

SKYWORKS SOLUTIONS INC

Form S-8

May 22, 2006

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As filed with the Securities and Exchange Commission on May 22, 2006

Registration No. 333-\_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**Skyworks Solutions, Inc.**

(Exact Name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**04-2302115**

(I.R.S. Employer Identification No.)

**Skyworks Solutions, Inc.**

**20 Sylvan Road**

**Woburn, Massachusetts 01801**

(Address of Principal Executive Offices) (Zip Code)

**2005 Long-Term Incentive Plan**

(Full title of the plans)

**Mark V. B. Tremallo**

**Vice President, General Counsel and Secretary**

**Skyworks Solutions, Inc.**

**20 Sylvan Road**

**Woburn, Massachusetts 01801**

(Name and Address of Agent for Service of Process)

**(781) 935-5150**

(Telephone Number, Including Area Code, of Agent For Service)

**CALCULATION OF REGISTRATION FEE**

| Title of Securities                      | Amount to be Registered <sup>(1)</sup> | Proposed Maximum Offering Price Per Share <sup>(3)</sup> | Proposed Maximum Aggregate Offering Price <sup>(3)</sup> | Amount of Registration Fee |
|--|--|--|--|----------------------------|
| Common Stock, par value \$0.25 per share | 10,000,000 <sup>(2)</sup>              | \$ 5.81  | \$ 58,100,000  | \$ 6,217                   |

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

- (2) Consists of 10,000,000 shares of common stock issuable under the registrant's 2005 Long-Term Incentive Plan, as amended.
  - (3) The price of \$5.81 per share, which is the average of the high and low prices of the common stock as reported on the Nasdaq National Market on May 18, 2006, is set forth solely for purposes of calculating the filing fee pursuant to Rules 457(c) and (h).
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**STATEMENT OF INCORPORATION BY REFERENCE**

Except as otherwise set forth below, this registration statement on Form S-8 incorporates by reference the contents of the registration statement on Form S-8, File No. 333-131628 relating to the registrant's 2005 Long-Term Incentive Plan, as amended.

**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woburn, in the Commonwealth of Massachusetts, on this 22nd day of May, 2006.

SKYWORKS SOLUTIONS, INC.

By: /s/ David J. Aldrich  
David J. Aldrich  
President and Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Skyworks Solutions, Inc., hereby severally constitute and appoint David J. Aldrich and Allan M. Kline, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all things in our names and on our behalf in such capacities to enable Skyworks Solutions, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any one of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below:

| <b>SIGNATURE</b>                         | <b>TITLE</b>  | <b>DATE</b>  |
|--|---|--------------|
| /s/ David J. Aldrich<br>David J. Aldrich | President, Chief Executive Officer<br>and Director (Principal Executive<br>Officer)           | May 22, 2006 |
| /s/ Allan M. Kline<br>Allan M. Kline     | Vice President and Chief Financial<br>Officer (Principal Accounting and<br>Financial Officer) | May 22, 2006 |
| /s/ Dwight W. Decker<br>Dwight W. Decker | Chairman of the Board   | May 22, 2006 |
| /s/ Kevin L. Beebe<br>Kevin L. Beebe     | Director  | May 22, 2006 |
| /s/ Moiz M. Beguwala<br>Moiz M. Beguwala | Director  | May 22, 2006 |
| /s/ Timothy R. Furey<br>Timothy R. Furey | Director  | May 22, 2006 |



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| <b>SIGNATURE</b>                                 | <b>TITLE</b> | <b>DATE</b>  |
|--|--------------|--------------|
| /s/ Balakrishnan S. Iyer<br>Balakrishnan S. Iyer | Director     | May 22, 2006 |
| /s/ Thomas C. Leonard<br>Thomas C. Leonard       | Director     | May 22, 2006 |
| /s/ David P. McGlade<br>David P. McGlade         | Director     | May 22, 2006 |
| /s/ David J. McLachlan<br>David J. McLachlan     | Director     | May 22, 2006 |
| Robert A. Schriesheim                            | Director     | May , 2006   |

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**EXHIBIT INDEX**

| Exhibit No. | Description of Exhibit   |
|-------------|--|
| 4.1(1)      | Amended and Restated Certificate of Incorporation of the Registrant  |
| 4.2(1)      | Second Amended and Restated By-laws of the Registrant  |
| 5.1         | Opinion of Mark V.B. Tremallo, Esq.  |
| 23.1        | Consent of KPMG LLP  |
| 23.2        | Consent of Mark V.B. Tremallo, Esq. (included in Exhibit 5.1)  |
| 24.1        | Power of Attorney (included as part of the signature page of this Registration Statement)  |
| (1)         | Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2002 (File No. 001-5560) and incorporated herein by reference. |