

SKYWORKS SOLUTIONS INC

Form 424B7

March 29, 2007

Prospectus Supplement no. 1 to Prospectus dated March 8, 2007

**Filed Pursuant to Rule 424(b)(7) of the Securities Act of 1933
relating to Registration No. 333-141157**

1¹/₄% Convertible Subordinated Notes due 2010

1¹/₂% Convertible Subordinated Notes due 2012

Shares of Common Stock Issuable Upon Conversion of the Notes

This prospectus supplement no. 1 dated March 29, 2007 to the prospectus dated March 8, 2007 relates to the resale by certain selling security holders of our 1¹/₄% Convertible Subordinated Notes due 2010, or the 2010 notes, and our 1¹/₂% Convertible Subordinated Notes due 2012, or the 2012 notes, which we issued in a private placement in March 2007, and shares of our common stock issuable upon conversion of the 2010 notes and 2012 notes. We refer to the 2010 notes and 2012 notes together as the notes.

You should read this prospectus supplement no. 1 in conjunction with the prospectus dated March 8, 2007, which we refer to as the prospectus. This prospectus supplement no. 1 is not complete without, and may not be delivered or used except in conjunction with, the prospectus, including any amendments or supplements to it. This prospectus supplement no. 1 is qualified by reference to the prospectus, except to the extent that the information provided by this prospectus supplement no. 1 supersedes or supplements certain information contained in the prospectus.

Investing in the notes and the common stock issuable upon conversion of the notes involves a high degree of risk. See Risk Factors beginning on page 8 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement no. 1 or the prospectus. Any representation to the contrary is a criminal offense.

This prospectus supplement no. 1, together with the prospectus, constitutes the offer of up to \$100,000,000 principal amount of our 2010 notes, \$100,000,000 principal amount of our 2012 notes, and the shares of our common stock issuable upon conversion of those notes.

The section of the prospectus entitled **Selling Security Holders** is amended and restated in its entirety to read as follows:

Selling Security Holders

On March 2, 2007, we issued and sold a total of \$200,000,000 aggregate principal amount of the notes in a private placement to Credit Suisse Securities (USA) LLC, which we refer to as the initial purchaser. The initial purchaser has advised us that it resold the notes, in transactions exempt from the registration requirements of the Securities Act of 1933, to qualified institutional buyers, as defined in Rule 144A under the Securities Act of 1933, in compliance with Rule 144A. The selling security holders, which term includes their transferees, pledgees, donees and successors, may from time to time offer and sell pursuant to this prospectus any and all of the notes and the shares of our common stock issuable upon conversion of the notes. Our registration of the notes and the shares of common stock issuable upon conversion of the notes does not necessarily mean that the selling security holders will sell all or any of the notes or common stock.

The notes and our shares of common stock to be issued upon conversion of the notes are being registered pursuant to a registration rights agreement between the initial purchaser and us. In that agreement, we undertook to file a registration statement with regard to the notes and our shares of common stock issuable upon conversion of the notes and, subject to certain exceptions, to keep that registration statement effective for up to two years. The registration statement of which this prospectus is a part is intended to satisfy our obligations under that agreement.

The following table sets forth information with respect to the selling security holders and the principal amount of notes and common stock beneficially owned by each selling security holder that may be offered from time to time by each selling security holder pursuant to this prospectus. The information in the tables is based on information provided by or on behalf of the selling security holders on or prior to March 28, 2007, and may change over time. In particular, the selling security holders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided to us information regarding their holdings in transactions exempt from the registration requirements of the Securities Act of 1933. The selling security holders may offer all, some or none of the notes or the common stock issuable upon conversion of the notes.

We have assumed for purposes of the table below that the selling security holders will sell all of their notes and all of our common stock issuable upon conversion of their notes pursuant to this prospectus, and that any other shares of our common stock beneficially owned by the selling security holders will continue to be beneficially owned.

