$ 53.5	$ 53.8

Valuation and Expense Information under ASC 718

The following table summarizes pre-tax share-based compensation expense by financial statement line and related tax benefit (in millions):

	Fiscal Years Ended		
	October 3, 2014	September 27, 2013	September 28, 2012
Cost of goods sold	$ 11.3	$ 10.2	$ 9.4
Research and development	36.2	28.2	28.0
Selling, general and administrative	38.5	33.3	34.8
Total share-based compensation expense	$ 86.0	$ 71.7	$ 72.2
Share-based compensation tax benefit	$ 25.6	$ 21.4	$ 22.2

The Company capitalized share-based compensation expense of $1.7 million, $2.1 million and $2.0 million in inventory at October 3, 2014, September 27, 2013 and September 28, 2012, respectively.

The following table summarizes total compensation costs related to unvested share based awards not yet recognized and the weighted average period over which it is expected to be recognized at October 3, 2014:

	Unrecognized compensation cost for unvested awards (in millions)	Weighted average remaining recognition period (in years)
Options	$ 28.1	2.1
Awards	$ 56.8	1.5

The fair value of the restricted awards and units are equal to the closing market price of the Company's common stock on the date of grant. The fair value of the performance awards and units are equal to the closing market price of the Company's common stock on the date of grant and the expense is updated for the achievement of the underlying performance metrics.

The Company issued performance share units during fiscal 2014 that contained a market-based condition. The fair value of these performance share units were estimated on the date of the grant using a Monte Carlo simulation with the following weighted average assumptions:

	Fiscal Year Ended
	October 3, 2014
Volatility of common stock	36.96%
Average volatility of peer companies	29.59%
Average correlation coefficient of peer companies	0.47
Risk-free interest rate	0.11%

The fair value of each stock option is estimated on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	Fiscal Years Ended		
	October 3, 2014	September 27, 2013	September 28, 2012
Expected volatility	47.40%	57.71%	59.21%
Risk-free interest rate	1.83%	1.29%	0.52%
Dividend yield	0.83	0.00	0.00
Expected option life (in years)	4.6	4.2	4.1

The Company used a historical volatility calculated by the mean reversion of the weekly-adjusted closing stock price over the expected life of the options. The risk-free interest rate assumption is based upon observed treasury bill interest rates appropriate for the expected life of the Company's employee stock options. The Company began paying dividends in the third fiscal quarter of 2014 and due to the date of the Company's broad-based grant in November 2013, a dividend yield was not included in the Black-Scholes option pricing model. The dividend yield was included in the Black-Scholes option pricing model for options granted after the Company declared its first dividend. Due to the number of options issued after the dividend was announced, there was an immaterial impact to the option valuation and share-based compensation for the fiscal year ended October 3, 2014.

The expected life of employee stock options represents a calculation based upon the historical exercise, cancellation and forfeiture experience for the Company across its demographic population. The Company believes that this historical data is the best estimate of the expected life of a new option and that generally all groups of the Company's employees exhibit similar behavior.

10. EMPLOYEE BENEFIT PLAN, PENSIONS AND OTHER RETIREE BENEFITS

The Company maintains a 401(k) plan covering substantially all of its employees based in the United States under which all employees at least twenty-one years old are eligible to receive discretionary Company contributions. Discretionary Company contributions are determined by the Board of Directors and may be in the form of cash or the Company's stock. The Company has generally contributed a match of up to 4% of an employee's contributed annual eligible compensation. For the fiscal years ended October 3, 2014, September 27, 2013, and September 28, 2012, the Company contributed shares of 0.2 million, 0.3 million, and 0.3 million, respectively, and recognized expense of $6.2 million, $6.2 million, and $6.0 million, respectively.

Pre-Merger Defined Benefit Pension

The Company terminated the pre-merger pension benefit plan that was inherited as part of the 2002 merger that created Skyworks covering certain former employees during the fiscal year ended October 3, 2014. The Company transferred the future obligations due under the plan to an independent third party and recognized an immaterial loss during the fiscal year ended October 3, 2014.

11. COMMITMENTS

The Company has various operating leases primarily for buildings, computers and equipment. Rent expense amounted to $11.1 million, $10.8 million, and $10.5 million in fiscal years ended October 3, 2014, September 27, 2013, and September 28, 2012, respectively. Future minimum payments under these non-cancelable leases are as follows (in millions):

	2015	2016	2017	2018	2019	Thereafter	Total
Future minimum payments	$13.1	10.0	7.5	6.6	2.3	4.9	$44.4

In addition, the Company has entered into licensing agreements for intellectual property rights and maintenance and support services. Pursuant to the terms of these agreements, the Company is committed to making aggregate payments of $3.3 million and $1.9 million in fiscal years 2015 and 2016, respectively.

12. CONTINGENCIES

Legal Matters

From time to time, various lawsuits, claims and proceedings have been, and may in the future be, instituted or asserted against the Company, including those pertaining to patent infringement, intellectual property, environmental hazards, product liability and warranty, safety and health, employment and contractual matters.

The semiconductor industry is characterized by vigorous protection and pursuit of intellectual property rights. From time to time, third parties have asserted and may in the future assert patent, copyright, trademark and other intellectual property rights to technologies that are important to the Company's business and have demanded and may in the future demand that the Company license their technology. The outcome of any such litigation cannot be predicted with certainty and some such lawsuits, claims or proceedings may be disposed of unfavorably to the Company. Generally speaking, intellectual property disputes often have a risk of injunctive relief, which, if imposed against the Company, could materially and adversely affect the Company's financial condition, or results of operations. From time to time the Company may also be involved in legal proceedings in the ordinary course of business. Legal costs are expensed as incurred.

