
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

April 4, 2016
Date of Report (Date of earliest event reported)

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

Delaware
(State or other jurisdiction
of incorporation)

0-21184
(Commission
File Number)

86-0629024
(I.R.S. Employer
Identification No.)

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

(480) 792-7200
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

As previously disclosed on Form 8-K, on January 19, 2016, Microchip Technology Incorporated, a Delaware corporation (“Microchip”), Atmel Corporation, a Delaware corporation (“Atmel”), Hero Acquisition Corporation, a Delaware corporation and wholly owned indirect subsidiary of Microchip (“Merger Sub”), entered into an Agreement and Plan of Merger on January 19, 2016 (the “Merger Agreement”). This Form 8-K is being filed in connection with the consummation of the transactions contemplated by the Merger Agreement.

On April 4, 2016, Merger Sub merged with and into Atmel, with Atmel as the surviving corporation as a wholly owned indirect subsidiary of Microchip (the “Merger”). At the Effective Time (as defined in the Merger Agreement):

- (a) each share of Atmel common stock that was issued and outstanding immediately prior to the consummation of the Merger (except for Atmel common stock held by Microchip, Atmel and their respective subsidiaries and except for dissenting shares) was canceled and converted into the right to receive (i) \$7.00 in cash, without interest, (ii) 0.0237 of a share of Microchip common stock (clauses (i) and (ii) together, the “Merger Consideration”), and (iii) cash in lieu of fractional shares of Microchip common stock; and
- (b) each outstanding restricted stock unit, deferred stock unit, performance-based restricted stock unit or similar right with respect to Atmel common stock (including “performance share awards” denominated in restricted stock units) (each, an “Atmel Unit”) that was held by an individual who continued in service with Microchip at the Effective Time was assumed by Microchip and converted into an equivalent award in respect of Microchip common stock using an exchange ratio equal to \$8.15 divided by \$48.439.

Immediately prior to the Effective Time, each outstanding option to purchase shares of Atmel common stock (each, an “Atmel Option”), whether vested or not, became vested and exercisable in full. To the extent that such Atmel Options were not exercised voluntarily, such Atmel Options were automatically “net-exercised,” and upon such exercise, the former holder of the Atmel Option was issued the net number of shares of Atmel common stock resulting from the “net exercise,” and such stockholder is entitled to receive the Merger Consideration in respect of these shares of Atmel common stock. All Atmel Options with an exercise price greater than the Merger Consideration were cancelled at the Effective Time for no consideration. No former Atmel Options remain outstanding.

Microchip expects to pay an aggregate of approximately \$2.98 billion in cash and issue an aggregate of approximately 10.1 million shares of Microchip common stock as Merger Consideration.

The foregoing description of the terms set forth in the Merger Agreement is qualified in its entirety by reference to the Merger Agreement, a copy of which was attached as Exhibit 2.1 to Microchip’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on January 19, 2016 and incorporated herein by reference.

Item 2.02. Results of Operations and Financial Condition.

The information pursuant to Item 2.02 in this report on Form 8-K is being furnished as contemplated by General Instruction B (2) to Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

On April 4, 2016, Microchip announced the expected results of its operations for the fourth fiscal quarter ended March 31, 2016 and the closing of the Atmel acquisition. The complete release is attached to this report as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The financial statements of Atmel required by this item were previously filed and incorporated by reference in the Company's Registration Statement on Form S-4 dated February 24, 2016.

(b) Pro Forma Financial Information.

The pro forma financial information required by this item will be filed by amendment to this Current Report on Form 8-K no later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Microchip Technology Incorporated entitled "Microchip Technology Completes Atmel Acquisition and Provides Update on its Fiscal Fourth Quarter 2016."

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 hereunto duly authorized.

Date: April 4, 2016

MICROCHIP TECHNOLOGY INCORPORATED,
a Delaware corporation

By: /s/ J. Eric Bjornholt

J. Eric Bjornholt
Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press release issued by Microchip Technology Incorporated entitled “Microchip Technology Completes Atmel Acquisition and Provides Update on its Fiscal Fourth Quarter 2016.”



