

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)

Skyworks Solutions, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Certain Options to purchase Common Stock, par value \$0.25 per share,
with an exercise price equal to or greater than \$13.00 per share**

(Title of Class of Securities)

83088M102

(CUSIP Number of Class of Securities (Underlying Common Stock))

Paul E. Vincent
Vice President, Chief Financial Officer and Treasurer
Skyworks Solutions, Inc.
20 Sylvan Road
Woburn, Massachusetts 01801
(781) 376-3000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

Daniel N. Yannuzzi, Esq.
Vice President and General Counsel
Skyworks Solutions, Inc.
5221 California Avenue
Irvine, California 92612
(949) 231-3000

Steven M. Przesmicki, Esq.
Cooley Godward LLP
4401 Eastgate Mall
San Diego, California 92121-9109
(858) 550-6000

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.
 issuer tender offer 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:

INTRODUCTORY STATEMENT.

This Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission on June 2, 2003, as amended, relating to an offer by Skyworks Solutions, Inc., a Delaware corporation (the "Company"), to exchange certain options to purchase shares of the Company's common stock, par value \$0.25 per share, on the terms and subject to the conditions set forth in the Offer to Exchange Outstanding Options to Purchase Common Stock, dated June 2, 2003.

Item 12. Exhibits.

(a)(1)(A) *	Offer to Exchange Outstanding Options to Purchase Common Stock, dated June 2, 2003.
(a)(1)(B) *	Overview of Employee Stock Option Exchange Offer.
(a)(1)(C) *	Form of Election Form.
(a)(1)(D) *	E-Mail Announcement Regarding Stock Option Exchange Offer, sent on June 2, 2003 to Holders of Eligible Options
(a)(1)(E) *	Letter, dated June 2, 2003, to Holders of Eligible Options.
(a)(1)(F) *	Form of Withdrawal Form
(a)(1)(G) *	Employee Presentation: "Understanding the Employee Stock Option Exchange Program"
(a)(1)(H) *	Form of E-mail Announcement Regarding In-Person Stock Option Exchange Program Information Sessions
(a)(1)(I) *	Form of E-mail Announcement Regarding Webcast Stock Option Exchange Program Information Sessions
(a)(1)(J) *	Form of E-mail Response to Questions Regarding the Employee Stock Option Exchange Program
(a)(1)(K)	Form of E-mail Notifying Employees of Pending Confirmation
(a)(1)(L)	Form of E-mail Reminding Employees of Expiration of Offer
(a)(1)(M)	Supplemental Question and Answer Document
(a)(1)(N)	Form of E-Mail Notifying Employee of Irregularity in Election/Withdrawal Form
(a)(1)(O)	Form of E-Mail Notifying Employee of Late Delivery of Election/Withdrawal Form
(a)(1)(P)	Form of E-mail Communication Regarding WebEx Information Session
(b)	Not applicable.
(d)(1)	Skyworks Solutions, Inc. 1996 Long-Term Incentive Plan. Filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended April 1, 2001, and incorporated herein by reference.
(d)(2)	Skyworks Solutions, Inc. 1999 Employee Long-Term Incentive Plan. Filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2002, and incorporated herein by reference.
(d)(3)	Washington Sub Inc., 2002 Stock Option Plan. Filed as an exhibit to the Company's Registration Statement on Form S-3 filed on July 15, 2002 (File No. 333-92394), and incorporated herein by reference.
(g)	Not applicable.
(h)	Not applicable.

* Previously filed as an exhibit to the Schedule TO, as amended.

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.

SKYWORKS SOLUTIONS, INC.