The Company monitors the status of legal proceedings and other contingencies on an ongoing basis to ensure amounts are recognized and/or disclosed in our financial statements and footnotes as required by Accounting Standards Codification 450, *Loss Contingencies*. At the time of this filing, the Company had not recorded any accrual for loss contingencies associated with its legal proceedings as losses resulting from such matters were determined not to be probable. The Company does not believe there are any pending legal proceedings that are reasonably possible to result in a material loss. We are engaged in various legal actions in the normal course of business and, while there can be no assurances, the Company believes the outcome of all pending litigation involving the Company will not have, individually or in the aggregate, a material adverse effect on its business.

13. GUARANTEES AND INDEMNITIES

The Company has made no contractual guarantees for the benefit of third parties. However, the Company generally indemnifies its customers from third-party intellectual property infringement litigation claims related to its products, and, on occasion, also provides other indemnities related to product sales. In connection with certain facility leases, the Company has indemnified its lessors for certain claims arising from the facility or the lease.

The Company indemnifies its directors and officers to the maximum extent permitted under the laws of the state of Delaware. The duration of the indemnities varies, and in many cases is indefinite. The indemnities to customers in connection with product sales generally are subject to limits based upon the amount of the related product sales and in many cases are subject to geographic and other restrictions. In certain instances, the Company's indemnities do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. The Company has not recorded any liability for these indemnities in the accompanying consolidated balance sheets and does not expect that such obligations will have a material adverse impact on its financial condition or results of operations.

14. RESTRUCTURING AND OTHER CHARGES

As of October 3, 2014, the Company recorded restructuring and other charges of approximately $0.3 million related to costs associated with organizational restructuring plans initiated in the prior fiscal year. The Company does not anticipate any material charges in future periods related to these plans.

The Company recorded restructuring and other charges of approximately $6.4 million related to severance costs associated with separate organizational restructuring plans undertaken to reduce headcount during the fiscal year ended September 27, 2013. These restructuring plans are largely complete and have been aggregated into the "FY13 Restructuring Programs" line item in the summary table below.

During the fiscal year ended September 28, 2012, the Company recorded approximately $5.8 million related to employee severance and $0.6 million related to lease termination costs associated with the Advanced Analogic Technologies Inc. ("AATI") restructuring during the fiscal year. The Company began formulating the restructuring plans prior to the acquisition of AATI and none of these costs were included in the purchase accounting for AATI. As of October 3, 2014, these restructuring activities and cash payments are complete and the Company does not anticipate any further charges. Charges and payments related to these restructuring plans are summarized under "Other Restructuring" in the table below.

Activity and liability balances related to the Company's restructuring actions are as follows (in millions):

	Balance at September 30, 2011	Current Charges	Cash Payments	Balance at September 28, 2012
Other Restructuring				
Employee Severance costs	$ 0.5	$ 7.2	$ (6.8)	$ 0.9
Lease and other contractual obligations	1.5	0.6	(1.3)	0.8
Total	$ 2.0	$ 7.8	$ (8.1)	$ 1.7

	Balance at September 28, 2012	Current Charges	Cash Payments	Balance at September 27, 2013
FY13 Restructuring Programs				
Employee Severance costs	$ —	$ 6.4	$ (5.8)	$ 0.6
Other Restructuring				
Employee Severance costs	0.9	—	(0.9)	—
Lease and other contractual obligations	0.8	—	(0.4)	0.4
Total	$ 1.7	$ 6.4	$ (7.1)	$ 1.0

	Balance at September 27, 2013	Current Charges	Cash Payments	Balance at October 3, 2014
FY13 Restructuring Programs				
Employee Severance costs	$ 0.6	$ 0.3	$ (0.6)	$ 0.3
Other Restructuring				
Lease and other contractual obligations	0.4	—	(0.2)	0.2
Total	$ 1.0	$ 0.3	$ (0.8)	$ 0.5

15. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share (in millions, except per share amounts):

	Fiscal Years Ended		
	October 3, 2014	September 27, 2013	September 28, 2012
Net income	$ 457.7	$ 278.1	$ 202.0
Weighted average shares outstanding—basic	187.2	187.5	185.8
Effect of dilutive equity based awards	5.4	4.7	5.7
Dilutive effect of convertible debt	—	—	0.3
Weighted average shares outstanding—diluted	192.6	192.2	191.8
Net income per share—basic	$ 2.44	$ 1.48	$ 1.09
Net income per share—diluted	$ 2.38	$ 1.45	$ 1.05
Anti-dilutive common stock equivalents	0.9	5.4	4.0

Basic earnings per share are calculated by dividing net income by the weighted average number of shares of the Company's common stock outstanding. The calculation of diluted earnings per share includes the dilutive effect of equity based awards which were outstanding during the fiscal years ending October 3, 2014, September 27, 2013 and September 28, 2012, as well as convertible debt which was outstanding during fiscal 2012, using the treasury stock method. Certain of the Company's outstanding stock options, noted in the table above, were excluded because they were anti-dilutive, but could become dilutive in the future.