The percentage of notes outstanding beneficially owned by each selling security holder is based on \$100,000,000 aggregate principal amount of 2010 notes outstanding and \$100,000,000 aggregate principal amount of 2012 notes outstanding. The number of shares of common stock issuable upon conversion of the notes shown in the table below assumes conversion of the full amount of notes held by each selling security holder at the initial conversion rate of 105.0696 shares of common stock per \$1,000 principal amount of notes.

To our knowledge, none of the selling security holders has, or within the past three years has had, any position, office or other material relationship with us or any of our affiliates.

| Name of Selling Security Holder (1) | 2010 Notes | | 2012 Notes | | Common Stock | | |
|---|--|---|--|---|--|---|--|
| | Principal Amount Beneficially Owned and Offered Hereby (2) | Percentage of 2010 Notes Outstanding | Principal Amount Beneficially Owned and Offered Hereby (3) | Percentage of 2012 Notes Outstanding | Common Stock Owned Prior to the Offering (4) | Percentage of Common Stock Prior to the Offering (5) | Common Stock Owned after Completion of the Offering (6) |
| Alexandra Global Master Fund Ltd. (7) | \$ 1,000,000 | 1.0% | | | 105,069 | * | |
| Basso Fund Ltd. (8) | \$ 30,000 | * | \$ 60,000 | * | 9,456 | * | |
| Basso Holdings Ltd. (8) | \$ 365,000 | * | \$ 730,000 | * | 115,050 | * | |
| Basso Multi-Strategy Holding Fund Ltd. (8) | \$ 105,000 | * | \$ 210,000 | * | 33,096 | * | |
| CALAMOS Growth & Income Portfolio CALAMOS Advisors Trust (9) | \$ 55,000 | * | \$ 55,000 | * | 11,556 | * | |
| CALAMOS Growth & Income Fund CALAMOS Investment Trust (9) | \$ 10,000,000 | 10.0% | \$ 10,000,000 | 10.0% | 2,101,392 | 1.3% | |
| CC Arbitrage, Ltd. (10) | \$ 250,000 | * | \$ 250,000 | * | 52,534 | * | |
| CNH CA Master Account, L.P. (11) | \$ 4,000,000 | 4.0% | \$ 7,500,000 | 7.5% | 1,208,300 | * | |
| Credit Suisse Securities LLC (12)+ | \$ 4,900,000 | 4.9% | \$ 16,400,000 | 16.4% | 2,237,982 | 1.4% | |
| | \$ 2,434,000 | 2.4% | \$ 3,246,000 | 3.2% | 596,794 | * | |

Forest Global
Convertible Master
Fund Ltd. (13)

| Name of Selling Security Holder (1) | 2010 Notes | | 2012 Notes | | Common Stock | | |
|--|---|---|---|---|--|---|--|
| | Principal Amount Beneficially Owned and Offered Hereby (2) | Percentage of 2010 Notes Outstanding | Principal Amount Beneficially Owned and Offered Hereby (3) | Percentage of 2012 Notes Outstanding | Common Stock Owned Prior to the Offering (4) | Percentage of Common Stock Prior to the Offering (5) | Common Stock Owned after Completion of the Offering (6) |
| Forest Multi Strategy Master Fund SPC, on behalf of its Multi Strategy Segregated Portfolio (13) | \$ 42,000 | * | \$ 56,000 | * | 10,295 | * | |
| GPC LX, LLC (14)+ | \$ 900,000 | * | | | 94,562 | * | |
| Grace Convertible Arbitrage Fund, Ltd. (15) | | | \$ 2,500,000 | 2.5% | 262,674 | * | |
| HFR CA Global Opportunity Master Trust (13) | \$ 756,000 | * | \$ 1,007,000 | 1.0% | 185,237 | * | |
| HFR RVA Select Performance Master Trust (13) | \$ 66,000 | * | \$ 88,000 | * | 16,180 | * | |
| Institutional Benchmarks Master Fund Ltd. (13) | \$ 459,000 | * | \$ 612,000 | * | 112,529 | * | |
| Linden Capital LP (16) | | | \$ 1,500,000 | 1.5% | 157,604 | * | |
| LLT Limited (13) | \$ 481,000 | * | \$ 641,000 | * | 117,887 | * | |
| Lyxor/Forest Fund Limited (13) | \$ 3,262,000 | 3.3% | \$ 4,350,000 | 4.4% | 799,789 | * | |
| Piper Jaffray & Co. # | \$ 1,000,000 | 1.0% | \$ 1,000,000 | 1.0% | 210,139 | * | |
| Ramius Master Fund, Ltd. (17) | \$ 630,000 | * | | | 66,193 | * | |

