

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

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Skyworks Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

04-2302115

(I.R.S. Employer Identification No.)

Skyworks Solutions, Inc.

20 Sylvan Road

Woburn, Massachusetts 01801

(Address of Principal Executive Offices) (Zip Code)

**2002 Employee Stock Purchase Plan, as amended
Non-Qualified Employee Stock Purchase Plan, as amended**
(Full title of the plans)

Mark V. B. Tremallo

Vice President, General Counsel and Secretary

Skyworks Solutions, Inc.

20 Sylvan Road

Woburn, Massachusetts 01801

(Name and Address of agent for service of process)

(781) 376-3000

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Stock, par value \$0.25 per share	2,550,000(2)	\$19.72	\$50,286,000	\$5,839.00

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of (i) 2,250,000 shares issuable under the 2002 Employee Stock Purchase Plan and (ii) 300,000 shares issuable under the Non-Qualified Employee Stock Purchase Plan.
- (3) The price of \$19.72 per share, which is the average of the high and low prices of the common stock as reported on the Nasdaq Global Select Market on August 9, 2011, is set forth solely for purposes of calculating the filing fee pursuant to Rules 457(c) and (h).

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STATEMENT OF INCORPORATION BY REFERENCE

This registration statement on Form S-8 is being filed to register an additional 2,250,000 shares of Common Stock, \$0.25 par value per share, of Skyworks Solutions, Inc. (the "Registrant") issuable under the 2002 Employee Stock Purchase Plan, as amended (the "ESPP") and an additional 300,000 shares of Common Stock, \$0.25 par value per share, of the Registrant issuable under the Registrant's Non-Qualified Employee Stock Purchase Plan, as amended (the "Non-Qualified ESPP"). Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this registration statement on Form S-8 incorporates by reference, with respect to the ESPP, the contents of the registration statements on Form S-8, File No. 333-100312, File No. 333-132880 and File No. 333-150782 and, with respect to the Non-Qualified ESPP, the contents of the registration statements on Form S-8, File No. 333-91524, File No. 333-100313, File No. 333-122333, File No. 333-132880 and File No. 333-150782.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this registration statement by reference:

(a) The Registrant's latest annual report filed pursuant to Section 13(a) or 15(d) of the Exchange Act or the latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (a) above.

(c) The description of the securities contained in the Registrant's registration statement on Form 8-A filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description, including, but not limited to, the Registrant's Current Report on Form 8-K (File No. 001-05560) filed with the Commission on June 17, 2011.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 5. Interests of Named Experts and Counsel.

Mark V.B. Tremallo, Vice President, General Counsel and Secretary of the Registrant, has opined as to the legality of the securities being offered by this registration statement. Mr. Tremallo is an eligible participant under the ESPP, has received awards under the ESPP and may receive future awards under the ESPP.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woburn, in the Commonwealth of Massachusetts, on this 12th day of August 2011.

SKYWORKS SOLUTIONS, INC.

By: /s/ David J. Aldrich

David J. Aldrich
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Skyworks Solutions, Inc., hereby severally constitute and appoint David J. Aldrich and Donald W. Palette, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all things in our names and on our behalf in such capacities to enable Skyworks Solutions, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any one of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below:

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ David J. Aldrich</u> David J. Aldrich	President, Chief Executive Officer and Director (Principal Executive Officer)	August 12, 2011
<u>/s/ Donald W. Palette</u> Donald W. Palette	Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)	August 12, 2011
<u>/s/ David J. McLachlan</u> David J. McLachlan	Chairman of the Board	August 12, 2011
<u>/s/ Kevin L. Beebe</u> Kevin L. Beebe	Director	August 12, 2011
<u>/s/ Moiz M. Beguwala</u> Moiz M. Beguwala	Director	August 12, 2011
<u>/s/ Timothy R. Furey</u> Timothy R. Furey	Director	August 12, 2011
<u>/s/ Balakrishnan S. Iyer</u> Balakrishnan S. Iyer	Director	August 12, 2011
<u>/s/ Thomas C. Leonard</u> Thomas C. Leonard	Director	August 12, 2011
<u>/s/ David P. McGlade</u> David P. McGlade	Director	August 12, 2011

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1(1)	Amended and Restated Certificate of Incorporation of the Registrant, as Amended
4.2(1)	Second Amended and Restated By-laws of the Registrant, as Amended
5.1	Opinion of Mark V.B. Tremallo, Esq.
23.1	Consent of KPMG LLP
23.2	Consent of Mark V.B. Tremallo, Esq. (included in Exhibit 5.1)
24.1	Power of Attorney (included as part of the signature page of this Registration Statement)
99.1(1)	Skyworks Solutions, Inc. 2002 Employee Stock Purchase Plan, as Amended
99.2(1)	Skyworks Solutions, Inc. Non-Qualified Employee Stock Purchase Plan, as Amended

(1) Incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 1, 2011 (File No. 001-05560) filed with the Securities and Exchange Commission on August 9, 2011.



August 12, 2011

Skyworks Solutions, Inc.
20 Sylvan Road
Woburn, MA 01801

Re: 2002 Employee Stock Purchase Plan, as amended
Non-Qualified Employee Stock Purchase Plan, as amended

Ladies and Gentlemen:

I have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to (i) an aggregate of 2,250,000 shares of common stock, \$0.25 par value per share (the "ESPP Shares"), of Skyworks Solutions, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2002 Employee Stock Purchase Plan, as amended (the "ESPP") and (ii) an aggregate of 300,000 shares of common stock, \$0.25 per value per share (together with the ESPP Shares, the "Shares"), of the Company, issuable under the Company's Non-Qualified Employee Stock Purchase Plan, as amended (together with the ESPP, the "Plans").

I have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to my satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as I have deemed material for the purposes of this opinion.

In my examination of the foregoing documents, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

I assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

I express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that I am opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, I am of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

SKYWORKS SOLUTIONS, INC.

/s/ Mark V. B. Tremallo

Mark V. B. Tremallo, Esq.

Vice President, General Counsel and Secretary

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Skyworks Solutions, Inc.:

We consent to the use of our report dated November 29, 2010, with respect to the consolidated balance sheets of Skyworks Solutions, Inc. and subsidiaries as of October 1, 2010 and October 2, 2009, and the related consolidated statements of operations, cash flows, and stockholders' equity and comprehensive income (loss) for each of the years in the three-year period ended October 1, 2010, and the related financial statement schedule and the effectiveness of internal control over financial reporting as of October 1, 2010, which report appears in the October 1, 2010 annual report on Form 10-K of Skyworks Solutions, Inc. and is incorporated herein by reference in this Registration Statement on Form S-8.

As discussed in Note 9 to the consolidated financial statements, effective October 3, 2009, the Company adopted the provisions of Accounting Standards Codification Topic 470-20, *Debt with Conversion and Other Options* and retrospectively adjusted all periods presented in the consolidated financial statements referred to above.

/s/ KPMG LLP

Boston, Massachusetts
August 9, 2011