

SKYWORKS SOLUTIONS INC

Form 10-K/A

February 01, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A  
Amendment No. 1**

☐ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the fiscal year ended October 2, 2009**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the Transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number**

**001-5560**

**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.)*

**20 Sylvan Road, Woburn, Massachusetts**

*(Address of Principal Executive Offices)*

**01801**

*(Zip Code)*

**Registrant's telephone number, including area code: (781) 376-3000**

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of Each Class**

Common Stock, par value \$0.25 per share

**Name of Each Exchange on Which Registered**

NASDAQ Global Select Market

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☐ Yes ☐ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. ☐ Yes

☐ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☐ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

☐ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐  
(Do not check if a smaller  
reporting company)

Smaller reporting  
company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐  
Yes ☐ No

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant (based on the closing price of the registrant's common stock as reported on the NASDAQ Global Select Market on the last business day of the registrant's most recently completed second fiscal quarter (April 3, 2009)) was approximately \$1,467,316,160. The number of outstanding shares of the registrant's common stock, par value, \$0.25 per share as of November 16, 2009, was 174,378,774.

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This Amendment No. 1 amends Skyworks Solutions, Inc.'s ( Skyworks or the Company ) Annual Report on Form 10-K for the year ended October 2, 2009, which was filed with the Securities and Exchange Commission ( SEC ) on November 30, 2009 (the Original Filing ). The Company is filing this Amendment No. 1 for the sole purpose of providing the information required in Part III of Form 10-K, as the Company's 2010 Annual Meeting of Stockholders is scheduled for May 11, 2010, and, accordingly, the Company's Proxy Statement relating to such Annual Meeting will be filed after the date hereof. Except as described above, this Amendment No. 1 does not amend any other information set forth in the Original Filing, and the Company has not updated disclosures included therein to reflect any subsequent events.

**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.****DIRECTORS AND EXECUTIVE OFFICERS**

The following table sets forth for each director and executive officer of the Company his position with the Company as of January 15, 2010:

| <b>Name</b>           | <b>Title</b>                                                      |
|-----------------------|-------------------------------------------------------------------|
| David J. McLachlan    | Chairman of the Board                                             |
| David J. Aldrich      | President, Chief Executive Officer and Director                   |
| Kevin L. Beebe        | Director                                                          |
| Moiz M. Beguwala      | Director                                                          |
| Timothy R. Furey      | Director                                                          |
| Balakrishnan S. Iyer  | Director                                                          |
| Thomas C. Leonard     | Director                                                          |
| David P. McGlade      | Director                                                          |
| Robert A. Schriesheim | Director                                                          |
| Donald W. Palette     | Vice President and Chief Financial Officer                        |
| Bruce J. Freyman      | Vice President, Worldwide Operations                              |
| Liam K. Griffin       | Senior Vice President, Sales and Marketing                        |
| George M. LeVan       | Vice President, Human Resources                                   |
| Mark V.B. Tremallo    | Vice President, General Counsel and Secretary                     |
| Gregory L. Waters     | Executive Vice President and General Manager, Front-End Solutions |

*David J. Aldrich*, age 52, has served as Chief Executive Officer, President and Director of the Company since April 2000. From September 1999 to April 2000, Mr. Aldrich served as President and Chief Operating Officer. From May 1996 to May 1999, when he was appointed Executive Vice President, Mr. Aldrich served as Vice President and General Manager of the semiconductor products business unit. Mr. Aldrich joined the Company in 1995 as Vice President, Chief Financial Officer and Treasurer. From 1989 to 1995, Mr. Aldrich held senior management positions at M/A-COM, Inc. (developer and manufacturer of radio frequency and microwave semiconductors, components and IP networking solutions), including Manager Integrated Circuits Active Products, Corporate Vice President of Strategic Planning, Director of Finance and Administration and Director of Strategic Initiatives with the Microelectronics Division. Mr. Aldrich has also served since February 2007 as a director of Belden Inc. (a publicly traded designer and manufacturer of cable products and transmission solutions).

*Kevin L. Beebe*, age 50, has been a director since January 2004. Since November 2007, he has been President and Chief Executive Officer of 2BPartners, LLC (a partnership that provides strategic, financial and operational advice to investors and management, and whose clients include Carlyle Group, GS Capital Partners, KKR and TPG Capital). Previously, beginning in 1998, he was Group President of Operations at ALLTEL Corporation, a telecommunications services company. From 1996 to 1998, Mr. Beebe served as Executive Vice President of Operations for 360° Communications Co., a wireless communication company. He has held a variety of executive and senior management positions at several divisions of Sprint, including Vice President of Operations and Vice President of Marketing and Administration for Sprint Cellular, Director of Marketing for Sprint North Central Division, Director of Engineering

and Operations Staff and Director of Product Management and Business Development for Sprint Southeast Division, as well as Staff Director of Product Services at Sprint Corporation. Mr. Beebe began his career at AT&T/Southwestern Bell as a Manager. Mr. Beebe also serves as a director for SBA Communications Corporation (a publicly traded North American operator of wireless communications towers).

