

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE TO/A

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)**

**ADVANCED ANALOGIC
TECHNOLOGIES INCORPORATED**

(Name of Subject Company (Issuer))

**SKYWORKS SOLUTIONS, INC.
POWERCO ACQUISITION CORP.**

(Names of Filing Persons (Offerors))

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

00752J108
(CUSIP Number of Class of Securities)

Mark V. B. Tremallo
Vice President, General Counsel and Secretary
Skyworks Solutions, Inc.
20 Sylvan Road
Woburn, Massachusetts 01801
(949) 231-4700

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Rod J. Howard, Esq.
Wilmer Cutler Pickering Hale and Dorr, LLP
950 Page Mill Road
Palo Alto, California 94304
650-858-6000

CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee**
\$308,567,366.00	\$35,362.00

* Estimated for purposes of calculating the amount of the filing fee only, in accordance with Rule 0-11(d) under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"). The transaction valuation was calculated by multiplying the offer price of \$5.80 per share by the number of shares of common stock, par value \$0.001 per share ("Shares"), of Advanced Analogic Technologies Incorporated ("AATI") outstanding on a fully diluted basis as of December 5, 2011, consisting of (a) 44,301,895 Shares issued and outstanding, (b) 6,747,913 Shares subject to issuance upon exercise of outstanding options and (c) 2,151,462 Shares subject to outstanding restricted stock units.

** The amount of filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 3 for fiscal year 2012 issued by the Securities and Exchange Commission. Such fee equals 0.011460% of the transaction value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$35,362.00
Form or Registration No.: SC TO-T

Filing Party: Skyworks Solutions, Inc.
Date Filed: December 9, 2011

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 3 (this "Amendment") to the Tender Offer Statement on Schedule TO (as amended and supplemented from time to time, the "Schedule TO") is filed by Skyworks Solutions, Inc., a Delaware corporation ("Skyworks"), and PowerCo Acquisition Corp, a Delaware corporation ("Offeror") and a wholly owned subsidiary of Skyworks. This Amendment amends and supplements the Schedule TO relating to the offer by Offeror to purchase all of the outstanding shares of common stock, par value \$0.001 per share (the "Shares"), of Advanced Analogic Technologies Incorporated, a Delaware corporation ("AATI"), at a price per share of \$5.80, net to the seller in cash, without interest and subject to any required withholdings of taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 9, 2011 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which were attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively (which, together with any amendments or supplements to the Offer to Purchase and the Letter of Transmittal, collectively constitute the "Offer").

Except as otherwise set forth below, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

Item 11. Additional Information

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

"The Offer expired at 12:00 midnight, Eastern Standard Time, at the end of Monday, January 9, 2012. According to BNY Mellon Shareowner Services, the depository for the Offer, based on preliminary information as of 12:00 midnight, Eastern Standard Time, at the end of Monday, January 9, 2012, approximately 42,861,222 Shares were tendered pursuant to the Offer and not withdrawn, 5,096,232 of which were presented pursuant to notices of guaranteed delivery. Assuming all Shares tendered pursuant to guaranteed delivery procedures are delivered, approximately 96.7% of all outstanding Shares have been tendered (the percentage is 85.2% if guaranteed delivery Shares are not taken into account). Therefore, the Minimum Condition has been satisfied. Offeror has accepted all tendered Shares for payment pursuant to the terms of the Offer and will promptly pay for such Shares.

On January 10, 2012, in addition to announcing the expiration and results of the Offer, Skyworks announced in a press release that Offeror has notified AATI of its intent to exercise its option under the merger agreement to purchase a sufficient number of newly issued Shares to ensure ownership of at least 90% of the outstanding Shares. Skyworks also announced that, to complete the acquisition of 100% of the Shares, Skyworks intends to effect a short-form merger in which Offeror will merge with and into AATI, with AATI surviving the merger and continuing as a wholly owned subsidiary of Skyworks.

The full text of the press release issued by Skyworks is attached hereto as Exhibit (a)(5)(D) and is incorporated herein by reference.”

Item 12. Exhibits.

The following is filed as an Exhibit to this Amendment:

(a)(5)(D) Press release issued by Skyworks on January 10, 2012

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 10, 2012

SKYWORKS SOLUTIONS, INC.

By: /s/ DAVID J. ALDRICH

Name: David J. Aldrich

Title: President and Chief Executive Officer

POWERCO ACQUISITION CORP.

