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SEMTECH CORP  
Form 8-K  
February 24, 2004

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: February 24, 2004

Semtech Corporation  
(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 1-6395                      | 95-2119684                           |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|  |            |
|--|------------|
| 200 Flynn Road                           |            |
| Camarillo, California                    | 93012-8790 |
| (Address of Principal Executive Offices) | (Zip Code) |

(805) 498-2111  
(Registrant's telephone number, including area code)

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Item 7. Financial Statements and Exhibits.  
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(c) Exhibits

Exhibit 99.1 Press Release of the Registrant dated February 24, 2004. (This Exhibit 99.1 is being furnished and shall not be deemed "filed" as set forth in Items 9 and 12 hereof.)

Item 9. Regulation FD Disclosure  
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On February 24, 2004, the Registrant issued a press release containing forward

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looking statements, including with respect to its future performance and financial results. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in this Item 9 (including the exhibit hereto) is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 9 (including the exhibit hereto) shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference to this Item 9 in such filing

Item 12. Results of Operation and Financial Condition  
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On February 24, 2004, the Registrant issued a press release announcing its financial results for the fiscal quarter and year ended January 25, 2004. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in this Item 12 (including the exhibit hereto) is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 12 (including the exhibit hereto) shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference to this Item 12 in such filing.

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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.

Date: February 24, 2004

SEMTECH CORPORATON

By: /s/ David G. Franz, Jr.  
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David G. Franz, Jr.  
Chief Financial Officer

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INDEX TO EXHIBITS

| Exhibit Number | Description of Document |
|----------------|-------------------------|
|----------------|-------------------------|

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99.1

Press Release of the Registrant dated Feb. 24, 2004.