NEWS RELEASE

INVESTOR RELATIONS CONTACT:

J. Eric Bjornholt – CFO (480) 792-7804

MICROCHIP TECHNOLOGY COMPLETES ATMEL ACQUISITION AND PROVIDES UPDATE ON ITS FISCAL FOURTH QUARTER 2016

- **Microchip’s fiscal fourth quarter ended March 31, 2016 sales expected to be an all-time record and between the mid-point and high end of guidance**
- **Microchip’s fiscal fourth quarter ended March 31, 2016 non-GAAP earnings per share expected to be near the high end of guidance**
- **Atmel’s calendar first quarter 2016 sales expected to be significantly below its sales in the calendar fourth quarter of 2015**

Chandler, Arizona – April 4, 2016 – Microchip Technology Incorporated (NASDAQ: MCHP), a leading provider of microcontroller, mixed-signal, analog and flash-IP solutions, today announced that it has completed its acquisition of Atmel Corporation.

Microchip also announced that it expects its net sales for fiscal fourth quarter ended March 31, 2016 to be an all-time record and between the mid-point and high end of the guidance of \$552.0 million to \$568.5 million it provided during its earning conference call on February 3, 2016. Microchip also expects its non-GAAP earnings per share to be near the high end of its February 3, 2016 guidance of 65 cents to 69 cents per diluted share. Microchip will announce its financial results on May 4, 2016 and will hold a conference call at that time and will provide guidance for the June 30, 2016 quarter for the combined sales and earnings of Microchip and Atmel. Microchip is not able to provide an estimate of its GAAP earnings per share at this time but will report its GAAP results and provide reconciliations of its GAAP and Non-GAAP results with its earnings release on May 4, 2016.

Microchip also announced that Atmel’s sales and earnings for the quarter ending March 31, 2016 are expected to be significantly lower than Atmel’s December 31, 2015 quarterly results. Specifically, Atmel’s net sales are expected to be in the range of \$219 million to \$221 million in its quarter ended March 31, 2016, down 15.8% at the mid-point from Atmel’s net sales in the quarter ended December 31, 2015. In calendar year 2015, Atmel’s distributors where revenue is recognized on a sell-in basis increased their inventory levels significantly and the inventory in this sales channel saw a severe inventory contraction in the March 2016 quarter. Prior to the acquisition closing, Atmel recognized

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**Microchip Technology
Provides Update on Closing
of Atmel Acquisition**

revenue in the Americas and Europe based on sell-through from distribution, but recognized revenue in Asia based on sell-in to distribution. Microchip will consolidate Atmel's results into Microchip on a non-GAAP basis based on sell-through revenue recognition from the very beginning to provide an additional indication of the size of the Atmel business. Based on sell-through revenue recognition, Atmel's March 31, 2016 quarter net sales are expected to be between \$250 million to \$253 million, down 6.1% at the mid-point from its net sales based on sell-through in the quarter ended December 31, 2015. Following the closing of the acquisition, GAAP net sales from Atmel will continue to be reflected based on sell-in revenue recognition in Asia until the contracts with distributors are changed to support revenue recognition based on sell-through. This process is expected to take a few quarters to implement based on Microchip's experience with prior acquisitions.

Microchip also announced that in consolidating Atmel's results, it expects to treat the mobile touch business of Atmel as an asset held for sale and will report the net profit/loss of this business below the operating line of Microchip's income statement. For reference, for the quarter ending March 31, 2016, the net sales for Atmel's mobile touch business is expected to be about \$6 million to \$7 million on a GAAP revenue basis (sell-in revenue recognition in Asia) compared to \$18 million in the December 2015 quarter. Atmel also has a non-mobile touch business which is predominantly sold in the automotive and industrial markets that will remain an ongoing business that will be reported as part of Microchip's ongoing financial reporting.

Steve Sanghi, Microchip's Chairman and CEO said, "The performance of Atmel since we engaged in discussions in August of 2015 has been disappointing. We believe that the large drop in Atmel revenue in the March 2016 quarter is likely the result of an inventory correction in the distribution channel as distributors reduced inventory levels, overall weak business conditions, and concerns on the part of distributors surrounding the impact of the sale of Atmel to Microchip. We took some of this weakness into consideration in dropping the final acquisition price from our original offer."

"While the starting point of the size of Atmel's business is smaller than we originally modeled, it does not fundamentally change the value proposition to Microchip. We understand Atmel's business well and we plan to rapidly integrate Atmel into Microchip, grow its sales, improve its gross margin percentage, bring down operating expenses and improve profitability. Our short- and long-term accretion and synergy targets for the transaction remain unchanged, and we have commenced driving towards these targets starting today," concluded Mr. Sanghi.