16. SEGMENT INFORMATION AND CONCENTRATIONS

In accordance with ASC 280-*Segment Reporting*, the Company considers itself to be a single reportable operating segment which designs, develops, manufactures and markets similar proprietary semiconductor products, including intellectual property. In reaching this conclusion, management considers the definition of the chief operating decision maker ("CODM"), how the business is defined by the CODM, the nature of the information provided to the CODM and how that information is used to make operating decisions, allocate resources and assess performance. The Company's CODM is the chairman and chief executive officer. The results of operations provided to and analyzed by the CODM are at the consolidated level and accordingly, key resource decisions and assessment of performance is performed at the consolidated level. The Company assesses its determination of operating segments at least annually.

GEOGRAPHIC INFORMATION

Net revenue by geographic area presented based upon the country of destination and are as follows (in millions):

	Fiscal Years Ended		
	October 3, 2014	September 27, 2013	September 28, 2012
United States	$ 47.5	$ 67.3	$ 70.3
Other Americas	25.5	10.2	18.4
Total Americas	73.0	77.5	88.7
China	1,574.4	979.3	820.1
Taiwan	322.2	387.5	311.7
South Korea	107.4	102.9	103.2
Other Asia-Pacific	166.9	202.0	207.4
Total Asia-Pacific	2,170.9	1,671.7	1,442.4
Europe, Middle East and Africa	47.6	42.8	37.5
	$ 2,291.5	$ 1,792.0	$ 1,568.6

The Company's revenues by geography do not necessarily correlate to end market demand by region. For example, if the Company sells a product to a distributor in Taiwan, the sale is reflected within the Taiwan line item above; however, that distributor, in turn, may sell the product to an end customer in a different geography. The Company's revenue to external customers is generated principally from the sale of semiconductor products that facilitate various wireless communication applications. Accordingly, the Company considers its product offerings to be similar in nature and therefore not segregated for reporting purposes.

Net property, plant and equipment balances, based on the physical locations within the indicated geographic areas are as follows (in millions):

	As of	
	October 3, 2014	September 27, 2013
Mexico	$ 290.1	$ 176.9
United States	138.7	140.2
Singapore	60.8	—
Japan	58.8	—
Rest of world	7.5	11.5
	$ 555.9	$ 328.6

CONCENTRATIONS

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of trade accounts receivable. Trade accounts receivables are primarily derived from sales to manufacturers of communications and consumer products and electronic component distributors. Ongoing credit evaluations of customers' financial condition are performed and collateral, such as letters of credit and bank guarantees, are required whenever deemed necessary.

In fiscal 2014, 2013 and 2012, two customers—Foxconn Technology Group (together with its affiliates and other suppliers to a large OEM for use in multiple applications including smartphones, tablets, routers, desktop and notebook computers), and Samsung Electronics—each constituted more than ten percent of our net revenue.

The Company's greater than ten percent customers comprised the following percentages of net revenue:

	Fiscal Years Ended		
	October 3, 2014	September 27, 2013	September 28, 2012
Company A	34%	36%	29%
Company B	10%	15%	17%

At October 3, 2014, the Company's three largest accounts receivable balances comprised 58% of aggregate gross accounts receivable. This concentration was 51% and 60% at September 27, 2013 and September 28, 2012, respectively.

17. QUARTERLY FINANCIAL DATA (UNAUDITED)

The following table summarizes the quarterly and annual results (in millions, except per share data):

	First quarter	Second quarter	Third quarter	Fourth quarter	Fiscal year
Fiscal 2014					
Net revenue	$ 505.2	$ 481.0	$ 587.0	$ 718.2	$ 2,291.5
Gross profit	222.0	212.4	264.2	324.0	1,022.7
Net income	94.5	76.9	111.4	174.9	457.7
Per share data(1)					
Net income, basic	$ 0.51	$ 0.41	$ 0.59	$ 0.93	$ 2.44
Net income, diluted	$ 0.49	$ 0.40	$ 0.58	$ 0.90	$ 2.38
Fiscal 2013					
Net revenue	$ 453.7	$ 425.2	$ 436.1	$ 477.0	$ 1,792.0
Gross profit	192.6	176.7	188.2	209.1	766.6
Net income	66.5	61.7	65.7	84.2	278.1
Per share data(1)					
Net income, basic	$ 0.35	$ 0.33	$ 0.35	$ 0.45	$ 1.48
Net income, diluted	$ 0.34	$ 0.32	$ 0.34	$ 0.44	$ 1.45

(1) Earnings per share calculations for each of the quarters are based on the weighted average number of shares outstanding and included common stock equivalents in each period. Therefore, the sums of the quarters do not necessarily equal the full year earnings per share.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Skyworks Solutions, Inc.:

