

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 8, 2015**

Skyworks Solutions, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-05560
(Commission
File Number)

04-2302115
(IRS Employer
Identification No.)

20 Sylvan Road, Woburn, MA
(Address of Principal Executive Offices)

01801
(Zip Code)

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

Not applicable.

(Former name or former address, if changed since last report.)

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

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

Item 8.01. Other Events.

As previously disclosed in the Current Report on Form 8-K filed on October 6, 2015, by Skyworks Solutions, Inc. (the "Company" or "Skyworks"), on October 5, 2015, Skyworks and its wholly owned subsidiary, Amherst Acquisition, Inc. ("Merger Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with PMC-Sierra, Inc. ("PMC"), providing for the merger of Merger Sub with and into PMC (the "Merger"), with PMC surviving the Merger as a wholly owned subsidiary of the Company.

On October 8, 2015, the Company used the materials attached as Exhibit 99.1 hereto in a presentation to employees of PMC with respect to the proposed Merger.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The exhibit listed on the Exhibit Index hereto is filed as part of this Current Report on Form 8-K.

Important Additional Information Will Be Filed with the Securities and Exchange Commission

PMC plans to file with the SEC and mail to its stockholders a proxy statement in connection with the Merger. Additionally, PMC will file other relevant materials with the SEC in connection with the transaction. The proxy statement and other relevant materials will contain important information about Skyworks, PMC, the Merger and related matters. Investors and security holders are urged to read the proxy statement and the other relevant materials carefully when they become available before making any voting or investment decision with respect to the proposed Merger because they will contain important information about the Merger and the parties to the Merger.

Investors and security holders will be able to obtain free copies of the proxy statement and relevant other documents filed with the SEC by Skyworks and PMC through the website maintained by the SEC at www.sec.gov.

In addition, investors and security holders will be able to obtain free copies of the proxy statement and the other relevant documents filed with the SEC by PMC from PMC by contacting Joel Achramowicz at (408) 239-8630.

Skyworks and PMC, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies in respect of the transactions contemplated by the Merger Agreement. Information regarding Skyworks' directors and executive officers is contained in Skyworks' Form 10-K for the year ended October 3, 2014 and its proxy statement dated April 8, 2015. Information regarding PMC's directors and executive officers is contained in PMC's Form 10-K for the year ended December 27, 2014 and its proxy statement dated March 20, 2015, which are filed with the SEC. Additional information regarding the participants in the solicitation of proxies in respect of the transactions contemplated by the Merger Agreement and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC when they become available.

Safe Harbor for Forward-Looking Statements

Certain statements made herein are "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements include without limitation information regarding the proposed transaction between Skyworks and PMC, the expected timetable for completing the transaction, future financial and operating results, benefits and synergies of the transaction, future opportunities for the combined company and any other statements about Skyworks or PMC managements' future expectations, beliefs, goals, plans or prospects. 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 our future operating results, financial position and cash flows.

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These risks, uncertainties and other important factors include, but are not limited to: the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; the outcome of any legal proceedings that could be instituted against PMC or its directors or Skyworks related to the Merger Agreement; the inability to complete the Merger due to the failure to obtain stockholder approval for the Merger or the failure to satisfy other conditions to completion of the Merger, including the receipt of all regulatory approvals related to the Merger; the failure of Skyworks to obtain the necessary financing arrangements set forth in the debt commitment letter delivered pursuant to the Merger Agreement; risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the Merger; the effects of local and national economic, credit and capital market conditions on the economy in general, and other risks and uncertainties described herein, as well as those risks and uncertainties discussed from time to time in our other reports and other public filings with the SEC, including, but not limited to, those detailed in Skyworks' Annual Report on Form 10-K for the year ended October 3, 2014 and its most recent quarterly report filed with the SEC and in PMC's Annual Report on Form 10-K for the year ended December 27, 2014 and its most recent quarterly report filed with the SEC. The forward-looking statements contained herein 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.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SKYWORKS SOLUTIONS, INC.

