

TERRY ROBERT JOHN
Form 4
November 14, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
TERRY ROBERT JOHN

2. Issuer Name and Ticker or Trading Symbol
SKYWORKS SOLUTIONS, INC.
[SWKS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5221 CALIFORNIA AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Gen. Counsel & Secretary

IRVINE, CA 92617

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/09/2018 | | A | 521 ⁽¹⁾ | \$ 0 | D | |
| Common Stock | 11/09/2018 | | F | 181 ⁽²⁾ | \$ 76.66 | D | |
| Common Stock | 11/09/2018 | | A | 3,952 ⁽³⁾ | \$ 0 | D | |
| Common Stock | 11/09/2018 | | F | 1,367 ⁽²⁾ | \$ 76.66 | D | |
| Common Stock | 11/12/2018 | | M | 659 | \$ ⁽⁴⁾ | D | |

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| | | | | | | | | |
|-----------------|------------|---|--------------------|---|-------------|----------------------|---|-------------------|
| Common Stock | 11/12/2018 | F | 228 ⁽²⁾ | D | \$ 72.84 | 13,576 | D | |
| Common Stock | | | | | | 2,709 ⁽⁵⁾ | I | By 401(k) plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Restricted Stock Units | <u>(4)</u> | 11/12/2018 | | M | 659 | <u>(6)</u> | <u>(6)</u> | Common Stock | 659 \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| | Director 10% Owner Officer Other |
| TERRY ROBERT JOHN 5221 CALIFORNIA AVENUE IRVINE, CA 92617 | SVP, Gen. Counsel & Secretary |

Signatures

| | |
|--|------------|
| Daniel L. Ricks, as Attorney-In-Fact for Robert J. Terry | 11/14/2018 |
| <u> </u> **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - Represents 521 shares of common stock issued to the Reporting Person pursuant to a performance share award dated 11/9/2015. Such
- (1) performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2016.
- (2) Transfer of stock to the Issuer of the number of common shares determined to be sufficient to satisfy tax withholding obligations related to the issuance of unrestricted stock to the Reporting Person.
 - Represents 3,952 shares of common stock issued to the Reporting Person pursuant to a performance share award dated 11/10/2016. Such
- (3) performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2017.
- (4) Restricted stock units convert into shares of common stock on a one-for-one basis.
- (5) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks Solutions, Inc. 401(k) plan based on the latest plan statement dated 10/31/2018.
- (6) The restricted stock units vest in four (4) equal installments, beginning on 11/10/2017 and ending on 11/10/2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.