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*Moiz M. Beguwala*, age 63, has been a director since June 2002. He served as Senior Vice President and General Manager of the Wireless Communications business unit of Conexant from January 1999 to June 2002. Prior to Conexant's spin-off from Rockwell International Corporation, Mr. Beguwala served as Vice President and General Manager, Wireless Communications Division, Rockwell Semiconductor Systems, Inc. from October 1998 to December 1998; Vice President and General Manager Personal Computing Division, Rockwell Semiconductor Systems, Inc. from January 1998 to October 1998; and Vice President, Worldwide Sales, Rockwell Semiconductor Systems, Inc. from October 1995 to January 1998. Mr. Beguwala serves on the Board of Directors of Powerwave Technologies, Inc. (a publicly traded wireless solutions supplier for communications networks worldwide) and as Chairman of the Board of RF Nano Corporation (a privately held semiconductor company in Newport Beach, CA).

*Timothy R. Furey*, age 51, has been a director since 1998. He has been Chief Executive Officer of MarketBridge (a privately owned sales and marketing strategy and technology professional services firm) since 1991. His company's clients include organizations such as IBM, British Telecom and other global Fortune 500 companies selling complex technology products and services into both OEM and end-user markets. Prior to 1991, Mr. Furey held a variety of consulting positions with Boston Consulting Group, Strategic Planning Associates, Kaiser Associates and the Marketing Science Institute.

*Balakrishnan S. Iyer*, age 53, has been a director since June 2002. He served as Senior Vice President and Chief Financial Officer of Conexant Systems, Inc. from October 1998 to June 2003, and has been a director of Conexant since February 2002. Prior to joining Conexant, Mr. Iyer served as Senior Vice President and Chief Financial Officer of VLSI Technology Inc. Prior to that, he was corporate controller for Cypress Semiconductor Corp. and Director of Finance for Advanced Micro Devices, Inc. Mr. Iyer serves on the Board of Directors of Conexant, Life Technologies Corp., Power Integrations, Inc., QLogic Corporation, and IHS Inc. (each a publicly traded company).

*Thomas C. Leonard*, age 75, has been a director since August 1996. From April 2000 until June 2002, he served as Chairman of the Board of the Company, and from September 1999 to April 2000, he served the Company as Chief Executive Officer. From July 1996 to September 1999, he served as President and Chief Executive Officer. Mr. Leonard joined the Company in 1992 as a Division General Manager and was elected a Vice President in 1994. Mr. Leonard has over 30 years of experience in the microwave industry, having held a variety of executive and senior level management and marketing positions at M/A-COM, Inc., Varian Associates, Inc. and Sylvania.

*David P. McGlade*, age 49, has been a director since February 2005. Since April 2005, he has served as the Chief Executive Officer and Deputy Chairman of Intelsat Global SA (a privately held worldwide provider of fixed satellite services). Previously, Mr. McGlade served as an Executive Director of mmO2 PLC and as the Chief Executive Officer of O2 UK (a subsidiary of mmO2), a position he held from October 2000 until March 2005. Before joining O2 UK, Mr. McGlade was President of the Western Region for Sprint PCS.

*David J. McLachlan*, age 71, has been a director since 2000 and Chairman of the Board since May 2008. Mr. McLachlan served as a senior advisor to the Chairman and Chief Executive Officer of Genzyme Corporation (a publicly traded biotechnology company) from 1999 to 2004. He also was the Executive Vice President and Chief Financial Officer of Genzyme from 1989 to 1999. Prior to joining Genzyme, Mr. McLachlan served as Vice President and Chief Financial Officer of Adams-Russell Company (an electronic component supplier and cable television franchise owner). Mr. McLachlan also serves on the Board of Directors of Dyax Corp. (a publicly traded biotechnology company) and HearUSA, Ltd. (a publicly traded hearing care services company).

*Robert A. Schriesheim*, age 49, has been a director since 2006. Mr. Schriesheim currently serves as the Chief Financial Officer of Hewitt Associates, Inc. (a publicly traded global human resources consulting and outsourcing company). Previously, from October 2006 until December 2009, he was the Executive Vice President, Chief Financial Officer and Principal Financial Officer of Lawson Software, Inc. (a publicly traded ERP software provider). From August 2002 to October 2006, he was affiliated with ARCH Development Partners, LLC, a seed stage venture capital fund. Before joining ARCH, Mr. Schriesheim held executive positions at Global TeleSystems, SBC Equity Partners, Ameritech, AC Nielsen, and Brooke Group Ltd. Mr. Schriesheim is also a director of Lawson Software, Inc. and Enfora (a privately held provider of intelligent wireless machine-to-machine modules and integrated platform solutions).