By: /s/ PAUL E. VINCENT
 Paul E. Vincent
 Vice President, Chief Financial Officer and
 Treasurer

Date: June 11, 2003

INDEX TO EXHIBITS

(a)(1)(A) *	Offer to Exchange Outstanding Options to Purchase Common Stock, dated June 2, 2003.
(a)(1)(B) *	Overview of Employee Stock Option Exchange Offer.
(a)(1)(C) *	Form of Election Form.
(a)(1)(D) *	E-Mail Announcement Regarding Stock Option Exchange Offer, sent on June 2, 2003 to Holders of Eligible Options
(a)(1)(E) *	Letter, dated June 2, 2003, to Holders of Eligible Options.
(a)(1)(F) *	Form of Withdrawal Form
(a)(1)(G) *	Employee Presentation: "Understanding the Employee Stock Option Exchange Program"
(a)(1)(H) *	Form of E-mail Announcement Regarding In-Person Stock Option Exchange Program Information Sessions
(a)(1)(I) *	Form of E-mail Announcement Regarding Webcast Stock Option Exchange Program Information Sessions
(a)(1)(J) *	Form of E-mail Response to Questions Regarding the Employee Stock Option Exchange Program
(a)(1)(K)	Form of E-mail Notifying Employees of Pending Confirmation
(a)(1)(L)	Form of E-mail Reminding Employees of Expiration of Offer
(a)(1)(M)	Supplemental Question and Answer Document
(a)(1)(N)	Form of E-Mail Notifying Employee of Irregularity in Election/Withdrawal Form
(a)(1)(O)	Form of E-Mail Notifying Employee of Late Delivery of Election/Withdrawal Form
(a)(1)(P)	Form of E-mail Communication Regarding WebEx Information Session
(b)	Not applicable.
(d)(1)	Skyworks Solutions, Inc. 1996 Long-Term Incentive Plan. Filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended April 1, 2001, and incorporated herein by reference.
(d)(2)	Skyworks Solutions, Inc. 1999 Employee Long-Term Incentive Plan. Filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2002, and incorporated herein by reference.
(d)(3)	Washington Sub Inc., 2002 Stock Option Plan. Filed as an exhibit to the Company's Registration Statement on Form S-3 filed on July 15, 2002 (File No. 333-92394), and incorporated herein by reference.
(g)	Not applicable.
(h)	Not applicable.

* Previously filed as an exhibit to the Schedule TO, as amended.

Dates of Reminder: June 17, 2003 (10 Day Reminder)
 June 24, 2003 (5 Day Reminder)
 June 30, 2003 (1 Day Reminder)

Subject: Expiration Date for the Exchange Offer under the Employee Stock Option Exchange Program

To: Skyworks Employees:

You currently have [insert number here] business days remaining in the Offering Period.

As you know, Skyworks launched its Employee Stock Option Exchange Program on June 2, 2003. If you are considering participating in the Employee Stock Option Exchange Program please be reminded that your Election Form must be signed and completed in its entirety and submitted to Stock Administration so that it is RECEIVED by 5:00 p.m. Eastern Daylight Saving Time on the Expiration Date, July 1, 2003. If you do not submit a signed and completed Election Form in accordance with the procedures set forth in the Offer to Exchange by the stated time on the Expiration Date, it will be deemed a rejection of the Offer. If you have any questions, please feel free to contact Stock Administration at (781) 376-3260.

Stock Administration
[Insert contact information here]