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| | | | | | | |
|---|--------------|------|--------------|------|---------|---|
| RCG Halifax Fund, Ltd. (18) | \$ 300,000 | * | | | 31,520 | * |
| RCG Latitude Master Fund, Ltd. (18) | \$ 1,920,000 | 1.9% | | | 201,733 | * |
| Satellite Convertible Arbitrage Masterfund LLC (19) | | | \$ 5,000,000 | 5.0% | 525,348 | * |
| SuttonBrook Capital Portfolio LP (20) | \$ 2,000,000 | 2.0% | \$ 5,000,000 | 5.0% | 735,487 | * |

| Name of Selling Security Holder (1) | 2010 Notes | | 2012 Notes | | Common Stock | | |
|--|---|---|---|---|--|---|--|
| | Principal Amount Beneficially Owned and Offered Hereby (2) | Percentage of 2010 Notes Outstanding | Principal Amount Beneficially Owned and Offered Hereby (3) | Percentage of 2012 Notes Outstanding | Common Stock Owned Prior to the Offering (4) | Percentage of Common Stock Prior to the Offering (5) | Common Stock Owned after Completion of the Offering (6) |
| Tenor Opportunity Master Fund, Ltd. (21) | \$ 2,250,000 | 2.3% | | | 236,406 | * | |
| Vicis Capital Master Fund (22) | \$ 3,500,000 | 3.5% | \$ 3,500,000 | 3.5% | 735,487 | * | |
| Wolverine Convertible Arbitrage Funds Trading Limited (23) | \$ 8,350,000 | 8.4% | | | 877,331 | * | |
| Xavex Convertible Arbitrage 5 (18) | \$ 150,000 | * | | | 15,760 | * | |

* Less than one percent.

The selling security holder is a registered broker-dealer.

+ The selling security holder is an affiliate of a registered broker-dealer.

(1) Information about other selling security holders, except for any future transferees, pledgees,

donees and successors of the security holders named in the table above, will be set forth, if required, in additional supplements to the prospectus or in one or more reports filed with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

- (2) The aggregate dollar amount of the 2010 notes listed in the table above together with information about other selling security holders set forth in additional supplements to the prospectus or in reports filed with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 may exceed \$100,000,000 because certain

persons listed herein and/or therein as selling security holders may have transferred their securities in transactions exempt from registration, in which case the transferees thereof may be listed herein, in another prospectus supplement or in a report filed with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 with respect to the same securities.

- (3) The aggregate dollar amount of the 2012 notes listed in the table above together with information about other selling security holders set forth in additional supplements to the prospectus or in reports filed with the Securities and Exchange Commission pursuant to Section 13 or

15(d) of the Securities Exchange Act of 1934 may exceed \$100,000,000 because certain persons listed herein and/or therein as selling security holders may have transferred their securities in transactions exempt from registration, in which case the transferees thereof may be listed herein, in another prospectus supplement or in a report filed with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 with respect to the same securities.

- (4) Assumes conversion of all of the holder's notes at a conversion rate of 105.0696 shares of common stock per \$1,000 principal amount of the notes. This conversion rate

is subject to
adjustment as
described under
Description of
the Notes
Conversion of
Notes
Conversion Rate
Adjustments
beginning on
page 40 of the
prospectus. As a
result, the
number of
shares of
common stock
issuable upon
conversion of
notes may
increase or
decrease in the
future. Excludes
fractional shares
and additional
shares of
common stock
that may be
issued by us
upon

the repurchase of
the notes upon
the occurrence of
a fundamental
change as
described under

Description of the
Notes Conversion
of Notes Increase
of Conversion
Rate Upon
Certain
Fundamental
Changes
beginning on
page 38 of the
prospectus.