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Microchip management will host a conference call today at 3:00 PM PDT (6:00 PM EDT). This call will be simulcast over the Internet at www.microchip.com. The webcast will be available for replay until April 11, 2016.

A telephonic replay of the conference call will be available at approximately 8:00 p.m. (Eastern Time) April 4, 2016 and will remain available until 8:00 p.m. (Eastern Time) on April 11, 2016. Interested parties may listen to the replay by dialing 719-457-0820 and entering access code 5614017.

Cautionary Statement:

Certain statements in this release, including those relating to Microchip's expected sales and non-GAAP earnings per share for the fiscal fourth quarter ended March 31, 2016, Atmel's expected sales for the calendar first quarter 2016, sell-through revenue recognition providing an additional indication of the size of the Atmel business, Atmel's net sales based on sell-through revenue recognition, that the process of changing contracts with distributors to support revenue recognition based on sell-through is expected to take a few quarters to implement, the mobile touch business of Atmel being an asset held for sale, the expected net sales for Atmel's mobile touch business, our belief that the large drop in Atmel revenue in the March 2016 quarter is likely the result of an inventory correction in the distribution channel, overall weak business conditions, and concerns on the part of distributors surrounding the impact of the sale of Atmel to Microchip, that the starting point of the size of Atmel's business being smaller than we originally modeled does not fundamentally change the value proposition to Microchip, our plan to rapidly integrate Atmel into Microchip, grow its sales, improve its gross margin percentage, bring down operating expenses and improve profitability and that our short- and long-term accretion and synergy targets for the transaction remain unchanged are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties that could cause our actual results to differ materially, including, but not limited to: any economic uncertainty due to monetary policy, political or other issues in the U.S. or internationally, any unexpected fluctuations or weakness in the U.S. and global economies (including China); changes in demand or market acceptance of our products (including Atmel products) and the products of our customers; foreign currency effects on our business; the mix of inventory we hold and our ability to satisfy short-term orders from our inventory; changes in utilization of our manufacturing capacity and our ability to effectively manage our production levels; competitive developments including pricing pressures; the level of orders that are received and can be shipped in a quarter; the level of sell-through of

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our products through distribution; changes or fluctuations in customer order patterns and seasonality; our ability to successfully integrate the operations and employees from our recent Atmel acquisition, retain key employees and customers and otherwise realize the expected synergies and benefits of our Atmel acquisition; our ability to continue to realize the expected benefits of our other acquisitions (including our acquisition of Micrel); the impact of any other significant acquisitions that we may make; our ability to obtain a sufficient supply of wafers from third party wafer foundries and the cost of such wafers, the costs and outcome of any current or future tax audit or any litigation involving intellectual property, customers or other issues; fluctuations in our stock price and trading volume which could impact the number of shares we acquire under our share repurchase program and the timing of such repurchases; disruptions in our business or the businesses of our customers or suppliers due to natural disasters (including any floods in Thailand), terrorist activity, armed conflict, war, worldwide oil prices and supply, public health concerns or disruptions in the transportation system; and general economic, industry or political conditions in the United States or internationally. For a detailed discussion of these and other risk factors, please refer to the SEC filings of Microchip including those on Forms 10-K, 10-Q and 8-K.

You can obtain copies of such filings and other relevant documents for free at Microchip's website (www.microchip.com) or the SEC's website (www.sec.gov) or from commercial document retrieval services.

Stockholders are cautioned not to place undue reliance on the forward-looking statements in this press release, which speak only as of the date such statements are made. Microchip undertakes no obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after this April 4, 2016 press release, or to reflect the occurrence of unanticipated events.

About Microchip Technology

Microchip Technology Inc. (NASDAQ: MCHP) is a leading provider of microcontroller, mixed-signal, analog and Flash-IP solutions, providing low-risk product development, lower total system cost and faster time to market for thousands of diverse customer applications worldwide. Headquartered in Chandler, Arizona, Microchip offers outstanding technical support along with dependable delivery and quality. For more information, visit the Microchip website at www.microchip.com.

Note: The Microchip name and logo are registered trademarks of Microchip Technology Inc. in the USA and other countries. All other trademarks mentioned herein are the property of their respective companies.

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