

SKYWORKS SOLUTIONS INC

Form 424B7

March 29, 2007

**Prospectus Supplement no. 1 to Prospectus dated March 8, 2007**

**Filed Pursuant to Rule 424(b)(7) of the Securities Act of 1933  
relating to Registration No. 333-141157**

1<sup>1</sup>/<sub>4</sub>% Convertible Subordinated Notes due 2010

1<sup>1</sup>/<sub>2</sub>% Convertible Subordinated Notes due 2012

Shares of Common Stock Issuable Upon Conversion of the Notes

This prospectus supplement no. 1 dated March 29, 2007 to the prospectus dated March 8, 2007 relates to the resale by certain selling security holders of our 1<sup>1</sup>/<sub>4</sub>% Convertible Subordinated Notes due 2010, or the 2010 notes, and our 1<sup>1</sup>/<sub>2</sub>% Convertible Subordinated Notes due 2012, or the 2012 notes, which we issued in a private placement in March 2007, and shares of our common stock issuable upon conversion of the 2010 notes and 2012 notes. We refer to the 2010 notes and 2012 notes together as the notes.

You should read this prospectus supplement no. 1 in conjunction with the prospectus dated March 8, 2007, which we refer to as the prospectus. This prospectus supplement no. 1 is not complete without, and may not be delivered or used except in conjunction with, the prospectus, including any amendments or supplements to it. This prospectus supplement no. 1 is qualified by reference to the prospectus, except to the extent that the information provided by this prospectus supplement no. 1 supersedes or supplements certain information contained in the prospectus.

**Investing in the notes and the common stock issuable upon conversion of the notes involves a high degree of risk. See Risk Factors beginning on page 8 of the prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement no. 1 or the prospectus. Any representation to the contrary is a criminal offense.**

This prospectus supplement no. 1, together with the prospectus, constitutes the offer of up to \$100,000,000 principal amount of our 2010 notes, \$100,000,000 principal amount of our 2012 notes, and the shares of our common stock issuable upon conversion of those notes.

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The section of the prospectus entitled **Selling Security Holders** is amended and restated in its entirety to read as follows:

#### **Selling Security Holders**

On March 2, 2007, we issued and sold a total of \$200,000,000 aggregate principal amount of the notes in a private placement to Credit Suisse Securities (USA) LLC, which we refer to as the initial purchaser. The initial purchaser has advised us that it resold the notes, in transactions exempt from the registration requirements of the Securities Act of 1933, to qualified institutional buyers, as defined in Rule 144A under the Securities Act of 1933, in compliance with Rule 144A. The selling security holders, which term includes their transferees, pledgees, donees and successors, may from time to time offer and sell pursuant to this prospectus any and all of the notes and the shares of our common stock issuable upon conversion of the notes. Our registration of the notes and the shares of common stock issuable upon conversion of the notes does not necessarily mean that the selling security holders will sell all or any of the notes or common stock.

The notes and our shares of common stock to be issued upon conversion of the notes are being registered pursuant to a registration rights agreement between the initial purchaser and us. In that agreement, we undertook to file a registration statement with regard to the notes and our shares of common stock issuable upon conversion of the notes and, subject to certain exceptions, to keep that registration statement effective for up to two years. The registration statement of which this prospectus is a part is intended to satisfy our obligations under that agreement.

The following table sets forth information with respect to the selling security holders and the principal amount of notes and common stock beneficially owned by each selling security holder that may be offered from time to time by each selling security holder pursuant to this prospectus. The information in the tables is based on information provided by or on behalf of the selling security holders on or prior to March 28, 2007, and may change over time. In particular, the selling security holders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided to us information regarding their holdings in transactions exempt from the registration requirements of the Securities Act of 1933. The selling security holders may offer all, some or none of the notes or the common stock issuable upon conversion of the notes.