*Donald W. Palette*, age 52, joined the Company as Vice President and Chief Financial Officer of Skyworks in August 2007. Previously, from May 2005 until August 2007, Mr. Palette served as Senior Vice President, Finance and Controller of Axcelis Technologies, Inc. (a publicly traded semiconductor equipment manufacturer). Prior to May 2005, he was Axcelis Controller beginning in 1999, Director of Finance beginning August 2000, and Vice President and Treasurer beginning in 2003. Before joining Axcelis in 1999, Mr. Palette was Controller of Financial Reporting/Operations for Simplex, a leading manufacturer of fire protection and security systems. Prior to that, Mr. Palette was Director of Finance for Bell & Howell's Mail Processing Company, a leading manufacturer of high speed mail insertion and sorting equipment.



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*Bruce J. Freyman*, age 49, joined the Company as Vice President, Worldwide Operations in May 2005. Previously, he served as President and Chief Operating Officer of Amkor Technology and also held various senior management positions, including Executive Vice President of Operations from 2001 to 2004. Earlier, Mr. Freyman spent 10 years with Motorola managing their semiconductor packaging operations for portable communications products.

*Liam K. Griffin*, age 43, joined the Company in August 2001 and serves as Senior Vice President, Sales and Marketing. Previously, Mr. Griffin was employed by Vectron International, a division of Dover Corp., as Vice President of Worldwide Sales from 1997 to 2001, and as Vice President of North American Sales from 1995 to 1997. His prior experience included positions as a Marketing Manager at AT&T Microelectronics, Inc. and Product and Process Engineer at AT&T Network Systems. Mr. Griffin also serves as a director of Vicor Corp. (a publicly traded designer, developer, manufacturer and marketer of modular power components and complete power systems).

*George M. LeVan*, age 64, has served as Vice President, Human Resources since June 2002. Previously, Mr. LeVan served as Director, Human Resources, from 1991 to 2002 and has managed the human resource department since joining the Company in 1982. Prior to 1982, Mr. LeVan held human resources positions at Data Terminal Systems, Inc., W.R. Grace & Co., Compo Industries, Inc. and RCA.

*Mark V.B. Tremallo*, age 53, joined the Company in April 2004 and serves as Vice President, General Counsel and Secretary. Previously, from January 2003 to April 2004, Mr. Tremallo was Senior Vice President and General Counsel at TAC Worldwide Companies (a technical workforce solutions provider). Prior to TAC, from May 1997 to May 2002, he was Vice President, General Counsel and Secretary at Acterna Corp. (a global communications test equipment and solutions provider). Earlier, Mr. Tremallo served as Vice President, General Counsel and Secretary at Cabot Safety Corporation.

*Gregory L. Waters*, age 49, joined the Company in April 2003, and has served as Executive Vice President and General Manager, Front-End Solutions since October 2006, Executive Vice President beginning November 2005, and Vice President and General Manager, Cellular Systems as of May 2004. Previously, from February 2001 until April 2003, Mr. Waters served as Senior Vice President of Strategy and Business Development at Agere Systems and, beginning in 1998, held positions there as Vice President of the Wireless Communications business and Vice President of the Broadband Communications business. Prior to working at Agere, Mr. Waters held a variety of senior management positions within Texas Instruments, including Director of Network Access Products and Director of North American Sales.

**Audit Committee:** We have established an Audit Committee comprised of the following individuals, each of whom qualifies as independent within the meaning of the applicable Listing Rules of the NASDAQ Stock Market LLC (the NASDAQ Rules ) and meets the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934 ( Exchange Act ): Robert A. Schriesheim (Chairman), Kevin L. Beebe, Balakrishnan S. Iyer, Moiz M. Beguwala and David J. McLachlan.

**Audit Committee Financial Expert:** The Board of Directors has determined that each of Mr. Schriesheim (Chairman), Mr. Iyer and Mr. McLachlan, meets the qualifications of an audit committee financial expert under SEC Rules and the qualifications of financial sophistication under the NASDAQ Rules, and qualifies as independent as defined under the NASDAQ Rules.

## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16 (a) of the Exchange Act requires our directors, executive officers and beneficial owners of more than 10% of our equity securities to file reports of holdings and transactions in securities of Skyworks with the SEC. Based solely on a review of Forms 3, 4 and 5 and any amendments thereto furnished to us, and written representations provided to us, with respect to our fiscal year ended October 2, 2009, we believe that all Section 16(a) filing requirements applicable to our directors, executive officers and beneficial owners of more than 10% of our common stock with respect to such fiscal year were timely made.