Holder will
receive a cash
adjustment for
any fractional
share amount
resulting from
conversion of the
notes, as
described under

Description of the
Notes Conversion
of Notes

Conversion
Procedures
beginning on
page 43 of the
prospectus.

- (5) Calculated based
on
Rule 13d-3(d)(i)
of the Exchange
Act. The
percentage of
shares of
common stock
beneficially
owned by each
holder named
above stock is
calculated based
on 159,584,481

shares of
common stock
outstanding as of
March 27, 2007.
In calculating this
amount for each
holder, we treated
as outstanding the
number of shares
of common stock
issuable upon
conversion of all
of that holder's
notes, but we did
not assume
conversion of any
other holder's
notes.

- (6) For purposes of
computing the
number and
percentage of
notes and shares
of common stock
to be held by the
selling security
holders after the
completion of the
offering, we have
assumed for
purposes of the
table above that
the selling
security holders
named above will
sell all of their
notes and all of
the common
stock issuable
upon conversion
of their notes
offered by this
prospectus, and
that any other
shares of our
common stock
beneficially
owned by these
selling security
holders will

continue to be
beneficially
owned.

- (7) The selling security holder has indicated that Alexandra Investment Management, LLC, or Alexandra, a Delaware limited liability company, serves as investment adviser to the selling security holder. By reason of such relationship, Alexandra may be deemed to share dispositive power or investment control over the securities stated as beneficially owned by the selling security holder. Alexandra disclaims beneficial ownership of such securities. Mikhail A. Filimonov is a managing member of Alexandra. By reason of such relationship, Mr. Filimonov may be deemed to share dispositive power or investment control over the shares of common stock

stated as
beneficially
owned by the
selling security
holder.

Mr. Filimonov
disclaims
beneficial
ownership of
such shares of
common stock.

- (8) The selling security holder has indicated that Basso Capital Management, L.P., or Basso, is the investment manager to the selling security holder. Howard Fischer is a managing member of Basso GP LLC, the general partner of Basso. Mr. Fischer has ultimate responsibility for trading with respect to the selling security holder.

- (9) The selling security holder has indicated that Calamos Advisors LLC is the investment advisor for the selling security holder. Nick Calamos is the Chief Investment Officer of the selling security holder and has sole investment

and voting control over the selling security holder.

- (10) The selling security holder has indicated that as investment manager under a management agreement, Castle Creek Arbitrage LLC may exercise dispositive and voting power with respect to the securities owned by the selling security holder. Castle Creek Arbitrage LLC disclaims beneficial ownership of such securities. Daniel Asher and Allan Weine are the managing members of Castle Creek Arbitrage LLC. Messrs. Asher and Weine disclaim beneficial ownership of the securities owned by CC Arbitrage Ltd.
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- (11) The selling security holder has indicated that CNH Partners, LLC is its investment advisor and has sole voting and dispositive power over the notes and common stock issuable upon the conversion of the notes held by such selling security holder. Investment principals for the advisor are Robert Krail, Mark Mitchell, and Todd Pulvino.
- (12) Jeff Andreski is the natural person with voting power or investment control over the notes and shares issuable upon conversion of the notes.
- (13) The selling security holder has indicated that Forest Investment Management exercises voting and/or investment control with respect to the notes and the common stock

underlying the notes. Forest Investment Management LLC is wholly owned by Forest Partners II LP, the sole general partner of which is Michael A. Boyd Inc., which is controlled by Michael A. Boyd.

(14) The selling security holder has indicated that the investment manager of the selling security holder is Wolverine Asset Management, LLC, or WAM. Christopher Gust is the portfolio manager that oversees the investment of the assets of the selling security holder on behalf of WAM.