Date: October 8, 2015

/s/ Mark V.B. Tremallo

Mark V.B. Tremallo

Vice President, General Counsel and Secretary

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EXHIBIT INDEX

**Exhibit
Number**

Description

99.1 Presentation Materials, dated October 8, 2015

5



Creating a Connectivity to the Cloud Powerhouse

David J. Aldrich
Chairman and CEO

October 2015





**Connecting Everyone and Everything,
All the Time**

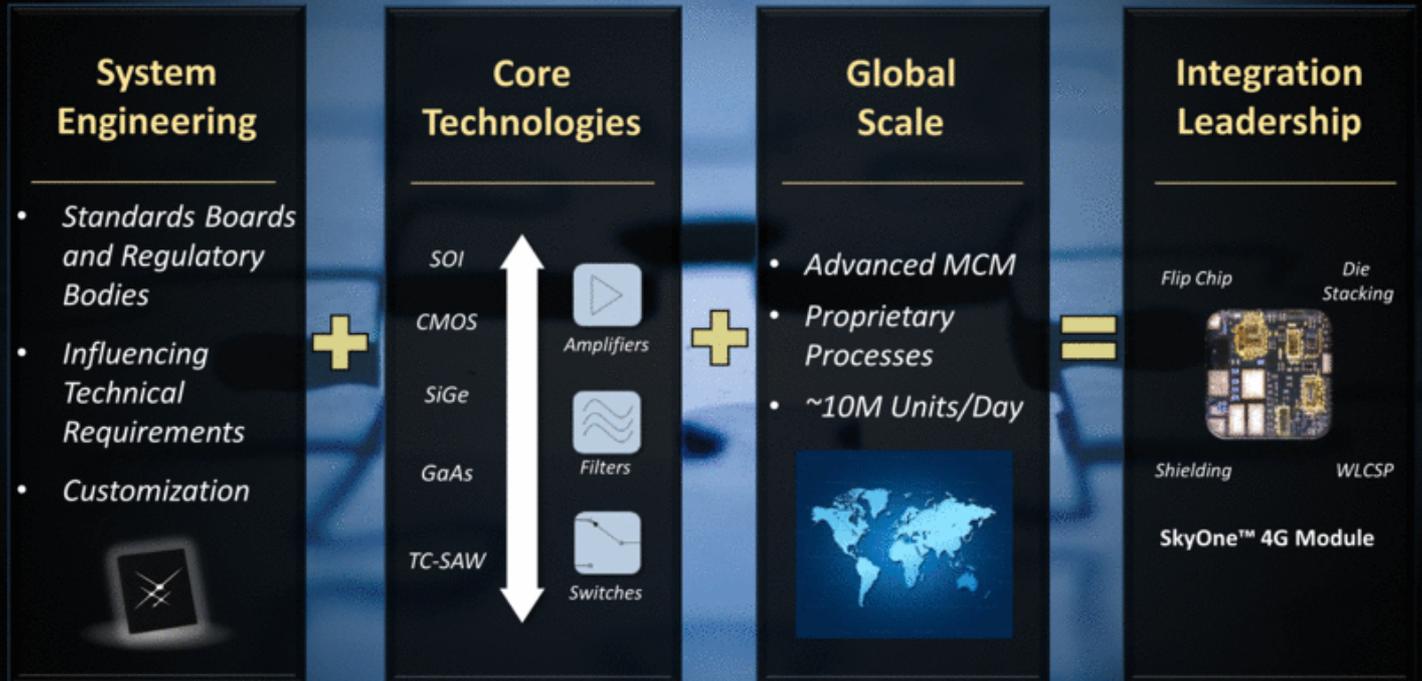
Capitalize on Powerful Market Forces in Mobile and IoT