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### **CODE OF ETHICS**

We have adopted a written code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. We make available our code of business conduct and ethics free of charge through our website, which is located at [www.skyworksinc.com](http://www.skyworksinc.com). We intend to disclose any amendments to, or waivers from, our code of business conduct and ethics that are required to be publicly disclosed pursuant to rules of the SEC and the NASDAQ Rules by posting any such amendment or waivers on our website and disclosing any such waivers in a Form 8-K filed with the SEC.

### **ITEM 11. EXECUTIVE COMPENSATION.**

#### **COMPENSATION DISCUSSION AND ANALYSIS**

##### ***Who Sets Compensation for Senior Executives?***

The Compensation Committee, which is comprised solely of independent directors within the meaning of applicable NASDAQ Rules, outside directors within the meaning of Section 162 of the Internal Revenue Code ( Section 162(m) ) and non-employee directors within the meaning of Rule 16b-3 under the Exchange Act, is responsible for determining all components, and amounts, of compensation to be paid to our Chief Executive Officer, our Chief Financial Officer and each of our other executive officers, as well as any other officers or employees who report directly to the Chief Executive Officer.

This Compensation Discussion and Analysis section discusses the compensation policies and programs for our Chief Executive Officer, our Chief Financial Officer and our three next most highly paid executive officers during fiscal 2009 as determined under the rules of the SEC. We refer to this group of executive officers as our Named Executive Officers.

##### ***What are the Objectives of Our Compensation Program?***

The objectives of our executive compensation program are to attract, retain and motivate highly qualified executives to operate our business, and to link the compensation of those executives to improvements in the Company's financial performance and increases in stockholder value. Accordingly, the Compensation Committee's goals in establishing our executive compensation program include:

- (1) ensuring that our executive compensation program is competitive with a group of companies in the semiconductor industry with which we compete for executive talent;
- (2) providing a base salary that serves as the foundation of a compensation package that attracts and retains the executive talent needed to achieve our business objectives;
- (3) providing short-term variable compensation that motivates executives and rewards them for achieving financial performance targets;
- (4) providing long-term stock-based compensation that aligns the interest of our executives with stockholders and rewards them for increases in stockholder value; and
- (5) ensuring that our executive compensation program is perceived as fundamentally fair to all of our employees.

##### ***How Do We Determine the Components and Amount of Compensation to Pay?***

The Compensation Committee sets compensation for the Named Executive Officers, including salary, short-term incentives and long-term stock-based awards, at levels generally intended to be competitive with the compensation of comparable executives in semiconductor companies with which the Company competes for executive talent.

##### **Retention of Compensation Consultant**

The Compensation Committee has engaged Aon/Radford Consulting to assist the Compensation Committee in determining the components and amount of executive compensation. The consultant reports directly to the Compensation Committee, through its chairperson, and the Compensation Committee retains the right to terminate or replace the consultant at any time. The consultant advises the Compensation Committee on such compensation matters as are requested by the Compensation Committee. The Compensation Committee considers the consultant's advice on such matters in addition to any other information or factors it considers relevant in making its compensation determinations.

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### **Role of Chief Executive Officer**

The Compensation Committee also considers the recommendations of the Chief Executive Officer regarding the compensation of each of his direct reports, including the other Named Executive Officers. These recommendations include an assessment of each individual's responsibilities, experience, individual performance and contribution to the Company's performance, and also generally takes into account internal factors such as historical compensation and level in the organization, in addition to external factors such as the current environment for attracting and retaining executives.

### **Establishment of Comparator Group Data**

In determining compensation for each of the Named Executive Officers, the committee utilizes Comparator Group data for each position. For fiscal year 2009, the Compensation Committee approved Comparator Group data consisting of a 50/50 blend of (i) Aon/Radford survey data of 45 semiconductor companies<sup>1</sup> and (ii) the public peer group data for 14 publicly-traded semiconductor companies with which the Company competes for executive talent (the Peer Group):

|                        |                          |                         |                         |
|------------------------|--------------------------|-------------------------|-------------------------|
| *Anadigics             | *Fairchild Semiconductor | *LSI Logic              | *Silicon Laboratories   |
| *Analog Devices        | *Integrated Device       | *National Semiconductor | *TriQuint Semiconductor |
| *Broadcom              | Technology               | *ON Semiconductor       |                         |
| *Cypress Semiconductor | *Intersil                | *RF Micro Devices       |                         |
|                        | *Linear Technology       |                         |                         |

### **Utilization of Comparator Group Data**

The Compensation Committee annually compares the components and amounts of compensation that we provide to our Chief Executive Officer and other Named Executive Officers with the components and amounts of compensation provided to their counterparts in the Comparator Group and uses this comparison data as a guideline in its review and determination of base salaries, short-term incentives and long-term stock-based compensation awards. In addition, in setting fiscal year 2009 compensation, the Compensation Committee sought and received input from its consultant regarding the base salaries for the Chief Executive Officer and each of his direct reports, the award levels and performance targets relating to the short-term incentive program for executive officers, and the individual stock-based compensation awards for executive officers, as well as the related vesting schedules.