We have audited the accompanying consolidated balance sheets of Skyworks Solutions, Inc. and subsidiaries as of October 3, 2014 and September 27, 2013, and the related consolidated statements of operations, comprehensive income, cash flows, and stockholders' equity for each of the years in the three-year period ended October 3, 2014. In connection with our audits of the consolidated financial statements, we also have audited the financial statement schedule listed in Item 15 of the 2014 Form 10-K. We also have audited Skyworks Solutions, Inc.'s internal control over financial reporting as of October 3, 2014, based on criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Skyworks Solutions, Inc.'s management is responsible for these consolidated financial statements and financial statement schedule, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule, and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Skyworks Solutions, Inc. and subsidiaries as of October 3, 2014 and September 27, 2013, and the results of its operations and its cash flows for each of the years in the three-year period ended October 3, 2014, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein. Also in our opinion, Skyworks Solutions, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of October 3, 2014, based on criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Skyworks Solutions, Inc. acquired the Panasonic SAW and TC SAW filter business (FilterCo) during 2014, and management excluded from its assessment of the effectiveness of Skyworks Solutions, Inc. and subsidiaries' internal control over financial reporting as of October 3, 2014, FilterCo's internal control over financial reporting associated with 9.0% of total consolidated assets (of which 2.9% represents goodwill and intangible assets included within the scope of the assessment) included in the consolidated financial statements of Skyworks Solutions, Inc. and subsidiaries as of and for the year ended October 3, 2014. Our audit of internal control over financial reporting of Skyworks Solutions, Inc. and subsidiaries also excluded an evaluation of the internal control over financial reporting of FilterCo.

/s/ KPMG LLP

Boston, Massachusetts
November 25, 2014

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

MARKET INFORMATION

Our common stock is traded on the NASDAQ Global Select Market under the symbol "SWKS". The following table sets forth the range of high and low closing prices for our common stock for the periods indicated, as reported by the NASDAQ Global Select Market. The number of stockholders of record of Skyworks' common stock as of November 14, 2014 was 23,496.

	Fiscal Years Ended			
	October 3, 2014		September 27, 2013	
	High	Low	High	Low
First quarter	$ 28.43	$ 23.71	$ 24.08	$ 19.80
Second quarter	39.27	27.40	24.97	20.30
Third quarter	48.34	34.90	23.95	20.15
Fourth quarter	58.84	46.34	26.33	20.99

DIVIDENDS

The Company paid a total of $41.4 million in dividends during fiscal 2014. We intend to continue to pay quarterly dividends subject to capital availability and our view that cash dividends are in the best interests of our stockholders. Future dividends may be affected by, among other items, our views on potential future capital requirements, including those relating to research and development, creation and expansion of sales distribution channels and investments and acquisitions, legal risks, stock repurchase programs, debt issuance, changes in federal and state income tax law and changes to our business model.

ISSUER PURCHASES OF EQUITY SECURITIES

The following table provides information regarding repurchases of common stock made during the fiscal quarter ended October 3, 2014:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(1)	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs(1)
6/28/14-7/25/14	5,249	$ 49.82	—	$ 109.7 million
7/26/14-8/29/14	877,666(2)	$ 52.60	875,000	$ 63.9 million
8/30/14-10/3/14	35,777	$ 56.50	—	$ 63.9 million

(1) The share repurchase program approved by the Board of Directors on July 16, 2013, authorizes the repurchase of up to $250.0 million of our common stock from time to time on the open market or in privately negotiated transactions as permitted by securities laws and other legal requirements. The share repurchase program is scheduled to expire on July 16, 2015.

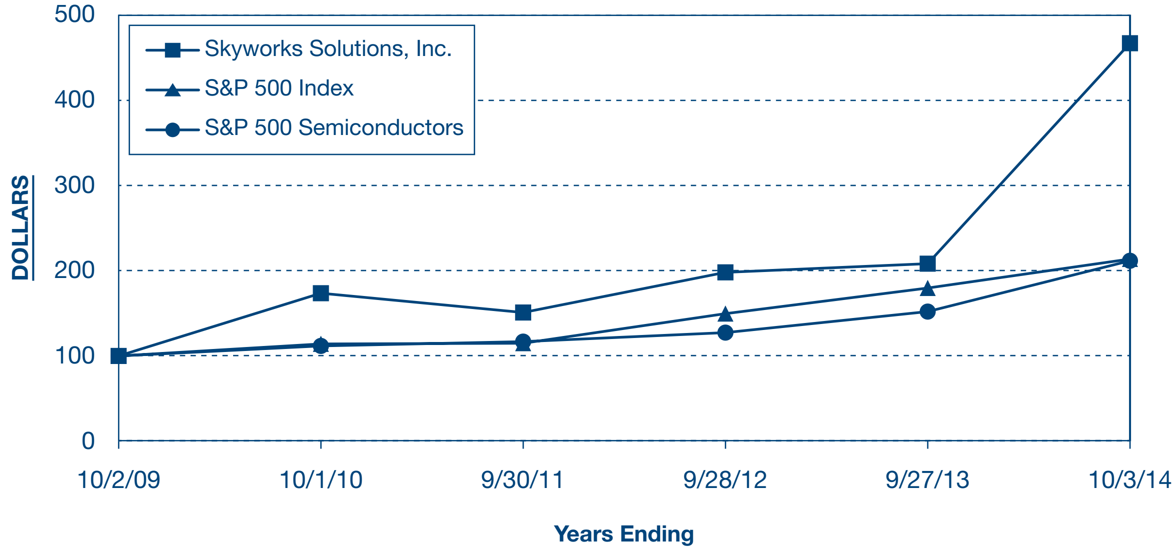
(2) We repurchased 875,000 shares of common stock at an average price of $52.60 from July 26, 2014 to August 29, 2014 as part of our share repurchase program and 2,666 shares were withheld for tax obligations under restricted stock agreements with an average price of $53.99.