We have assumed for purposes of the table below that the selling security holders will sell all of their notes and all of our common stock issuable upon conversion of their notes pursuant to this prospectus, and that any other shares of our common stock beneficially owned by the selling security holders will continue to be beneficially owned.

The percentage of notes outstanding beneficially owned by each selling security holder is based on \$100,000,000 aggregate principal amount of 2010 notes outstanding and \$100,000,000 aggregate principal amount of 2012 notes outstanding. The number of shares of common stock issuable upon conversion of the notes shown in the table below assumes conversion of the full amount of notes held by each selling security holder at the initial conversion rate of 105.0696 shares of common stock per \$1,000 principal amount of notes.

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To our knowledge, none of the selling security holders has, or within the past three years has had, any position, office or other material relationship with us or any of our affiliates.

Name of  Selling Security Holder (1)	2010 Notes		2012 Notes		Common Stock		
	Principal Amount Beneficially Owned and Offered Hereby (2)	Percentage of 2010 Notes Outstanding	Principal Amount Beneficially Owned and Offered Hereby (3)	Percentage of 2012 Notes Outstanding	Common Stock Owned Prior to the Offering (4)	Percentage of Common Stock Prior to the Offering (5)	Common Stock Owned after Completion of the Offering (6)
Alexandra Global Master Fund Ltd. (7)	\$ 1,000,000	1.0%			105,069	*	
Basso Fund Ltd. (8)	\$ 30,000	*	\$ 60,000	*	9,456	*	
Basso Holdings Ltd. (8)	\$ 365,000	*	\$ 730,000	*	115,050	*	
Basso Multi-Strategy Holding Fund Ltd. (8)	\$ 105,000	*	\$ 210,000	*	33,096	*	
CALAMOS Growth & Income Portfolio CALAMOS Advisors Trust (9)	\$ 55,000	*	\$ 55,000	*	11,556	*	
CALAMOS Growth & Income Fund CALAMOS Investment Trust (9)	\$ 10,000,000	10.0%	\$ 10,000,000	10.0%	2,101,392	1.3%	
CC Arbitrage, Ltd. (10)	\$ 250,000	*	\$ 250,000	*	52,534	*	
CNH CA Master Account, L.P. (11)	\$ 4,000,000	4.0%	\$ 7,500,000	7.5%	1,208,300	*	
Credit Suisse Securities LLC (12)+	\$ 4,900,000	4.9%	\$ 16,400,000	16.4%	2,237,982	1.4%	
	\$ 2,434,000	2.4%	\$ 3,246,000	3.2%	596,794	*	

Forest Global  
Convertible Master  
Fund Ltd. (13)

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Name of Selling Security Holder (1)	2010 Notes		2012 Notes		Common Stock		
	Principal Amount Beneficially Owned and Offered Hereby (2)	Percentage of 2010 Notes Outstanding	Principal Amount Beneficially Owned and Offered Hereby (3)	Percentage of 2012 Notes Outstanding	Common Stock Owned Prior to the Offering (4)	Percentage of Common Stock Prior to the Offering (5)	Common Stock Owned after Completion of the Offering (6)
Forest Multi Strategy Master Fund SPC, on behalf of its Multi Strategy Segregated Portfolio (13)	\$ 42,000	*	\$ 56,000	*	10,295	*	
GPC LX, LLC (14)+	\$ 900,000	*			94,562	*	
Grace Convertible Arbitrage Fund, Ltd. (15)			\$ 2,500,000	2.5%	262,674	*	
HFR CA Global Opportunity Master Trust (13)	\$ 756,000	*	\$ 1,007,000	1.0%	185,237	*	
HFR RVA Select Performance Master Trust (13)	\$ 66,000	*	\$ 88,000	*	16,180	*	
Institutional Benchmarks Master Fund Ltd. (13)	\$ 459,000	*	\$ 612,000	*	112,529	*	
Linden Capital LP (16)			\$ 1,500,000	1.5%	157,604	*	
LLT Limited (13)	\$ 481,000	*	\$ 641,000	*	117,887	*	
Lyxor/Forest Fund Limited (13)	\$ 3,262,000	3.3%	\$ 4,350,000	4.4%	799,789	*	
Piper Jaffray & Co. #	\$ 1,000,000	1.0%	\$ 1,000,000	1.0%	210,139	*	
Ramius Master Fund, Ltd. (17)	\$ 630,000	*			66,193	*	