After reviewing the data and considering the input, the Compensation Committee established (and the full Board of Directors was advised of) the base salary, short-term incentive target and long-term stock-based compensation award for each Named Executive Officer. In establishing individual compensation, the Compensation Committee also considered the input of the Chief Executive Officer, as well as the individual experience and performance of the executive.

In determining the compensation of our Chief Executive Officer, our Compensation Committee focused on (i) competitive levels of compensation for chief executive officers who are leading a company of similar size and complexity, (ii) the importance of retaining a chief executive officer with the strategic, financial and leadership skills necessary to ensure our continued growth and success, (iii) the Chief Executive Officer's role relative to other Named Executive Officers and (iv) the considerable length of his 15-year service to the Company. Aon/Radford advised the Compensation Committee that the base salary, annual performance targets and short-term incentive target opportunity, and equity-based compensation for 2009 were competitive for chief executive officers in the sector. The Chief Executive Officer was not present during voting or deliberations of the Compensation Committee concerning his compensation. As stated above, however, the Compensation Committee did consider the recommendations of the Chief Executive Officer regarding the compensation of all of his direct reports, including the other Named Executive Officers.

<sup>1</sup> Where sufficient data was not available in the

semiconductor  
survey data for  
example, for a  
VP/General  
Manager  
position the  
Comparator  
Group data  
reflected survey  
data regarding  
high-technology  
companies,  
which included a  
larger survey  
sample.  
Semiconductor  
companies  
included in the  
survey had  
average annual  
revenue of  
approximately  
\$1 billion,  
whereas the  
high-technology  
companies  
included in the  
survey were  
segregated based  
on the annual  
revenue of the  
general  
manager's  
business unit.

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The key elements of compensation for our Named Executive Officers are base salary, short-term incentives, long-term stock-based incentives, 401(k) plan retirement benefits, and medical and insurance benefits. Consistent with our objective of ensuring that executive compensation is perceived as fair to all employees, the Named Executive Officers do not receive any retirement benefits beyond those generally available to our full-time employees, and we do not provide medical or insurance benefits to Named Executive Officers that are different from those offered to other full-time employees.

**Base Salary**

Base salaries provide our executive officers with a degree of financial certainty and stability. The Compensation Committee determines a competitive base salary for each executive officer using the Comparator Group data and input provided by its consultant. Based on these factors, base salaries of the Named Executive Officers for fiscal year 2009 were generally targeted at the Comparator Group median, with consideration given to role, responsibility, performance and length of service. After taking these factors into account, the base salary increase for each Named Executive Officer for fiscal year 2009 was approximately 4%, with the exception of the Chief Financial Officer, who received a 10% increase in order to bring his base salary closer to the median.

**Short-Term Incentives**

Our short-term incentive compensation plan for executive officers is established annually by the Compensation Committee. For fiscal year 2009, the Compensation Committee adopted the 2009 Executive Incentive Plan (the Incentive Plan). The Incentive Plan established short-term incentive awards that could be earned semi-annually by certain officers of the Company, including the Named Executive Officers, based on the Company's achievement of certain corporate performance metrics established on a semi-annual basis. Short-term incentives are intended to motivate and reward executives by tying a significant portion of their total compensation to the Company's achievement of pre-established performance metrics that are generally short-term (i.e., less than one year). In establishing the short-term incentive plan, the Compensation Committee first determined a competitive short-term incentive target for each Named Executive Officer based on the Comparator Group data, and then set threshold, target and maximum incentive payment levels. At the target payout level, Skyworks' short-term incentive was designed to result in an incentive payout equal to the median of the Comparator Group, while a maximum incentive payout for exceeding the performance metrics would result in a payout above the median of the Comparator Group, and a threshold payout for meeting the minimal corporate performance metrics would result in a payout below the median. The following table shows the incentive payment levels the Named Executive Officers could earn in fiscal year 2009 (shown as a percentage of base salary), depending on the Company's achievement of the performance metrics. Actual performance between the threshold and the target metrics or between the target and maximum metrics was determined based on a linear sliding scale.

|                                | <b>Threshold</b> | <b>Target</b> | <b>Maximum</b> |
|--------------------------------|------------------|---------------|----------------|
| Chief Executive Officer        | 50%              | 100%          | 200%           |
| Other Named Executive Officers | 30%              | 60%           | 120%           |

For fiscal year 2009, in establishing the Incentive Plan, the Compensation Committee considered the fact that for the first half of fiscal 2009 our primary corporate goal was to increase revenue in excess of the market growth rate by gaining market share, while at the same time leveraging our fixed cost structure to generate higher earnings. As in the prior year, for fiscal year 2009, the Compensation Committee split the Incentive Plan into two six month performance periods, with the performance metrics focused on achieving business unit revenue, non-GAAP gross margin and specified non-GAAP operating margin targets, in addition to a cash and customer satisfaction metric. The weighting of the different metrics for the first half of fiscal year 2009 is set forth as follows.