On November 11, 2014, the Board of Directors approved a new share repurchase program, pursuant to which we are authorized to repurchase up to $300.0 million of our common stock from time to time on the open market or in privately negotiated transactions as permitted by securities laws and other legal requirements. The repurchase program is set to expire on November 11, 2016; however, it may be suspended, discontinued or extended by the Board of Directors at any time prior to its expiration on November 11, 2016. This authorized stock repurchase program replaced in its entirety the July 16, 2013 stock repurchase program. These repurchase programs have been and will be funded with our working capital.

Comparative Stock Performance Graph

The following graph shows the change in Skyworks' cumulative total stockholder return for the last five fiscal years, based upon the market price of Skyworks' common stock, compared with: (i) the cumulative total return on the Standard & Poor's 500 Index and (ii) the Standard & Poor's 500 Semiconductor Index. The graph assumes a total initial investment of $100 on October 2, 2009, and shows a "Total Return" that assumes reinvestment of dividends, if any, and is based on market capitalization at the beginning of each period.

Comparison of Cumulative Five Year Total Return



Total Return to Shareholders
(Includes reinvestment of dividends)

ANNUAL RETURN PERCENTAGE

Company / Index	Years Ending 10/1/10	9/30/11	9/28/12	9/27/13	10/3/14
Skyworks Solutions, Inc.	73.53	(13.03)	31.18	5.14	124.12
S&P 500 Index	14.09	0.70	30.20	20.07	18.93
S&P 500 Semiconductors	11.76	4.51	9.03	19.35	39.19

INDEXED RETURNS

Company / Index	Base Period 10/2/09	Years Ending 10/1/10	9/30/11	9/28/12	9/27/13	10/3/14
Skyworks Solutions, Inc.	100	173.53	150.92	197.98	208.15	466.51
S&P 500 Index	100	114.09	114.89	149.59	179.60	213.61
S&P 500 Semiconductors	100	111.76	116.80	127.35	151.99	211.56

Skyworks Solutions, Inc.
Unaudited Reconciliation of
Non-GAAP Financial Measures

	Year Ended	
	Oct. 3, 2014	Sept. 27, 2013
	(In millions, except per share amounts)	
GAAP operating income	$ 565	$ 345
Share-based compensation expense[a]	86	72
Acquisition-related expenses[b]	6	2
Amortization of intangibles	26	29
Restructuring and other charges[c]	—	6
Litigation settlement gains, losses and expenses[d]	4	3
Non-GAAP operating income	$ 687	$ 457
Non-GAAP operating margin %	30%	25.5%

	Oct. 3, 2014	Sept. 27, 2013
GAAP net income per share, diluted	$ 2.38	$ 1.45
Share-based compensation expense[a]	0.45	0.37
Acquisition-related expenses[b]	0.03	0.01
Amortization of intangibles	0.13	0.15
Restructuring and other charges[c]	—	0.03
Litigation settlement gains, losses and expenses[d]	0.02	0.01
Tax adjustments[e]	0.23	0.18
Non-GAAP net income per share, diluted	$ 3.24	$ 2.20

[a] These charges represent expense recognized in accordance with ASC 718-*Compensation-Stock Compensation*. Approximately $11.2 million, $36.3 million and $38.5 million were included in cost of goods sold, research and development expense and selling, general and administrative expense, respectively, for the fiscal year ended October 3, 2014. Approximately $10.2 million, $28.2 million and $33.3 million were included in cost of goods sold, research and development expense and selling, general and administrative expense, respectively, for the fiscal year ended September 27, 2013.

[b] The acquisition-related expense recognized during the fiscal year ended October 3, 2014 includes a $2.3 million charge to cost of sales related to the sale of acquired inventory and $3.4 million in transaction costs included in general and administrative expenses associated with the purchase of an interest in a joint venture with Panasonic Corporation on August 1, 2014. For additional information regarding the joint venture, please refer to the Company's Current Reports on Form 8-K filed with the Securities and Exchange Commission on July 10, 2014, and August 7, 2014.

The acquisition-related expense recognized during the fiscal year ended September 27, 2013 includes a $1.3 million charge to cost of sales related to the sale of acquired inventory and $0.8 million in transaction costs included in general and administrative expenses associated with past acquisitions.

[c] During the fiscal year ended October 3, 2014, the Company recorded a $0.3 million charge related to a restructuring plan implemented in the prior fiscal year.

During the fiscal year ended September 27, 2013, the Company recorded a $6.4 million charge related to the implementation of restructuring plans to reduce global headcount.

[d] During the fiscal year ended October 3, 2014, the Company recognized a $3.9 million charge primarily related to general and administrative expense associated with ongoing litigation(s).

During the fiscal year ended September 27, 2013, the Company recognized a $1.8 million charge primarily related to general and administrative expense associated with ongoing litigation(s).

[e] During the fiscal year ended October 3, 2014, these amounts primarily represent the use of net operating loss and research and development tax credit carryforwards, deferred tax expense not affecting taxes payable, tax deductible stock compensation in excess of GAAP stock compensation expense, and non-cash expense (benefit) related to uncertain tax positions. As a result of the settlement of the IRS audit of our fiscal year 2011 federal tax return, a tax benefit related to the release of previously reserved items was included in the GAAP expense for uncertain tax positions.

During the fiscal year ended September 27, 2013, these amounts primarily represent the utilization of net operating loss and research and development tax credit carryforwards and non-cash expense related to uncertain tax positions. As a result of the passage of the American Taxpayer Relief Act of 2012, the GAAP tax rate includes a retroactive adjustment for the recognition of research and development tax credits earned in fiscal year 2012.

