

SKYWORKS SOLUTIONS, INC.

Form S-8

August 12, 2011

As filed with the Securities and Exchange Commission on August 12, 2011

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)

**2005 Long-Term Incentive Plan, as amended**

(Full title of the plan)

**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**

<b>Title of Securities</b>	<b>Amount to be</b>	<b>Proposed Maximum Offering Price Per</b>	<b>Proposed Maximum Aggregate Offering</b>	<b>Amount of Registration Fee</b>
<b>to be Registered</b>	<b>Registered(1)</b>	<b>Share(3)</b>	<b>Price(3)</b>	
Common Stock, par value \$0.25 per share	14,250,000(2)	\$19.72	\$281,010,000	\$32,626.00

(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 14,250,000 shares of common stock issuable under the registrant's 2005 Long-Term Incentive Plan, as amended.
  - (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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**TABLE OF CONTENTS**

STATEMENT OF INCORPORATION BY REFERENCE	
Item 3. Incorporation of Documents by Reference.	3
Item 5. Interests of Named Experts and Counsel.	3
Item 8. Exhibits.	3
SIGNATURES	4
EXHIBIT INDEX	5
EXHIBIT 5.1	6
EXHIBIT 23.1	7

**STATEMENT OF INCORPORATION BY REFERENCE**

This registration statement on Form S-8 is being filed to register an additional 14,250,000 shares of Common Stock, \$0.25 par value per share, of Skyworks Solutions, Inc. (the Registrant ) issuable under the 2005 Long-Term Incentive Plan, as amended (the Plan ). 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 the contents of the registration statements on Form S-8, File No. 333-131628, File No. 333-134375 and File No. 333-162960 relating to the Registrant s Plan.

**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 Plan, has received awards under the Plan and may receive future awards under the Plan.

**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:

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

Timothy R. Furey

/s/ Balakrishnan S. Iyer

Director

August 12, 2011

Balakrishnan S. Iyer

/s/ Thomas C. Leonard

Director

August 12, 2011

Thomas C. Leonard

/s/ David P. McGlade

Director

August 12, 2011

David P. McGlade

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
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. Amended and Restated 2005 Long-Term Incentive 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.