By: /s/ MARK V.B. TREMALLO

Name: Mark V.B. Tremallo

Title: Vice President

EXHIBIT INDEX

<u>Exhibit No.</u>	
(a)(1)(A)	Offer to Purchase, dated December 9, 2011.*
(a)(1)(B)	Form of Letter of Transmittal.*
(a)(1)(C)	Form of Notice of Guaranteed Delivery.*
(a)(1)(D)	Form of Letter from MacKenzie Partners, Inc. to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees to Clients.*
(a)(1)(F)	Internal Revenue Service Form W-9 (Request for Taxpayer Identification Number and Certification), including instructions for completing the form.*
(a)(5)(A)	Joint Press Release Issued by Skyworks and AATI, dated November 30, 2011, announcing the execution of Amendment No. 1 to the Agreement and Plan of Merger among Skyworks, Offeror and AATI (incorporated in this Schedule TO by reference to the Schedule TO-C filed by Skyworks on November 30, 2011).*
(a)(5)(B)	Form of Summary Advertisement Published in the <i>Wall Street Journal</i> on December 9, 2011.*
(a)(5)(C)	Aldrich Email to Employees of AATI and Skyworks.*
(a)(5)(D)	Press release issued by Skyworks on January 10, 2012
(d)(1)	Agreement and Plan of Merger, dated as of May 26, 2011, by and among Skyworks, Offeror and AATI (incorporated in this Schedule TO by reference to the Current Report on Form 8-K filed by Skyworks on December 5, 2011).*
(d)(2)	Amendment No. 1, dated November 30, 2011, to Agreement and Plan of Merger, dated as of May 26, 2011, by and among Skyworks, Offeror and AATI (incorporated in this Schedule TO by reference to the Current Report on Form 8-K filed by Skyworks on December 5, 2011).*
(d)(3)	Stockholder Agreement, dated as of May 26, 2011, by and among Skyworks, Richard K. Williams, Samuel J. Anderson, Jason L. Carlson, Jaff Lin, Thomas P. Redfern, Chandramohan Subramaniam, Jun-Wei Chen, Ashok Chandran, Kevin D'Angelo.*

* Previously filed

**Media Relations:**

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Investor Relations:

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**Skyworks Solutions Announces Successful Completion
of Tender Offer for Shares of Advanced Analogic Technologies**

WOBURN, Mass., Jan. 10, 2012 — Skyworks Solutions, Inc. (“Skyworks”) (NASDAQ: SWKS) announced today the successful completion of the tender offer by Skyworks’ wholly-owned subsidiary, PowerCo Acquisition Corp. (“Offeror”), for all of the outstanding shares of common stock of Advanced Analogic Technologies Incorporated (“AATI”) for \$5.80 per share, paid to the seller in cash, without interest and subject to any required withholdings of taxes.

The offering period expired at 12:00 midnight, Eastern Standard Time, at the end of Monday, January 9, 2012. BNY Mellon Shareowner Services, the depositary for the tender offer, has indicated that as of 12:00 midnight at the end of January 9, 2012, a total of 42,861,222 shares of AATI’s common stock had been validly tendered and not withdrawn pursuant to the tender offer during the offering period (including 5,096,232 shares delivered pursuant to the guaranteed delivery procedures). Assuming all shares tendered pursuant to guaranteed delivery procedures are delivered, approximately 96.7% of all outstanding shares have been tendered (the percentage is 85.2% if guaranteed delivery shares are not taken into account).

Skyworks also announced that, to complete the acquisition of 100% of the common stock of AATI, Skyworks will effect, without prior notice to, or any action by, any other AATI stockholder, a short-form merger in which Offeror will merge with and into AATI, with AATI surviving the merger and continuing as a wholly owned subsidiary of Skyworks. To that end, Offeror has notified AATI of its intent to exercise its option under the merger agreement to purchase sufficient newly issued AATI shares to ensure ownership of at least 90% of the outstanding AATI shares to complete the short-form

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merger. In the merger, each of the remaining untendered shares of AATI common stock (other than shares as to which appraisal rights are properly demanded and perfected under Delaware law, if any) will be converted into the right to receive the same \$5.80 per share, paid in cash, without interest and subject to any required withholdings of taxes, as was paid to AATI stockholders pursuant to the tender offer. Following the merger, instructions will be mailed to those AATI stockholders who did not tender their shares in the tender offer outlining the steps to be taken to obtain the merger consideration. Subsequent to the merger, AATI's common stock will cease to be traded on the NASDAQ Stock Market.

Questions and requests for assistance regarding the tender offer may be directed to the Information Agent for the offer, MacKenzie Partners, Inc., at (800) 322-2885 (Toll-Free).

About Skyworks

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

Headquartered in Woburn, Mass., Skyworks is worldwide with engineering, manufacturing, sales and service facilities throughout Asia, Europe and North America. For more information, please visit Skyworks's Web site at: www.skyworksinc.com.

Forward-Looking Statements

This news release includes "forward-looking statements" regarding, without limitation, information relating to future results and expectations of Skyworks (including without limitation certain projections and business trends). Forward-looking statements can often be identified by words such as "anticipates," "expects," "forecasts," "intends," "believes," "plans," "may," "will," or "continue," and similar expressions and variations or negatives of these words. All such statements are subject to certain risks, uncertainties and other important factors that could cause actual results to differ materially and adversely from those projected, and may affect Skyworks's future operating results, financial position and cash flows.

Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including the expected benefits and costs of the transaction; management plans relating to the transaction; the expected timing of the completion of the transaction; the ability to complete the transaction; any statements of the plans, strategies and objectives of management for future operations, including the execution of integration plans; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the transaction may not be timely completed, if at all; that,

prior to the completion of the transaction, AnalogicTech's business may experience disruptions due to transaction-related uncertainty or other factors making it more difficult to maintain relationships with employees, customers or other business partners; that the parties are unable to successfully implement integration strategies; and other risks that are described in Skyworks's SEC reports, including but not limited to the risks described in Skyworks's Annual Report on Form 10-K, as amended, for its fiscal year ended September 30, 2011 and subsequent Quarterly Reports on Form 10-Q, as well as the tender offer documents filed by Skyworks and PowerCo Acquisition Corp., a subsidiary of Skyworks, as amended.

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

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

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