Skyworks Solutions, Inc.
Discussion Regarding the Use of Non-GAAP Financial Measures

This annual report contains some or all of the following financial measures that have not been calculated in accordance with United States Generally Accepted Accounting Principles ("GAAP"): (i) non-GAAP gross profit and gross margin, (ii) non-GAAP operating income and operating margin, (iii) non-GAAP net income, and (iv) non-GAAP diluted earnings per share. As set forth in the "Unaudited Reconciliation of Non-GAAP Financial Measures" table found above, we derive such non-GAAP financial measures by excluding certain expenses and other items from the respective GAAP financial measure that is most directly comparable to each non-GAAP financial measure. Management uses these non-GAAP financial measures to evaluate our operating performance and compare it against past periods, make operating decisions, forecast for future periods, compare our operating performance against peer companies and determine payments under certain compensation programs. These non-GAAP financial measures provide management with additional means to understand and evaluate the operating results and trends in our ongoing business by eliminating certain non-recurring expenses (which may not occur in each period presented) and other items that management believes might otherwise make comparisons of our ongoing business with prior periods and competitors more difficult, obscure trends in ongoing operations or reduce management's ability to make useful forecasts.

We provide investors with non-GAAP gross profit and gross margin, non-GAAP operating income and operating margin, non-GAAP net income and non-GAAP diluted earnings per share because we believe it is important for investors to be able to closely monitor and understand changes in our ability to generate income from ongoing business operations. We believe these non-GAAP financial measures give investors an additional method to evaluate historical operating performance and identify trends, an additional means of evaluating period-over-period operating performance and a method to facilitate certain comparisons of our operating results to those of our peer companies. We also believe that providing non-GAAP operating income and operating margin allows investors to assess the extent to which our ongoing operations impact our overall financial performance. We further believe that providing non-GAAP net income and non-GAAP diluted earnings per share allows investors to assess the overall financial performance of our ongoing operations by eliminating the impact of share-based compensation expense, acquisition-related expenses, restructuring-related charges, litigation settlement gains, losses and expenses, certain deferred executive compensation and certain tax items which may not occur in each period presented and which may represent non-cash items unrelated to our ongoing operations. We believe that disclosing these non-GAAP financial measures contributes to enhanced financial reporting transparency and provides investors with added clarity about complex financial performance measures.

We calculate non-GAAP gross profit by excluding from GAAP gross profit, share-based compensation expense and acquisition-related expenses. We calculate non-GAAP operating income by excluding from GAAP operating income, share-based compensation expense, acquisition-related expenses, restructuring-related charges, litigation settlement gains, losses and expenses and certain deferred executive compensation. We calculate non-GAAP net income and diluted earnings per share by excluding from GAAP net income and diluted earnings per share, share-based compensation expense, acquisition-related expenses, restructuring-related charges, litigation settlement gains, losses and expenses, certain deferred executive compensation and certain tax items which may not occur in all periods for which financial information is presented. We exclude the items identified above from the respective non-GAAP financial measure referenced above for the reasons set forth with respect to each such excluded item below:

Share-Based Compensation—because (1) the total amount of expense is partially outside of our control because it is based on factors such as stock price volatility and interest rates, which may be unrelated to our performance during the period in which the expense is incurred, (2) it is an expense based upon a valuation methodology premised on assumptions that vary over time, and (3) the amount of the expense can vary significantly between companies due to factors that can be outside of the control of such companies.

Acquisition-Related Expenses—including such items as, when applicable, amortization of acquired intangible assets, fair value adjustments to contingent consideration, fair value charges incurred upon the sale of acquired inventory, acquisition-related professional fees, deemed compensation expenses and interest expense on seller-financed debt, because they are not considered by management in making operating decisions and we believe that such expenses do not have a direct correlation to our future business operations and thereby including such charges does not accurately reflect the performance of our ongoing operations for the period in which such charges are incurred.

Restructuring-Related Charges—because, to the extent such charges impact a period presented, we believe that they have no direct correlation to our future business operations and including such charges does not necessarily reflect the performance of our ongoing operations for the period in which such charges are incurred.

Litigation Settlement Gains, Losses and Expenses—including gains, losses and expenses related to the resolution of other-than-ordinary-course threatened and actually filed lawsuits and other-than-ordinary-course contractual disputes, because (1) they are not considered by management in making operating decisions, (2) such gains, losses and expenses tend to be infrequent in nature, (3) such gains, losses and expenses are generally not directly controlled by management, (4) we believe such gains, losses and expenses do not necessarily reflect the performance of our ongoing operations for the period in which such charges are recognized and (5) the amount of such gains or losses and expenses can vary significantly between companies and make comparisons less reliable.

Deferred Executive Compensation—including charges related to any contingent obligation pursuant to an executive severance agreement, because we believe the period over which the obligation is amortized may not reflect the period of benefit and that such expense has no direct correlation with our recurring business operations and including such expenses does not accurately reflect the compensation expense for the period in which incurred.

Certain Income Tax Items—including certain deferred tax charges and benefits that do not result in a current tax payment or tax refund and other adjustments, including but not limited to, items unrelated to the current fiscal year or that are not indicative of our ongoing business operations.