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RCG Halifax Fund, Ltd. (18)	\$ 300,000	*			31,520	*
RCG Latitude Master Fund, Ltd. (18)	\$ 1,920,000	1.9%			201,733	*
Satellite Convertible Arbitrage Masterfund LLC (19)			\$ 5,000,000	5.0%	525,348	*
SuttonBrook Capital Portfolio LP (20)	\$ 2,000,000	2.0%	\$ 5,000,000	5.0%	735,487	*

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Name of Selling Security Holder (1)	2010 Notes		2012 Notes		Common Stock		
	Principal Amount Beneficially Owned and Offered Hereby (2)	Percentage of 2010 Notes Outstanding	Principal Amount Beneficially Owned and Offered Hereby (3)	Percentage of 2012 Notes Outstanding	Common Stock Owned Prior to the Offering (4)	Percentage of Common Stock Prior to the Offering (5)	Common Stock Owned after Completion of the Offering (6)
Tenor Opportunity Master Fund, Ltd. (21)	\$ 2,250,000	2.3%			236,406	*	
Vicis Capital Master Fund (22)	\$ 3,500,000	3.5%	\$ 3,500,000	3.5%	735,487	*	
Wolverine Convertible Arbitrage Funds Trading Limited (23)	\$ 8,350,000	8.4%			877,331	*	
Xavex Convertible Arbitrage 5 (18)	\$ 150,000	*			15,760	*	

\* Less than one percent.

# The selling security holder is a registered broker-dealer.

+ The selling security holder is an affiliate of a registered broker-dealer.

(1) Information about other selling security holders, except for any future transferees, pledgees,



donees and successors of the security holders named in the table above, will be set forth, if required, in additional supplements to the prospectus or in one or more reports filed with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

- (2) The aggregate dollar amount of the 2010 notes listed in the table above together with information about other selling security holders set forth in additional supplements to the prospectus or in reports filed with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 may exceed \$100,000,000 because certain

persons listed herein and/or therein as selling security holders may have transferred their securities in transactions exempt from registration, in which case the transferees thereof may be listed herein, in another prospectus supplement or in a report filed with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 with respect to the same securities.

- (3) The aggregate dollar amount of the 2012 notes listed in the table above together with information about other selling security holders set forth in additional supplements to the prospectus or in reports filed with the Securities and Exchange Commission pursuant to Section 13 or

15(d) of the Securities Exchange Act of 1934 may exceed \$100,000,000 because certain persons listed herein and/or therein as selling security holders may have transferred their securities in transactions exempt from registration, in which case the transferees thereof may be listed herein, in another prospectus supplement or in a report filed with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 with respect to the same securities.

- (4) Assumes conversion of all of the holder's notes at a conversion rate of 105.0696 shares of common stock per \$1,000 principal amount of the notes. This conversion rate

is subject to  
adjustment as  
described under  
Description of  
the Notes  
Conversion of  
Notes  
Conversion Rate  
Adjustments  
beginning on  
page 40 of the  
prospectus. As a  
result, the  
number of  
shares of  
common stock  
issuable upon  
conversion of  
notes may  
increase or  
decrease in the  
future. Excludes  
fractional shares  
and additional  
shares of  
common stock  
that may be  
issued by us  
upon

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the repurchase of  
the notes upon  
the occurrence of  
a fundamental  
change as  
described under

Description of the  
Notes Conversion  
of Notes Increase  
of Conversion  
Rate Upon  
Certain  
Fundamental  
Changes  
beginning on  
page 38 of the  
prospectus.