(15) The selling security holder has indicated that the controlling entity of the selling security holder is Grace Brothers Management, L.L.C. The natural person that exercises

sole voting
power of the
notes and shares
issuable upon
conversion of
the notes is
Michael D.
Brailov

(16) The selling
security holder
has indicated
that Linden GP
LLC is the
general partner
of the selling
security holder.
Siu Min Wong
is the managing
member of
Linden GP LLC
and has
investment
control over the
securities.

(17) The selling
security holder
has indicated
that Ramius
Advisors,
L.L.C., or
Ramius
Advisors, is the
investment
adviser of the
selling security
holder and
consequently
has voting
control and
investment
discretion over
the securities
held by the
selling security
holder. Ramius
Capital Group,
L.L.C., or
Ramius Capital,
is the sole

member of
Ramius
Advisors and
consequently
Ramius Capital
may be deemed
to have voting
control and
investment
discretion over
securities held
by the selling
security holder.
Ramius Capital
disclaims
beneficial
ownership of
the securities
held by the
selling security
holder. Peter A.
Cohen, Morgan
B. Stark,
Thomas W.
Strauss and
Jeffrey M.
Solomon are the
managing
members of
C4S & Co.,
L.L.C., the sole
managing
member of
Ramius Capital.
As a result,
Messrs. Cohen,
Stark, Strauss
and Solomon
may be
considered
beneficial
owners of any
securities
deemed to be
beneficially
owned by
Ramius Capital.
Messrs. Cohen,
Stark, Strauss
and Solomon
disclaim

beneficial
ownership of
these securities.

An affiliate of
Ramius Capital
is a NASD
member.

However, this
affiliate will not
sell any
securities set
forth in the table
and will receive
no
compensation in
connection with
sales of
securities set
forth in the
table.

- (18) The selling
security holder
has indicated
that Ramius
Capital Group,
L.L.C., or
Ramius Capital,
is the
investment
adviser of the
selling security
holder and
consequently
has voting
control and
investment
discretion over
the securities
held by the
selling security
holder. Ramius
Capital
disclaims
beneficial
ownership of
the securities
held by the
selling security
holder. Peter

A. Cohen,
Morgan B.
Stark, Thomas
W. Strauss and
Jeffrey M.
Solomon are the
managing
members of
C4S & Co.,
L.L.C., the sole
managing
member of
Ramius Capital.
As a result,
Messrs. Cohen,
Stark, Strauss
and Solomon
may be
considered
beneficial
owners of any
securities
deemed to be
beneficially
owned by
Ramius Capital.
Messrs. Cohen,
Stark, Strauss
and Solomon
disclaim
beneficial
ownership of
these securities.
An affiliate of
Ramius Capital
is a NASD
member.
However, this
affiliate will not
sell any
securities set
forth in the table
and will receive
no
compensation in
connection with
sales of
securities set
forth in the

table.

(19) The selling security holder has indicated that the discretionary investment manager of the selling security holder is Satellite Asset Management, L.P., or SAM. The controlling entity of SAM is Satellite Fund Management, LLC, or SFM. The managing members of SFM are Lief Rosenblatt, Mark Sonnino and Gabe Nechamkin. SAM, SFM and each named individual disclaims beneficial ownership of the securities.

(20) The selling security holder has indicated that SuttonBrook Capital Management LP is the investment manager of SuttonBrook Capital Portfolio LP. John London and Steven M. Weinstein are the natural

persons with control and voting power over SuttonBrook Capital Management LP.

- (21) The selling security holder has indicated that Robin Shah, a director of the selling security holder, has sole investment and voting control over the selling security holder.
- (22) The selling security holder has indicated that Vicis Capital LLC is the investment manager of the selling security holder. Shad Stastney, John Stucco and Sky Lucas control Vicis Capital LLC equally, but disclaim individually ownership of the securities.
- (23) The selling security holder has indicated that Robert Bellick has sole investment and voting control over the selling security holder.

The date of this prospectus supplement no. 1 is March 29, 2007.