

## 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>2017</b>		<b>9</b> Classification and description  <b>Dividends on Common Stock</b>	
<b>10</b> CUSIP number  <b>595017104</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 ▶ **Distributions to shareholders paid on:**  
**June 6, 2017 in the amount of \$0.3615 per share, and**  
**September 5, 2017 in the amount of \$0.3620 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 the distribution described above represents a return of capital.**

**Generally, the portion of the distribution on the common stock that is treated as a return of capital should reduce the tax basis in the shares of common stock up to a holder's adjusted basis in the common stock, with any excess treated as capital gains pursuant to Section 301(c)(3).**

**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 return of capital under Section 301(c)(2).**

	Total Per Share	2017 Taxable	2017 Return of
Payment Date	Distribution	Dividend	Capital
06/06/2017	\$0.3615	\$0.00	\$0.3615
09/05/2017	\$0.3620	\$0.00	\$0.3620

**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 ▶ 2017

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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 ▶ 0/24/17

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.			