
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): February 27, 2007

Skyworks Solutions, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

1-5560

04-2302115

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

20 Sylvan Road, Woburn, Massachusetts

01801

(Address of Principal Executive Offices)

(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))
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Item 3.02. Unregistered Sales of Equity Securities.

On February 27, 2007, Skyworks Solutions, Inc. (the “Registrant”) entered into a definitive agreement to sell \$100 million aggregate principal amount of 1.25% convertible subordinated notes due 2010 (the “2010 Notes”) and \$100 million aggregate principal amount of 1.50% convertible subordinated notes due 2012 (the “2012 Notes” and together with the 2010 Notes, the “Notes”) in a private placement to qualified institutional buyers pursuant to Rule 144A of the Securities Act of 1933, as amended (the “Act”). The Notes will be convertible prior to maturity into shares of common stock, \$0.25 par value per share, of the Registrant (the “Common Stock”) at an initial conversion price of \$9.5175 per share, which represents an initial conversion rate of 105.0696 shares of Common Stock per \$1,000 principal amount of Notes (subject to adjustment). The closing of the offering is expected to occur on March 2, 2007.

The Notes and the shares of Common Stock issuable upon conversion of the Notes will not be registered under the Act and may not be offered or sold absent registration or an applicable exemption from registration requirements.

The Registrant expects to agree, pursuant to a registration rights agreement, to file a shelf registration statement with the Securities and Exchange Commission with respect to resales of the Notes and any shares of Common Stock issuable upon conversion of the Notes.

Item 8.01. Other Events.

A copy of the press release relating to the pricing of the Notes offering is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated February 27, 2007.

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.

Date: February 27, 2007

SKYWORKS SOLUTIONS, INC.

By: /s/ Allan M. Kline

Name: Allan M. Kline

Title: Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 27, 2007.



Media Relations:

Pilar Barrigas
(949) 231-3061

Investor Relations:

Thomas Schiller
(949) 231-4700

Skyworks Prices Offering of Convertible Subordinated Notes

WOBURN, Mass., Feb. 27, 2007 — Skyworks Solutions, Inc. (NASDAQ: SWKS), an innovator of high performance analog and mixed signal semiconductors enabling mobile connectivity, today announced that it has priced its previously announced private placement of \$100 million aggregate principal amount of 1.25% convertible subordinated notes due 2010 and \$100 million aggregate principal amount of 1.5% convertible subordinated notes due 2012 to qualified institutional buyers. The notes will be convertible into cash, shares of the company's common stock or a combination of shares and cash, at its option, at an initial price of \$9.5175 per share. Holders of the notes may require Skyworks to repurchase the notes upon the occurrence of a fundamental change as described in the notes.

The sale of the notes is expected to close on March 2, 2007.

Skyworks intends to use the net proceeds from the offering for working capital and general corporate purposes, which may include capital expenditures, funding potential future acquisitions, the repurchase of up to \$50 million of its common stock and repaying some or all of the outstanding principal amount and accrued interest on its outstanding indebtedness.

The notes, and any common stock issuable upon conversion of the notes, have not been registered under the Securities Act of 1933, as amended, or the securities laws of any other jurisdiction and, may not be offered or sold in the United States absent registration or an applicable exemption from, registration requirements.

This announcement does not constitute an offer to sell or the solicitation of offers to buy these securities, nor shall there be any offer or sale of these securities in any state in which such offer, solicitation or sale would be unlawful.

Safe Harbor Statement

This news release includes “forward-looking statements” intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements include information relating to the closing of the private placement. Forward-looking statements can often be identified by words such as “anticipates,” “expects,” “intends,” “believes,” “plans,” “may,” “will,” “continue,” similar expressions, and variations or negatives of these words. All such statements are subject to certain risks and uncertainties 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.

These risks and uncertainties include, but are not limited to: global economic and market conditions, the market for Skyworks securities and other risks detailed from time to time in Skyworks filings with the SEC. 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.

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