

SKYWORKS SOLUTIONS INC

Form S-8

May 09, 2008

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As filed with the Securities and Exchange Commission on May 9, 2008
Registration No. 333-_____

**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) 935-5150

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Proposed
Maximum

Proposed

Offering

Maximum

Amount
of

| Title of Securities to be Registered | Amount to be Registered ⁽¹⁾ | Price Per Share ⁽³⁾ | Aggregate Offering Price ⁽³⁾ | Registration Fee |
|--|---|--------------------------------------|---|---------------------|
| Common Stock, par value \$0.25 per share | 2,550,000 ⁽²⁾ | \$8.39 | \$21,394,500 | \$841 |

(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 \$8.39 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
May 8, 2008, is
set forth solely
for purposes of
calculating the
filing fee
pursuant to
Rules 457(c)
and (h).

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Item 8. Exhibits.

SIGNATURES

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EXHIBIT 5.1

EXHIBIT 23.1

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STATEMENT OF INCORPORATION BY REFERENCE

Except as otherwise set forth below, this registration statement on Form S-8 incorporates by reference the contents of (i) the registration statements on Form S-8, File No. 333-100312 and File No. 333-132880, relating to the Registrant's 2002 Employee Stock Purchase Plan, and (ii) the registration statements on Form S-8, File No. 333-122333, File No. 333-100313, File No. 333-91524 and File No. 333-132880, relating to the Registrant's Non-Qualified Employee Stock Purchase Plan.

Item 8. Exhibits.

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

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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 8th day of May, 2008.

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:

| SIGNATURE | TITLE | DATE |
|------------------------|---|-------------|
| /s/ David J. Aldrich | President, Chief Executive Officer and Director | May 8, 2008 |
| David J. Aldrich | (Principal Executive Officer) | |
| /s/ Donald W. Palette | Vice President and Chief Financial Officer | May 8, 2008 |
| Donald W. Palette | (Principal Accounting and Financial Officer) | |
| /s/ David J. McLachlan | Chairman of the Board | May 8, 2008 |
| David J. McLachlan | | |
| /s/ Kevin L. Beebe | Director | May 8, 2008 |
| Kevin L. Beebe | | |

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| SIGNATURE | TITLE | DATE |
|--|--------------|-------------|
| /s/ Thomas C. Leonard Thomas C. Leonard | Director | May 8, 2008 |
| /s/ David P. McGlade David P. McGlade | Director | May 8, 2008 |
| /s/ Robert A. Schriesheim Robert A. Schriesheim | Director | May 8, 2008 |

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EXHIBIT INDEX

| Exhibit No. | Description of Exhibit |
|-------------|--|
| 4.1(1) | Amended and Restated Certificate of Incorporation of the Registrant |
| 4.2(1) | Second Amended and Restated By-laws of the Registrant |
| 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) |
| (1) | Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2002 (File No. 001-5560) and incorporated herein by reference. |