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|                                                                                   | <b>Revenue</b>                       | <b>Non-GAAP<br/>Operating<br/>Margin %</b> | <b>Non-<br/>GAAP<br/>Gross<br/>Margin</b> | <b>Customer<br/>Satisfaction<br/>Metric</b> | <b>Cash<br/>Metric</b> |
|-----------------------------------------------------------------------------------|--------------------------------------|--------------------------------------------|-------------------------------------------|---------------------------------------------|------------------------|
| President and Chief Executive Officer; Vice President and Chief Financial Officer | 20%                                  | 40%                                        | 20%                                       | 10%                                         | 10%                    |
| Vice President, Worldwide Operations                                              | 20%                                  | 20%                                        | 40%                                       | 10%                                         | 10%                    |
| Executive Vice President and General Manager, Front-End Solutions                 | 30% (based on business unit revenue) | 20% (based on business unit OM%)           | 30%                                       | 10%                                         | 10%                    |
| Senior Vice President, Sales and Marketing                                        | 30%                                  | 30% (based on business unit OM%)           | 20%                                       | 10%                                         | 10%                    |

For the first half of fiscal 2009, each executive officer's incentive award was consistent with the metrics set forth above, although the Compensation Committee exercised discretion permitted by the plan to make such award payments by waiving the minimum operating income margin metric, given that the Company nearly achieved such objective despite the severe and unanticipated economic downturn that occurred during the first half of fiscal 2009. The Company only made payments for the performance metrics that were achieved, and no payment was made based on the operating income margin metric. Accordingly, the Chief Executive Officer, Vice-President and Chief Financial Officer, Executive Vice President and General Manager, Front-End Solutions, Senior Vice President, Sales and Marketing, and Vice President, Worldwide Operations earned a first half incentive award equal to approximately 14%, 8%, 14%, 26% and 11% of their annual base salary, respectively. In addition, in recognition of their contributions to the Company's performance during the first half of fiscal 2009, the Compensation Committee approved payments to approximately 800 other non-executive employees under non-executive incentive plans containing terms and conditions similar to the Incentive Plan. Consistent with the Incentive Plan (and other employee incentive plans), actual payments for the first six month performance period were capped at 80% of the award earned, with 20% of the award held back until the end of the fiscal year to ensure sustained financial performance. The amount held back was subsequently paid after the end of the fiscal year since the Company sustained its financial performance throughout fiscal year 2009.

For the second half of fiscal year 2009, the Committee again established performance metrics based on achieving specified revenue, non-GAAP gross margin, non-GAAP operating margin targets and a cash and customer satisfaction metric. The weighting of the different metrics for the second half of fiscal year 2009 is set forth as follows.

|                                                                                   | <b>Revenue</b> | <b>Non-GAAP<br/>Operating<br/>Margin %</b> | <b>Non-<br/>GAAP<br/>Gross<br/>Margin<br/>%</b> | <b>Customer<br/>Satisfaction<br/>Metric</b> | <b>Cash<br/>Metric</b> |
|-----------------------------------------------------------------------------------|----------------|--------------------------------------------|-------------------------------------------------|---------------------------------------------|------------------------|
| President and Chief Executive Officer; Vice President and Chief Financial Officer | 20%            | 40%                                        | 20%                                             | 10%                                         | 10%                    |
| Vice President, Worldwide Operations                                              | 20%            | 20%                                        | 40%                                             | 10%                                         | 10%                    |
|                                                                                   |                |                                            | 30%                                             | 10%                                         | 0%                     |

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|                                                                         |                                                                                   |                                                                           |     |     |     |
|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------|-----|-----|-----|
| Executive Vice President<br>and General Manager,<br>Front-End Solutions | 10% (based on<br>corporate revenue)<br>30% (based on<br>business unit<br>revenue) | 20% (based on<br>business unit<br>OM%)                                    |     |     |     |
| Senior Vice President,<br>Sales and Marketing                           | 30%                                                                               | 10% (based on<br>corporate OM%)<br>20% (based<br>on business unit<br>OM%) | 20% | 10% | 10% |

In determining the weightings among the Named Executive Officers, the Compensation Committee's goal was to align the incentive compensation of each Named Executive Officer with the performance metrics such executive could most impact. For instance, the performance metrics for the Chief Executive Officer, Vice-President and Chief Financial Officer and Vice President, Worldwide Operations were designed to focus such executives on improving the Company's competitive position and achieving profitable growth overall. The performance metrics for the Executive Vice President and General Manager, Front-End Solutions were designed to focus such executive on business unit revenue (i.e., the ramping of new products and expansion of the customer base), and the performance metrics for the Senior Vice President, Sales and Marketing were designed to focus such executive on increasing overall corporate revenue while at the same time increasing gross margin.