The non-GAAP financial measures presented in the table above should not be considered in isolation and are not an alternative for the respective GAAP financial measure that is most directly comparable to each such non-GAAP financial measure. Investors are cautioned against placing undue reliance on these non-GAAP financial measures and are urged to review and consider carefully the adjustments made by management to the most directly comparable GAAP financial measures to arrive at these non-GAAP financial measures. Non-GAAP financial measures may have limited value as analytical tools because they may exclude certain expenses that some investors consider important in evaluating our operating performance or ongoing business performance. Further, non-GAAP financial measures are likely to have limited value for purposes of drawing comparisons between companies because different companies may calculate similarly titled non-GAAP financial measures in different ways because non-GAAP measures are not based on any comprehensive set of accounting rules or principles.

This page intentionally left blank.

This page intentionally left blank.

Executive Management

David J. Aldrich
Chairman of the Board and Chief Executive Officer

Bruce J. Freyman
Executive Vice President, Worldwide Operations

Peter L. Gammel
Chief Technology Officer

Liam K. Griffin
President

Donald W. Palette
Executive Vice President and Chief Financial Officer

Thomas S. Schiller
Vice President, Strategy and Corporate Development

Mark V.B. Tremallo
Vice President, General Counsel and Secretary

Victoria Vezina
Vice President, Human Resources

Board of Directors

David J. Aldrich
Chairman of the Board and Chief Executive Officer
Skyworks Solutions, Inc.

Kevin L. Beebe
President and Chief Executive Officer
2BPartners, LLC

Timothy R. Furey
Chief Executive Officer
MarketBridge

Balakrishnan S. Iyer
Retired Senior Vice President and Chief Financial Officer
Conexant Systems, Inc.

Christine King
Retired Chief Executive Officer
Standard Microsystems Corporation

David P. McGlade
Executive Chairman
Intelsat S.A.

David J. McLachlan
Lead Independent Director, Skyworks Solutions, Inc.
Retired Chief Financial Officer and Senior Advisor to Chairman and Chief Executive Officer, Genzyme Corporation

Robert A. Schriesheim
Executive Vice President and Chief Financial Officer
Sears Holdings

Transfer Agent and Registrar

American Stock Transfer & Trust Company
6201 15th Avenue
Brooklyn, NY 11219
(800) 937-5449 (United States and Canada)
(718) 921-8124 (outside United States)
www.amstock.com

Our transfer agent can help you with a variety of stockholder related services including change of address, lost stock certificates, stock transfers, account status and other administrative matters.

Investor Relations

You can contact Skyworks' Investor Relations team directly to order an Investor's Kit or to ask investment-oriented questions about Skyworks at:

Investor Relations
Skyworks Solutions, Inc.
5221 California Avenue
Irvine, CA 92617
(949) 231-4700

You can also view this annual report along with other financial related information and other public filings with the U.S. Securities and Exchange Commission at: www.skyworksinc.com.

Annual Meeting

The annual meeting of stockholders will be held on May 19, 2015 in Burlington, Massachusetts.

Common Stock

Skyworks common stock is traded on the NASDAQ Global Select Market© under the symbol SWKS.

Independent Registered Public Accountants

KPMG LLP
Boston, Massachusetts

Corporate Headquarters

Skyworks Solutions, Inc.
20 Sylvan Road
Woburn, MA 01801
(781) 376-3000
www.skyworksinc.com

SKYWORKS®

SKYWORKS®

Skyworks Solutions, Inc.

20 Sylvan Road
Woburn, MA 01801
781.376.3000

www.skyworksinc.com

0

SKYWORKS SOLUTIONS, INC.

Proxy for Annual Meeting of Stockholders

May 19, 2015

SOLICITED BY THE BOARD OF DIRECTORS

The undersigned hereby appoints David J. Aldrich and Mark V.B. Tremallo, and each of them singly, proxies, with full power of substitution to vote all shares of stock of Skyworks Solutions, Inc. (the "Company") that the undersigned is entitled to vote at the Annual Meeting of Stockholders of Skyworks Solutions, Inc. to be held at 2:00 p.m., local time, on May 19, 2015, at the Boston Marriott Burlington, 1 Burlington Mall Road, Burlington, Massachusetts, or at any adjournment or postponement thereof, upon matters set forth in the Notice of Annual Meeting of Stockholders and 2015 Proxy Statement, a copy of which has been received by the undersigned. The proxies are further authorized to vote, in their discretion, upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

OUR BOARD OF DIRECTORS ENCOURAGES STOCKHOLDERS TO ATTEND THE ANNUAL MEETING. WHETHER OR NOT YOU PLAN TO ATTEND, YOU ARE URGED TO SUBMIT A PROXY PROMPTLY IN ONE OF THE FOLLOWING WAYS: (A) BY COMPLETING, SIGNING AND DATING THE ACCOMPANYING PROXY CARD AND RETURNING IT IN THE POSTAGE-PREPAID ENVELOPE ENCLOSED FOR THAT PURPOSE; (B) BY COMPLETING AND SUBMITTING YOUR PROXY USING THE TOLL-FREE TELEPHONE NUMBER LISTED ON THE OTHER SIDE OF THIS PROXY CARD; OR (C) BY COMPLETING AND SUBMITTING YOUR PROXY VIA THE INTERNET BY VISITING THE WEBSITE ADDRESS LISTED ON THE OTHER SIDE OF THIS PROXY CARD. A PROMPT RESPONSE WILL GREATLY FACILITATE ARRANGEMENTS FOR THE MEETING AND YOUR COOPERATION WILL BE APPRECIATED.

