

SEMTECH CORP  
Form 8-K/A  
February 08, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 2)**

**CURRENT REPORT**

**Pursuant to Section 13 or Section 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 20, 2012**

**Semtech Corporation**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-6395**  
(Commission  
File Number)

**95-2119684**  
(IRS Employer  
Identification No.)

**200 Flynn Road**  
**Camarillo, California**  
(Address of principal executive offices)  
**805-498-2111**

**93012-8790**  
(Zip Code)

Registrant's telephone number, including area code

**Not applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Explanatory Note**

This Amendment is being filed for the sole purpose of adding the conformed signature of Ernst & Young LLP to the report of independent auditor for Gennum Corporation, attached as Exhibit 99.1. The conformed signature was inadvertently excluded from the original filing on June 1, 2012. For convenience and ease of reference, this Amendment sets forth the original filing in its entirety. Other than including the above referenced conformed signature, no other modifications have been made to the original filing.

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

As disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission by Semtech Corporation ( Semtech ) on March 23, 2012 (the Original Form 8-K ), Semtech, through its wholly-owned subsidiary Semtech Canada Inc. completed the acquisition of Gennum Corporation ( Gennum ) on March 20, 2012.

As part of the Original Form 8-K, the Company indicated that the financial statements and pro forma financial information under Item 9.01 would be filed no later than 71 days following the date that the Form 8-K was required to be filed. This Form 8-K/A contains the required financial statements and pro forma financial information.

**Item 9.01 Financial Statements and Exhibits.**

*(a) Financial Statements of Businesses Acquired*

The audited consolidated balance sheets of Gennum as of November 30, 2011 and 2010, and the related consolidated statements of earnings, changes in shareholders equity, comprehensive income, and cash flows for each of the three years in the period ended November 30, 2011, and the notes related thereto, are attached hereto as Exhibit 99.1 and incorporated herein by reference.

*(b) Pro Forma Financial Information*

The unaudited pro forma condensed consolidated financial information as of and for the year ended January 29, 2012, and the notes related thereto, that gives effect to the acquisition of Gennum is attached hereto as Exhibit 99.2 and incorporated herein by reference.

*(d) Exhibits*

| Exhibit No. | Description   |
|-------------|---|
| 23.1        | Consent of Ernst & Young LLP, Independent Auditors  |
| 99.1        | The audited consolidated balance sheets of Gennum as of November 30, 2011 and 2010, and the related consolidated statements of earnings, changes in shareholders equity, comprehensive income, and cash flows for each of the three years in the period ended November 30, 2011 |
| 99.2        | The unaudited pro forma combined condensed financial statements as of and for the year ended January 29, 2012 that gives effect to the acquisition of Gennum  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SEMTECH CORPORATION

Date: February 8, 2013

By: /s/ Emeka Chukwu

Name: Emeka Chukwu

Title: Chief Financial Officer

**EXHIBIT INDEX**

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