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In the second half of the year, the Company met or exceeded its targets. Accordingly, the Chief Executive Officer, Vice-President and Chief Financial Officer, Executive Vice President and General Manager, Front-End Solutions, Senior Vice President, Sales and Marketing, and Vice President, Worldwide Operations earned a second half incentive award equal to approximately 95%, 57%, 57%, 57% and 57% of their annual base salary, respectively. The Compensation Committee determined to pay, in lieu of cash, unrestricted common stock of the Company for the portion of each of the Named Executive Officers' second half short-term incentive earned above the target level. Accordingly, the Chief Executive Officer, the Vice-President and Chief Financial Officer, the Executive Vice President and General Manager, Front-End Solutions, Senior Vice President, Sales and Marketing, and the Vice President, Worldwide Operations each received approximately 47% of their respective second half incentive payments in the form of unrestricted common stock of the Company. In addition, the 20% holdback of the first half incentive was paid out to each executive officer due to the Company's sustained financial performance.

For the full fiscal year, the total payments under the Incentive Plan to the Chief Executive Officer, Vice-President and Chief Financial Officer, the Executive Vice President and General Manager, Front-End Solutions, the Senior Vice President, Sales and Marketing, and the Vice President, Worldwide Operations were approximately 109%, 65%, 71%, 83% and 68% of their respective annual base salaries.

The target financial performance metrics established by the Compensation Committee under the Incentive Plan are based on our historical operating results and growth rates as well as our expected future results, and are designed to require significant effort and operational success on the part of our executives and the Company. The maximum financial performance metrics established by the Committee have historically been difficult to achieve and are designed to represent outstanding performance that the Committee believes should be rewarded. The Compensation Committee retains the discretion, based on the recommendation of the Chief Executive Officer, to make payments even if the threshold performance metrics are not met or to make payments in excess of the maximum level if the Company's performance exceeds the maximum metrics. The Compensation Committee believes it is appropriate to retain this discretion in order to make short-term incentive awards in extraordinary circumstances, such as existed during the severe and unanticipated economic downturn that occurred during the first half of fiscal 2009.

### **Long-Term Stock-Based Compensation**

The Compensation Committee generally makes stock-based compensation awards to executive officers on an annual basis. Stock-based compensation awards are intended to align the interests of our executive officers with stockholders, and reward them for increases in stockholder value over long periods of time (i.e., greater than one year). It is the Company's practice to make stock-based compensation awards to executive officers in November of each year at a pre-scheduled Compensation Committee meeting. For fiscal year 2009, the Compensation Committee made awards to executive officers, including certain Named Executive Officers, on November 4, 2008, at a regularly scheduled Compensation Committee meeting. Stock options awarded to executive officers at the meeting had an exercise price equal to the closing price of the Company's common stock on the meeting date.

In making stock-based compensation awards to certain executive officers for fiscal year 2009, the Compensation Committee first reviewed the Comparator Group data to determine the percentage of the outstanding number of shares that are typically used for employee compensation programs. The Compensation Committee then set the number of Skyworks shares of common stock that would be made available for executive officer awards at approximately the median of the Comparator Group based on the business need, internal and external circumstances and RiskMetrics/ISS guidelines. The Compensation Committee then reviewed the Comparator Group by executive position to determine the allocation of the available shares among the executive officers. The Compensation Committee then attributed a long-term equity-based compensation value to each executive officer. One-half of that value was converted to a number of stock options using an estimated Black-Scholes value, and the remaining half of the value was converted to a number of performance share awards (at target) based on the fair market value of the common stock. The Compensation Committee's rationale for awarding performance shares is to further align the executive's interest with those of the Company's stockholders by using equity-awards that will vest only if the Company achieves a pre-established performance metric(s).