Provide Increased Value—Systems Leadership

Diversification—Expanding our Opportunities

Operational Excellence—Superior Financial Returns

Above Market Growth with Diversified Analog Financial Returns



Overview

Macro Environment

Mobile Drivers

Broad Market and IoT Drivers

Financial Returns

Consumers, Content Providers, Carriers Driving Data Explosion

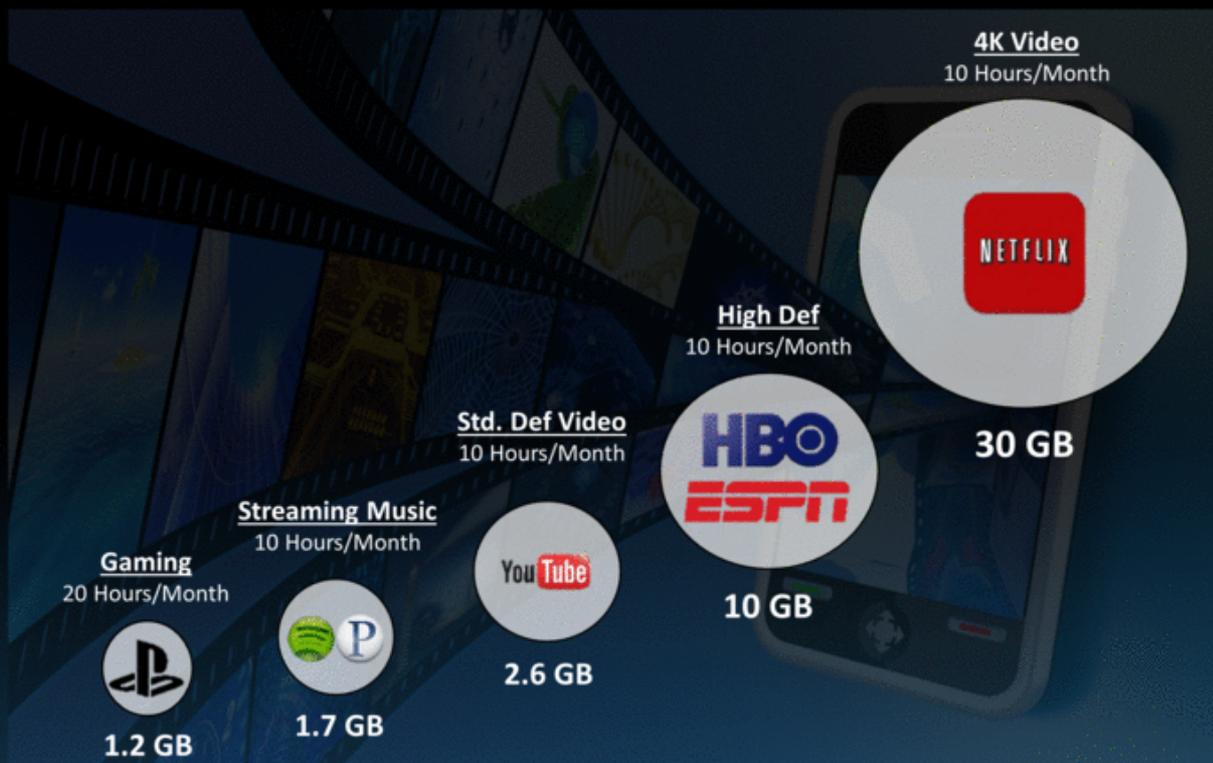
Connectivity Crucial to the User Experience

OEMs Responding with Higher Performance Devices

Limited Spectrum to Support Exploding Data Demand

Mobile Devices are the Gateway to an Ecosystem of Rich Media and E-Commerce

Insatiable Demand for Higher Data



Adoption of Streaming Services Driving a Boom Data Consumption

Source:
U.S. Cellular, 4G Americas

Mobile Data Consumption Exploding

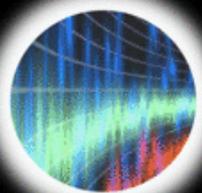


Source: Cisco VNI Mobile, 2015

Connectivity an Enabler of an Ecosystem of Content and Services

SKYWORKS





More Frequency Bands

- Number of Global Frequency Bands Continues to Rise
- Number of Bands per Device Increasing
- Unlicensed Bands Becoming Available



More Data Through Existing Spectrum

- LTE-Advanced and Carrier Aggregation
- Diversity and MIMO
- Wi-Fi Offload



Higher Power-Added Efficiency

- Increasing Power Levels While Maintaining Battery Life

Tremendous Technical Challenges—Creating New Opportunities for Skyworks

Overview

Macro Environment

Mobile Drivers

Broad Market and IoT Drivers

Financial Returns

Today



Bands: ~15
Filters: ~30
CA Combos: ~5
MIMO: 1

SkyOne Ultra (x3)
GPS SW/LNA
LED Flash
Diversity Module
DC/DC Converter
802.11ac WLAN

