

ALDRICH DAVID J

Form 4

November 14, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALDRICH DAVID J

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)
20 SYLVAN ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

WOBURN, MA 01801

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/12/2018		A		9,225 (1)	\$ 0	157,109 D
Common Stock	11/12/2018		F		4,119 (2)	\$ 72.84	152,990 D
Common Stock	11/12/2018		A		62,580 (3)	\$ 0	215,570 D
Common Stock	11/12/2018		F		27,942 (2)	\$ 72.84	187,628 D
Common Stock	11/12/2018		M		10,429	A (4)	198,057 D

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Common Stock	11/12/2018	F	4,659 (2)	D	\$ 72.84	193,398	D	
Common Stock	11/12/2018	M	13,600	A	(4)	206,998	D	
Common Stock	11/12/2018	F	6,076 (2)	D	\$ 72.84	200,922	D	
Common Stock						19,961 (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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(9-02)

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	11/12/2018		M		10,429		(6)	(6)	Common Stock	10,429
Restricted Stock Units	(4)	11/12/2018		M		13,600		(7)	(7)	Common Stock	13,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ALDRICH DAVID J 20 SYLVAN ROAD WOBURN, MA 01801	X

Signatures

Daniel L. Ricks, as Attorney-In-Fact for David J. Aldrich

11/14/2018

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).

(1) Represents 9,225 shares of common stock issued to the Reporting Person pursuant to a performance share award dated 11/9/2015. Such 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. Pursuant to the Second Amended and Restated Change of Control/Severance Agreement between the Reporting Person and the Issuer, in conjunction with the Reporting Person's cessation of employment, the number of shares issued to the Reporting Person on 11/12/2018 represents that number of shares that would have been issued under the award on 11/9/2018.

(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.

(3) Represents 62,580 shares of common stock issued to the Reporting Person pursuant to a performance share award dated 11/9/2016. Such 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. Pursuant to the Second Amended and Restated Change of Control/Severance Agreement between the Reporting Person and the Issuer, in conjunction with the Reporting Person's cessation of employment, the number of shares issued to the Reporting Person on 11/12/2018 represents that number of shares that would have been issued under the award on 11/9/2018 and 11/9/2019.

(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 were originally scheduled to vest in four (4) equal installments, beginning on 11/9/2017 and ending on 11/9/2020. Pursuant to the Second Amended and Restated Change of Control/Severance Agreement between the Reporting Person and the Issuer, in conjunction with the Reporting Person's cessation of employment, the number of shares issued to the Reporting Person on 11/12/2018 represents that number of shares that would have been issued under the award on 11/9/2018, 11/9/2019, and 11/9/2020.

(7) The restricted stock units were originally scheduled to vest in four (4) equal installments, beginning on 11/7/2018 and ending on 11/7/2021. Pursuant to the Second Amended and Restated Change of Control/Severance Agreement between the Reporting Person and the Issuer, in conjunction with the Reporting Person's cessation of employment, the number of shares issued to the Reporting Person on 11/12/2018 represents that number of shares that would have been issued under the award on 11/7/2018, 11/7/2019, 11/7/2020, and 11/7/2021, in each case prorated for the number of days during which the Reporting Person performed services for the Issuer during fiscal year 2018 prior to his cessation of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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