

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  <b>Microchip Technology Incorporated</b>		<b>2</b> Issuer's employer identification number (EIN)  <b>86-0629024</b>	
<b>3</b> Name of contact for additional information  <b>Gary W. McDaniel</b>	<b>4</b> Telephone No. of contact  <b>480-792-7200</b>	<b>5</b> Email address of contact  <b>gary.mcdaniel@microchip.com</b>	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  <b>2355 W. Chandler Blvd.</b>		<b>7</b> City, town, or post office, state, and Zip code of contact  <b>Chandler, AZ 85224</b>	
<b>8</b> Date of action  <b>2018</b>		<b>9</b> Classification and description  <b>Conversion Rate Adjustment on Convertible Debt</b>	
<b>10</b> CUSIP number  <b>See Attached</b>	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol  <b>MCHP</b>	<b>13</b> Account number(s)

**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 ▶ **Microchip Technology Incorporated made a conversion rate adjustment for its convertible debt holders which resulted in a deemed distribution to its convertible debt holders.**

**See attached schedule for dates when conversion rate adjustments occurred.**

**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 the distributions described above will be treated as a taxable dividend under Section 301(c) & Section 305(c).**

**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 ▶ **As described above, Microchip Technology Incorporated has determined that of such distributions described above, 100% will be treated as a taxable dividend a under Section 301(c) & Section 305(c).**

**See attached schedule for value attributed to each conversion rate adjustment.**

**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), 305(c) and 6045B**

Blank lines for listing Internal Revenue Code sections.

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

Blank lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **2018**

Blank lines for providing other information necessary for the adjustment.

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.

Sign Here  
Signature ▶  Date ▶ **8/23/18**  
Print your name ▶ **J. Eric Bjornholt** Title ▶ **Vice President, CFO**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

Microchip Technology Incorporated  
Conversion Rate Adjustments:

	Deemed Distribution Date	Total Distribution Per \$1000 Bond	Taxable Dividend Per \$1000 Bond	Return of Capital Per \$1000 Bond
1.625% Senior Subordinated Convertible Notes Due 2025 CUSIP: 595017AD6	5/18/2018	\$ 6.00	\$ 6.00	\$ -
1.625% Senior Subordinated Convertible Notes Due 2027 CUSIP: 595017AE4	5/18/2018	\$ 3.45	\$ 3.45	\$ -
2.25% Junior Subordinated Convertible Notes Due 2037 CUSIP: 595017AG9	5/18/2018	\$ 3.51	\$ 3.51	\$ -