\$10-12 Addressable

~3 Years

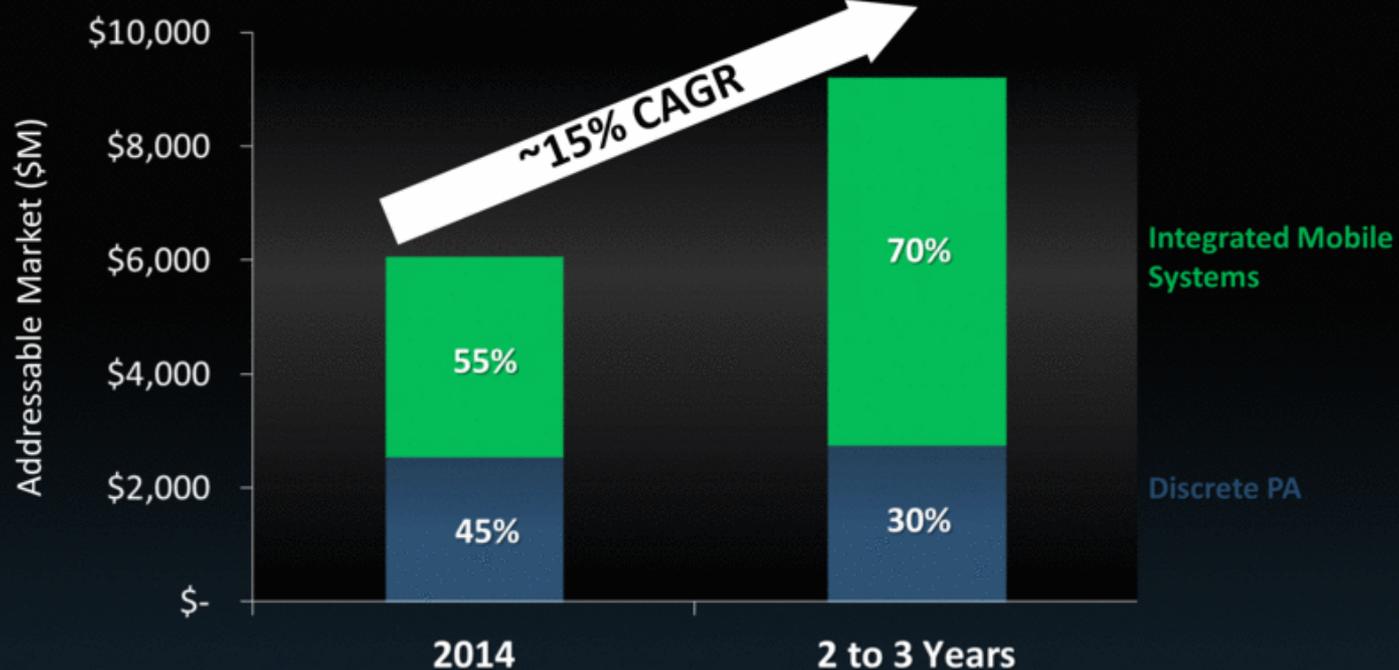


Bands: >30
Filters: >75
CA Combos: >200
MIMO: 8

SkyOne™ Ultra (x5)
Carrier Aggregation
Diversity Module (x3)
GPS SW/LNA
LED Flash
MIMO / Multi-Antenna
ET Converter
Multi-Stream
802.11ac WLAN