Supplemental Question and Answer Document

- SQ1** **Will there be a broad-based employee stock option grant in the Fall of 2003, and, if so, will my participation in the Employee Stock Option Exchange Program affect my eligibility to participate in such a grant?**
- SA1** In recent history Skyworks and our predecessors have provided a broad-based stock option grant to our employees on an annual basis. While the Company currently expects to continue this practice, there can be no guarantee that such broad-based grants can or will continue to be made on an annual basis. The Company's management and our Board of Directors periodically evaluate stock options as an incentive tool to attract, retain and motivate employees, and will continue to assess opportunities for making broad-based grants to employees. If a decision is made to make a broad-based grant to employees in the near future, such grant will not be made prior to January 2, 2004. Therefore, your decision to participate in the Employee Stock Option Exchange Program will have no bearing on your eligibility to receive options under a broad-based grant or on the number of option shares awarded to you for such grant.
- SQ2** **How was it determined to offer the Employee Stock Option Exchange Program at this time?**
- SA2** By making the offer to exchange outstanding Eligible Options for Replacement Options, the Company and our Board of Directors intended to provide our employees with the opportunity to potentially hold options that, over time, may have a greater potential to provide value, and thereby create better incentives for our employees and also create value for all of our stockholders. In furtherance of these objectives, the Board of Directors made the decision to roll out the Employee Stock Option Exchange Program as soon as practically possible.
- SQ3** **How were the exchange ratios determined?**
- SA3** The exchange ratios reflect the Company's objective of providing the opportunity for employees to potentially hold options that, over time, may have a greater potential to provide value, while at the same time balancing the interests and considerations of our stockholders.

Subject: Irregularity in Election/Withdrawal Form

Dear [insert Employee Name],

We have received your [Election/Withdrawal] Form on [insert date and time here] and have noted [insert irregularities]. As a result, this [Election/Withdrawal] Form shall not be effective to [insert desired outcome if known]. Remember, the last Election or Withdrawal Form we receive from you prior to the Expiration Date of July 1, 2003, 5:00 p.m. Eastern Daylight Saving Time will govern your participation in the Employee Stock Option Exchange Program. Therefore, if you wish to correct this irregularity, you should submit a correct and complete version of the form so that it reaches Stock Administration on or before the Expiration Date of July 1, 2003, 5:00 p.m. Eastern Daylight Saving Time in accordance with the procedures described in the Offer to Exchange.

Stock Administration

[Insert contact information here]

Subject: WebEx Recording of Employee Stock Option Exchange Program Information Session

If you are eligible to participate in the recently announced Employee Stock Option Exchange Program, you are invited to view a recorded WebEx session containing information about the program. **This WebEx session is a recording of a live session previously conducted in Irvine. It will be available for viewing online until the Offer Expiration Date of July 1, 2003 at 5:00 p.m. Eastern Daylight Saving Time.**

To access the session, click on the link below or copy and paste it into your browser's address field: http://skyworksinc.webex.com/skyworksinc/playback.php?FileName=http%3A//netpodium.conexant.com/skyworks/webex_rec/stock_op_exc_prog.wrf&Rnd=0.624345046326714

The latest version of the WebEx Player will automatically be installed when you visit this web address.

If you have any questions, please contact Stock Administration at 781-376-3260.

Stock Administration

[Insert contact information here]

Subject: Late Delivery of Election/Withdrawal Form

Dear [insert Employee Name],

We have received your [Election/Withdrawal] Form on [insert date and time here], which is past the Expiration Date of July 1, 2003, 5:00 p.m. Eastern Daylight Saving Time. Consequently, this [Election/Withdrawal] Form will not be effective and your participation in the Employee Stock Option Exchange Program will be governed by the last Election or Withdrawal Form we received from you prior to the Expiration Date of July 1, 2003, 5:00 p.m. Eastern Daylight Saving Time. If we did not receive a timely and properly submitted Election Form from you prior to the Expiration Date of July 1, 2003, 5:00 p.m. Eastern Daylight Saving Time, you will not be a participant in the Employee Stock Option Exchange Program.

Stock Administration

[Insert contact information here]

Subject: Pending Confirmation Notice Letters

To: Skyworks Employees

Please be advised that the Exchange Offer under the Employee Stock Option Exchange Program expired on July 1, 2003 at 5:00 p.m. Eastern Daylight Saving Time as expected. If you elected to participate in the Employee Stock Option Exchange Program, you will receive a confirmation notice on or about July 23, 2003. The confirmation notice will be mailed to your home address or, if you are an employee located outside the United States, to your local Human Resources Manager for distribution. If you do not receive a confirmation notice by this date, please contact Stock Administration at (781) 376- 3260.

Stock Administration

[Insert contact information here]