Holder will  
receive a cash  
adjustment for  
any fractional  
share amount  
resulting from  
conversion of the  
notes, as  
described under

Description of the  
Notes Conversion  
of Notes

Conversion  
Procedures  
beginning on  
page 43 of the  
prospectus.

- (5) Calculated based  
on  
Rule 13d-3(d)(i)  
of the Exchange  
Act. The  
percentage of  
shares of  
common stock  
beneficially  
owned by each  
holder named  
above stock is  
calculated based  
on 159,584,481

shares of common stock outstanding as of March 27, 2007. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's notes, but we did not assume conversion of any other holder's notes.

- (6) For purposes of computing the number and percentage of notes and shares of common stock to be held by the selling security holders after the completion of the offering, we have assumed for purposes of the table above that the selling security holders named above will sell all of their notes and all of the common stock issuable upon conversion of their notes offered by this prospectus, and that any other shares of our common stock beneficially owned by these selling security holders will

continue to be  
beneficially  
owned.

- (7) The selling security holder has indicated that Alexandra Investment Management, LLC, or Alexandra, a Delaware limited liability company, serves as investment adviser to the selling security holder. By reason of such relationship, Alexandra may be deemed to share dispositive power or investment control over the securities stated as beneficially owned by the selling security holder. Alexandra disclaims beneficial ownership of such securities. Mikhail A. Filimonov is a managing member of Alexandra. By reason of such relationship, Mr. Filimonov may be deemed to share dispositive power or investment control over the shares of common stock

stated as  
beneficially  
owned by the  
selling security  
holder.

Mr. Filimonov  
disclaims  
beneficial  
ownership of  
such shares of  
common stock.

- (8) The selling security holder has indicated that Basso Capital Management, L.P., or Basso, is the investment manager to the selling security holder. Howard Fischer is a managing member of Basso GP LLC, the general partner of Basso. Mr. Fischer has ultimate responsibility for trading with respect to the selling security holder.

- (9) The selling security holder has indicated that Calamos Advisors LLC is the investment advisor for the selling security holder. Nick Calamos is the Chief Investment Officer of the selling security holder and has sole investment



and voting control over the selling security holder.

- (10) The selling security holder has indicated that as investment manager under a management agreement, Castle Creek Arbitrage LLC may exercise dispositive and voting power with respect to the securities owned by the selling security holder. Castle Creek Arbitrage LLC disclaims beneficial ownership of such securities. Daniel Asher and Allan Weine are the managing members of Castle Creek Arbitrage LLC. Messrs. Asher and Weine disclaim beneficial ownership of the securities owned by CC Arbitrage Ltd.
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- (11) The selling security holder has indicated that CNH Partners, LLC is its investment advisor and has sole voting and dispositive power over the notes and common stock issuable upon the conversion of the notes held by such selling security holder. Investment principals for the advisor are Robert Krail, Mark Mitchell, and Todd Pulvino.
- (12) Jeff Andreski is the natural person with voting power or investment control over the notes and shares issuable upon conversion of the notes.
- (13) The selling security holder has indicated that Forest Investment Management exercises voting and/or investment control with respect to the notes and the common stock

underlying the notes. Forest Investment Management LLC is wholly owned by Forest Partners II LP, the sole general partner of which is Michael A. Boyd Inc., which is controlled by Michael A. Boyd.

(14) The selling security holder has indicated that the investment manager of the selling security holder is Wolverine Asset Management, LLC, or WAM. Christopher Gust is the portfolio manager that oversees the investment of the assets of the selling security holder on behalf of WAM.

(15) The selling security holder has indicated that the controlling entity of the selling security holder is Grace Brothers Management, L.L.C. The natural person that exercises

sole voting  
power of the  
notes and shares  
issuable upon  
conversion of  
the notes is  
Michael D.  
Brailov

(16) The selling  
security holder  
has indicated  
that Linden GP  
LLC is the  
general partner  
of the selling  
security holder.  
Siu Min Wong  
is the managing  
member of  
Linden GP LLC  
and has  
investment  
control over the  
securities.