\$>18 Addressable

Long Term Growth in Mobile SAM



Biggest Growth in Integrated Systems and Mobile Analog Products

Overview

Macro Environment

Mobile Drivers

Broad Market and IoT Drivers

Financial Returns

I. Internet of Things

- *Driving Connectivity into New Device Categories*

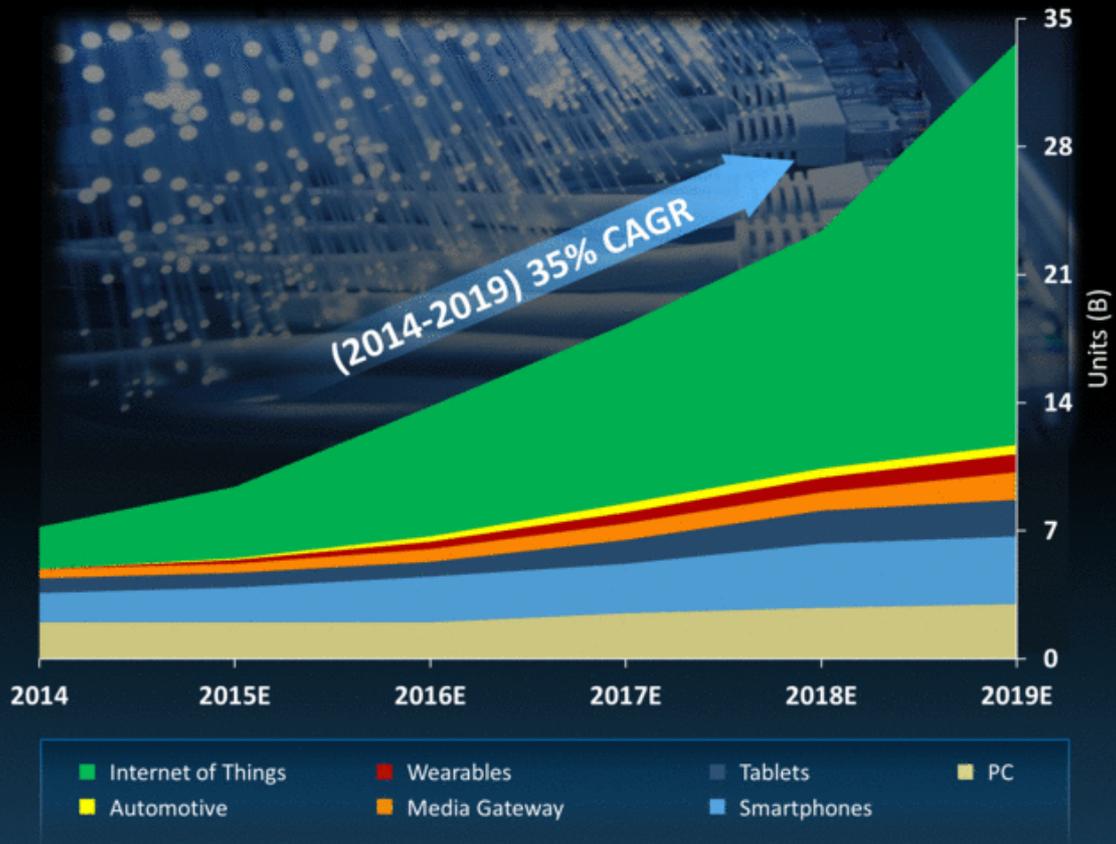
II. Bandwidth Needs Growing Dramatically

