UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

May 16, 2001

MICROCHIP TECHNOLOGY INCORPORATED
(Exact name of Registrant as specified in its charter)

Delaware 0-21184 86-062904
(State or other jurisdiction of (Commission File No.) (IRS Employer Identification
incorporation) Number)

2355 West Chandler Boulevard, Chandler, Arizona 85224-6199
(Address of principal executive offices)

(480) 792-7200
(Registrant’s telephone number, including area code)
Item 4. Changes in Registrant’s Certifying Accountant.

KPMG LLP served as our independent auditors for the fiscal years ended March 31, 1993 through and including March 31, 2001. We have determined to not renew KPMG LLP’s engagement for fiscal year 2002, and we notified KPMG LLP of this decision on May 16, 2001. The decision to not renew KPMG LLP’s engagement was recommended by our Audit Committee and approved by the Board of Directors.

Our decision to not renew KPMG LLP’s engagement did not occur due to any existing or previous accounting disagreements with KPMG LLP, and KPMG LLP has expressed no disclaimer of opinion, adverse opinion, qualification or limitation regarding our financial statements or the audit process, for the fiscal years ended March 31, 2001 or 2000, or the interim period beginning April 1, 2001. Neither have there been any accounting disagreements or reportable events within the meaning of Item 304(a)(1)(iv) and Item 304(a)(1)(v) of SEC Regulation S-K for those periods. KPMG LLP has stated in its attached letter addressed to the SEC its concurrence with the foregoing statements in this paragraph.

Our Audit Committee, together with senior management, is currently evaluating several accounting firms in the process for selecting the independent auditors.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

16 - Letter regarding Change in Certifying Accountant
SIGNATURE

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 hereunto duly authorized.

Microchip Technology Incorporated

Dated: May 21, 2001

By: /s/ Gordon W. Parnell

Gordon W. Parnell
Vice President, Chief Financial Officer
(Principal Accounting and Financial Officer)
May 18, 2001

Securities and Exchange Commission
Washington, D.C. 20549

Ladies and Gentlemen:

We were previously principal accountants for Microchip Technology Incorporated and, under the date of April 30, 2001, we reported on the consolidated financial statements of Microchip Technology Incorporated and subsidiaries as of and for the years ended March 31, 2001 and 2000. On May 16, 2001, our appointment as principal accountants was terminated. We have read Microchip Technology Incorporated's statements included under Item 4 of its Form 8-K dated May 16, 2001, and we agree with such statements, except that the change was recommended by the audit committee and approved by the board of directors.

KPMG LLP