(17) The selling  
security holder  
has indicated  
that Ramius  
Advisors,  
L.L.C., or  
Ramius  
Advisors, is the  
investment  
adviser of the  
selling security  
holder and  
consequently  
has voting  
control and  
investment  
discretion over  
the securities  
held by the  
selling security  
holder. Ramius  
Capital Group,  
L.L.C., or  
Ramius Capital,  
is the sole

member of  
Ramius  
Advisors and  
consequently  
Ramius Capital  
may be deemed  
to have voting  
control and  
investment  
discretion over  
securities held  
by the selling  
security holder.  
Ramius Capital  
disclaims  
beneficial  
ownership of  
the securities  
held by the  
selling security  
holder. Peter A.  
Cohen, Morgan  
B. Stark,  
Thomas W.  
Strauss and  
Jeffrey M.  
Solomon are the  
managing  
members of  
C4S & Co.,  
L.L.C., the sole  
managing  
member of  
Ramius Capital.  
As a result,  
Messrs. Cohen,  
Stark, Strauss  
and Solomon  
may be  
considered  
beneficial  
owners of any  
securities  
deemed to be  
beneficially  
owned by  
Ramius Capital.  
Messrs. Cohen,  
Stark, Strauss  
and Solomon  
disclaim

beneficial ownership of these securities.

An affiliate of Ramius Capital is a NASD member.

However, this affiliate will not sell any securities set forth in the table and will receive no compensation in connection with sales of securities set forth in the table.

- (18) The selling security holder has indicated that Ramius Capital Group, L.L.C., or Ramius Capital, is the investment adviser of the selling security holder and consequently has voting control and investment discretion over the securities held by the selling security holder. Ramius Capital disclaims beneficial ownership of the securities held by the selling security holder. Peter



A. Cohen,  
Morgan B.  
Stark, Thomas  
W. Strauss and  
Jeffrey M.  
Solomon are the  
managing  
members of  
C4S & Co.,  
L.L.C., the sole  
managing  
member of  
Ramius Capital.  
As a result,  
Messrs. Cohen,  
Stark, Strauss  
and Solomon  
may be  
considered  
beneficial  
owners of any  
securities  
deemed to be  
beneficially  
owned by  
Ramius Capital.  
Messrs. Cohen,  
Stark, Strauss  
and Solomon  
disclaim  
beneficial  
ownership of  
these securities.  
An affiliate of  
Ramius Capital  
is a NASD  
member.  
However, this  
affiliate will not  
sell any  
securities set  
forth in the table  
and will receive  
no  
compensation in  
connection with  
sales of  
securities set  
forth in the



table.

(19) The selling security holder has indicated that the discretionary investment manager of the selling security holder is Satellite Asset Management, L.P., or SAM. The controlling entity of SAM is Satellite Fund Management, LLC, or SFM. The managing members of SFM are Lief Rosenblatt, Mark Sonnino and Gabe Nechamkin. SAM, SFM and each named individual disclaims beneficial ownership of the securities.

(20) The selling security holder has indicated that SuttonBrook Capital Management LP is the investment manager of SuttonBrook Capital Portfolio LP. John London and Steven M. Weinstein are the natural

persons with control and voting power over SuttonBrook Capital Management LP.

- (21) The selling security holder has indicated that Robin Shah, a director of the selling security holder, has sole investment and voting control over the selling security holder.
- (22) The selling security holder has indicated that Vicis Capital LLC is the investment manager of the selling security holder. Shad Stastney, John Stucco and Sky Lucas control Vicis Capital LLC equally, but disclaim individually ownership of the securities.
- (23) The selling security holder has indicated that Robert Bellick has sole investment and voting control over the selling security holder.

**The date of this prospectus supplement no. 1 is March 29, 2007.**