- *Networking, Media, Storage, Cloud*

III. Increasing Vertical Market Penetration

- *Automotive, Medical, Industrial*

Connectivity Spreading Across Diversified Markets

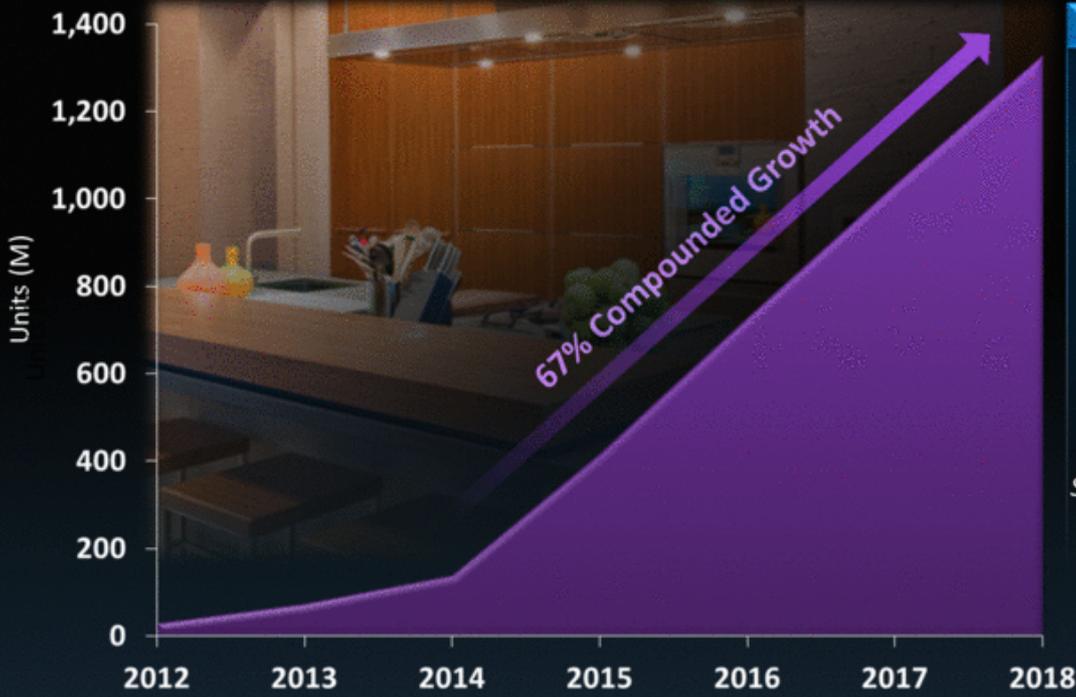


Source: Ericsson, Skyworks estimates

New Market Opportunities

Connected Home

SKYWORKS®



Skyworks Traction

nest

Smoke Detectors

Thermostats

Honeywell

Alarm Systems

SYLVANIA

Wireless Lighting

amazon

Streaming Media Platforms

wikset

Intelligent Security

SONOS

Audio Systems

Source: BI Intelligence Estimates

New Market Opportunities

Automotive Applications



Source: SBD, GSMA

Skyworks Traction



Navigational Assist



HYUNDAI

Backlight Drivers for In-Dash Display



Collision Avoidance Systems

Growing Bandwidth Requirements

Enhancing Content Opportunities

SKYWORKS

2012

SAM: <\$1



MoCA Switch
Load Switch

2014

SAM: \$4-\$5



11n WLAN FEMs
Voltage Reg
Load Switches
DC-DC Converters
MoCA Switch

2016

SAM: \$7-\$10



11ac WLAN FEMs GPS Rx
Satellite LNA ZigBee FEM
CATV LNA Voltage Reg
Optical DC-DC
4G LTE MoCA Switch

Content Rich Set-top Boxes and Media Gateways Becoming the Hub of the Connected Home