(Continued and to be signed on the reverse side)

ANNUAL MEETING OF STOCKHOLDERS OF

SKYWORKS SOLUTIONS, INC.

May 19, 2015

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.amstock.com to enjoy online access.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:
The Notice of Meeting, Proxy Statement and proxy card are available at www.skyworksinc.com/annualreport.

Please sign, date and mail your proxy card in the envelope provided as soon as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

00003333333333331000 5 051915

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR NAMED IN PROPOSAL 1, "FOR" PROPOSALS 2, 3 AND 4, AND "AGAINST" PROPOSAL 5. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED STOCKHOLDER(S). IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR NAMED IN PROPOSAL 1, "FOR" PROPOSALS 2, 3 AND 4, AND "AGAINST" PROPOSAL 5. THE PROXIES WILL VOTE IN THEIR DISCRETION ON ANY OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING AND ANY ADJOURNMENT OR POSTPONEMENT THEREOF.

ELECTRONIC ACCESS TO FUTURE DOCUMENTS

If you would like to receive future shareholder communications over the Internet exclusively, and no longer receive any material by mail, please visit http://www.amstock.com. Click on Shareholder Account Access to enroll. Please enter your account number and tax identification number to log in, then select **Receive Company Mailings via E-Mail** and provide your e-mail address.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

1. To elect the following eight individuals nominated to serve as directors of the Company with terms expiring at the next annual meeting of stockholders.

	FOR	AGAINST	ABSTAIN
David J. Aldrich	☐	☐	☐
Kevin L. Beebe	☐	☐	☐
Timothy R. Furey	☐	☐	☐
Balakrishnan S. Iyer	☐	☐	☐
Christine King	☐	☐	☐
David P. McGlade	☐	☐	☐
David J. McLachlan	☐	☐	☐
Robert A. Schriesheim	☐	☐	☐
2. To ratify the selection by the Company's Audit Committee of KPMG LLP as the independent registered public accounting firm for the Company for fiscal year 2015.	☐	☐	☐
3. To approve, on an advisory basis, the compensation of the Company's named executive officers, as described in the Company's Proxy Statement.	☐	☐	☐
4. To approve the Company's 2015 Long-Term Incentive Plan.	☐	☐	☐
5. To approve a stockholder proposal regarding supermajority voting provisions.	☐	☐	☐

I/We will attend the annual meeting. ☐

Signature of Stockholder ______ Date: ______ Signature of Stockholder ______ Date: ______

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, partnership, limited liability company or other entity, please sign full entity name by duly authorized officer, giving full title as such.

ANNUAL MEETING OF STOCKHOLDERS OF

SKYWORKS SOLUTIONS, INC.

May 19, 2015

PROXY VOTING INSTRUCTIONS

INTERNET - Access "**www.voteproxy.com**" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the website.

TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EDT the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.amstock.com to enjoy online access.

COMPANY NUMBER	
ACCOUNT NUMBER	

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL: The Notice of Meeting, Proxy Statement and proxy card are available at www.skyworksinc.com/annualreport.

Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet.

00003333333333331000 5 051915

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR NAMED IN PROPOSAL 1, "FOR" PROPOSALS 2, 3 AND 4, AND "AGAINST" PROPOSAL 5.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED STOCKHOLDER(S). IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR NAMED IN PROPOSAL 1, "FOR" PROPOSALS 2, 3 AND 4, AND "AGAINST" PROPOSAL 5. THE PROXIES WILL VOTE IN THEIR DISCRETION ON ANY OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING AND ANY ADJOURNMENT OR POSTPONEMENT THEREOF.

ELECTRONIC ACCESS TO FUTURE DOCUMENTS

If you would like to receive future shareholder communications over the Internet exclusively, and no longer receive any material by mail, please visit http://www.amstock.com. Click on Shareholder Account Access to enroll. Please enter your account number and tax identification number to log in, then select **Receive Company Mailings via E-Mail** and provide your e-mail address.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

1. To elect the following eight individuals nominated to serve as directors of the Company with terms expiring at the next annual meeting of stockholders.

	FOR	AGAINST	ABSTAIN
David J. Aldrich	☐	☐	☐
Kevin L. Beebe	☐	☐	☐
Timothy R. Furey	☐	☐	☐
Balakrishnan S. Iyer	☐	☐	☐
Christine King	☐	☐	☐
David P. McGlade	☐	☐	☐
David J. McLachlan	☐	☐	☐
Robert A. Schriesheim	☐	☐	☐
2. To ratify the selection by the Company's Audit Committee of KPMG LLP as the independent registered public accounting firm for the Company for fiscal year 2015.	☐	☐	☐
3. To approve, on an advisory basis, the compensation of the Company's named executive officers, as described in the Company's Proxy Statement.	☐	☐	☐
4. To approve the Company's 2015 Long-Term Incentive Plan.	☐	☐	☐
5. To approve a stockholder proposal regarding supermajority voting provisions.	☐	☐	☐

I/We will attend the annual meeting. ☐

Signature of Stockholder ______ Date: ______ Signature of Stockholder ______ Date: ______

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, partnership, limited liability company or other entity, please sign full entity name by duly authorized officer, giving full title as such.