Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name Microchip Technology Incorporated		2 Issuer's employer identification number (EIN) 86-0629024
3 Name of contact for additional information Gary W. McDaniel	4 Telephone No. of contact 480-792-7200	5 Email address of contact gary.mcdaniel@microchip.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2355 W. Chandler Blvd.		7 City, town, or post office, state, and Zip code of contact Chandler, AZ 85224
8 Date of action 2013	9 Classification and description Dividends on Common Stock	

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
595017104		MCHP	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Distributions to shareholders of record on February 21, 2013 in the amount of $0.353 per share; distributions to shareholders of record on May 21, 2013 in the amount of $0.3535 per share; distributions to shareholders of record on August 21, 2013 in the amount of $0.354 per share; distributions to shareholders of record on November 21, 2013 in the amount of $0.3545 per share.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **100% of each distribution represents a return of capital. Therefore, shareholders should reduce their basis by the total amount of each distribution, assuming per-share basis recovery. Gain should be recognized by the shareholder to the extent that the amount of the distribution exceeds the shareholder's basis. For example, if a shareholder owned one share with a basis of $1.00 per share and received each of the four quarterly distributions (totalling $1.415) the shareholder should reduce their basis to zero, and recognize $0.415 of gain.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Calculation based upon current and accumulated earnings and profits as of tax year ending December 31, 2013.**

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

Internal Revenue Code Sections 301(c)(2) and 301(c)(3)

18 Can any resulting loss be recognized? ▶ **n/a**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **2013**

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Date ▶ 1/8/14

Print your name ▶ **J. Eric Bjornholt** Title ▶ **Vice President, CFO**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054