IoT



Catalog



Network
Infrastructure



Networking
Gear

**\$10 Billion
Opportunity
Over 2-3 Year
Period**



Emerging

Overview

Macro Environment

Mobile Drivers

Broad Market and IoT Drivers

Financial Returns

Strong Top Line Growth

- *Expanding Opportunities in Targeted High Growth Markets*

Business Model Contribution

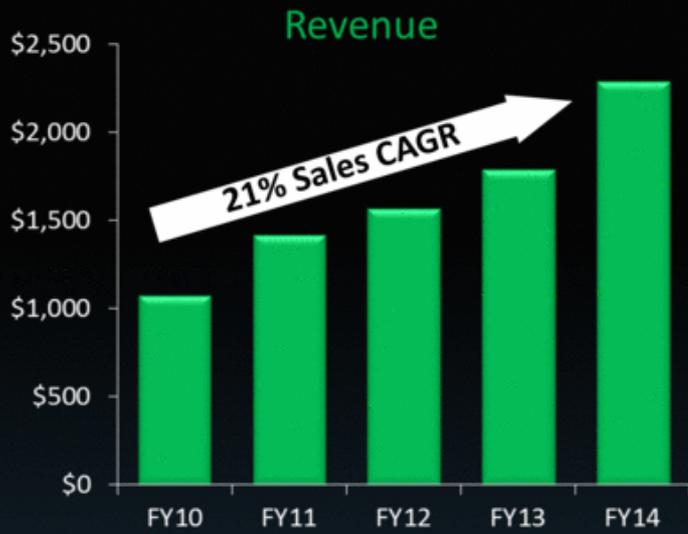
- *GM Expansion and Leverage*

Best In Class Financial Returns

- *Earnings per Share; Cash Flow; ROIC*

Unique Model Producing High Growth With Diversified Analog Returns

A Track Record of Results With Strong Operating Leverage



Gross Margin 220bp

Op Margin 700bp

Significant Earnings Potential Ahead



	Q4'15	Mid Term
Revenue (\$M)	\$3.5B	~\$4B
Gross Margin	50%	>50%
EPS	~\$6	\$7

↑ ~15% Market
↑ Systems Solutions Enhance Margins
↑ Strong EPS Upside

Complexity Driving Profitability

Target Broad Based, High Growth Segments

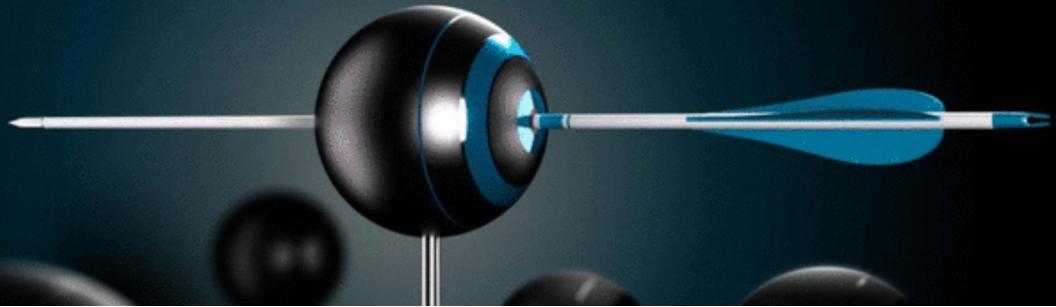
- Enabling Connectivity in all Forms

Providing Value Added Solutions

- Analog Complexity Drives Profitability

Consistently Delivering Superior Returns

- Diversification and Scale



*Creating a Connectivity to
the Cloud Powerhouse*





Expands Our Serviceable Market into Cloud Storage and Optical Networking

Combines PMC's Leadership in Mixed Signal Storage and Transport Devices with SWKS RF/Analog Scale and Customers

Creates Operational Efficiencies and Cost Synergies

Benefits All of Our Stakeholders

Key Customers

SKYWORKS®

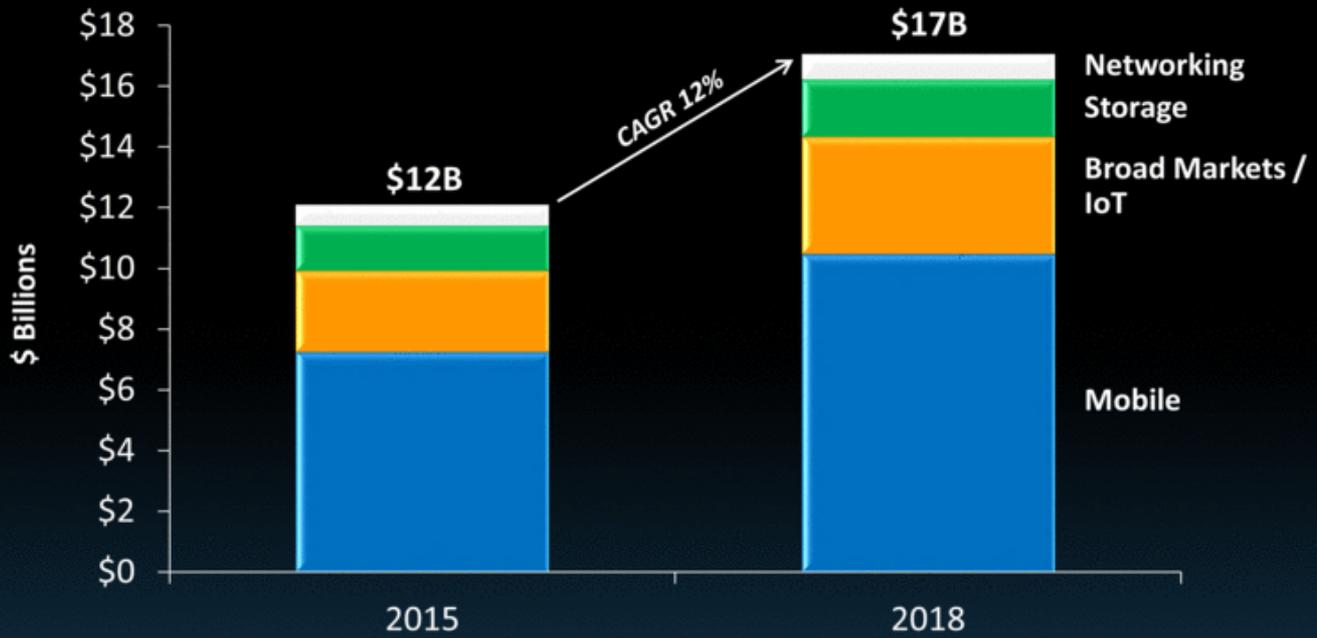
SKYWORKS®

PMC



Complementary Yet Highly Synergistic

The Combined Market Opportunity



An Enormous Market Opportunity with Substantial Headroom



SKYWORKS®

PMC

Q&A

Please use the following commands if you have any questions.

Press *7 to unmute

Press *6 to mute

Important Additional Information Will Be Filed with the SEC

SKYWORKS[®]



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