In addition, given the significant changes in the economic environment and the financial markets in the first half of fiscal 2009, and that certain previously granted performance share awards were not exempt from the deduction



limitations under Section 162(m), on June 4, 2009, the Company gave each of its executive officers, including the Named Executive Officers, the opportunity to forfeit an outstanding Performance Share Award dated November 6, 2007, such executive had previously been granted (the 2007 PSA ) and receive, in its place, the following equity awards:

(1) a restricted stock award (the 2009 Replacement RSA ) covering shares equal to the Threshold/Nominal tranche of

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shares of the Company's common stock that could be earned under the executive's 2007 PSA, which shares will vest on November 6, 2010, provided that the executive continues employment with the Company through such date, and (2) a Section 162(m) compliant performance share award (the "2009 Replacement PSA", and together with the 2009 Replacement RSA, the "2009 Replacement Awards") pursuant to which the executive will receive a number of shares of the Company's common stock equal to the aggregate amount of the Target and Maximum/Stretch tranches of shares of the Company's common stock that could be earned under the 2007 PSA, if certain conditions are satisfied. The conditions that must be satisfied are as follows:

### **(a) Relative Stock Price Performance Condition**

The Target relative stock price condition, which covers 50% of the underlying shares, shall be deemed met on November 6, 2010, if the percentage change in the price of Skyworks' common stock exceeds the 60th percentile of the Peer Group<sup>1</sup> during the Measurement Period. The Stretch relative stock price condition, which covers 50% of the underlying shares, shall be deemed met on November 6, 2010, if the percentage change in the price of Skyworks' common stock exceeds the 70th percentile of the Peer Group during the Measurement Period. For purposes of the 2009 Replacement PSA, the Measurement Period was deemed to have started on November 6, 2007, and will end on November 6, 2010.

### **(b) Continued Employment Condition**

If the Relative Stock Price Performance Condition is met for either the Target or Stretch tranche (or both), then 50% of the total shares for which the relative stock price performance metric was met would be issuable to the executive on November 6, 2010, and the other 50% of such total shares would be issuable to the executive on November 6, 2011, provided that the executive is employed with Skyworks through such date(s).

Each of the Named Executive Officers accepted the Company's offer and agreed to have his 2007 PSA cancelled and replaced with the 2009 Replacement Awards. The maximum number of shares issued under the 2009 Replacement Awards for each Named Executive Officer on June 10, 2009, is equal to the maximum number of shares that would have been issuable to such executive under his cancelled 2007 PSA.

### **Other Compensation and Benefits**

We also provide other benefits to our executive officers that are intended to be part of a competitive overall compensation program and are not tied to any company performance criteria. Consistent with the Compensation Committee's goal of ensuring that executive compensation is perceived as fair to all stakeholders, the Company offers medical plans, dental plans, vision plans, life insurance plans and disability insurance plans to executive officers under the same terms as such benefits are offered to all other employees. Additionally, executive officers are permitted to participate in the Company's 401(k) Savings and Investment Plan and Employee Stock Purchase Plan under the same terms as all other employees. The Company does not provide executive officers with any enhanced retirement benefits (i.e., executive officers are subject to the same limits on contributions as other employees, as the Company does not offer any SERP or other similar non-qualified deferred compensation plan), and they are eligible for 401(k) company-match contributions under the same terms as other employees.

Although certain Named Executive Officers were historically provided an opportunity to participate in the Company's Executive Compensation Plan (the "Executive Compensation Plan") an unfunded, non-qualified deferred compensation plan, under which participants were allowed to defer a portion of their compensation as a result of deferred compensation legislation under Section 409A of the Internal Revenue Code ( "IRC"), effective December 31, 2005, the Company no longer permits employees to make contributions to the plan. Although the Company had discretion to make additional contributions to the accounts of participants while the Executive Compensation Plan was active, it never did so.

### **Severance and Change of Control Benefits**

None of our executive officers, including the Named Executive Officers, has an employment agreement that provides a specific term of employment with the Company. Accordingly, the employment of any such employee may be terminated at any time. We do provide certain benefits to our Named Executive Officers upon certain qualifying terminations and in connection with terminations under certain circumstances following a change of control. A description of the material terms

- <sup>1</sup> For purposes of the 2009 Replacement PSAs, Maxim Integrated Products was included in the Peer Group.

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of our severance and change of control arrangements with the Named Executive Officers can be found under the Potential Payments Upon Termination or Change of Control section below.

The Company believes that severance protections can play a valuable role in recruiting and retaining superior talent. Severance and other termination benefits are an effective way to offer executives financial security to incent them to forego an opportunity with another company. These agreements also protect the Company as the Named Executive Officers are bound by restrictive non-compete and non-solicit covenants for two years after termination of employment. Outside of the change in control context, severance benefits are payable to the Named Executive Officers if their employment is involuntarily terminated by the Company without cause, or if a Named Executive Officer terminates his own employment for a good reason (as defined in the agreement). In addition, provided he forfeits certain equity awards and agrees to serve on the Company's Board of Directors for a minimum of two years, the Chief Executive Officer is entitled to certain severance benefits upon termination of his employment for any reason on or after January 1, 2010. The Compensation Committee believes that this provision facilitates his retention with the Company. The level of each Named Executive Officer's severance or other termination benefit is generally tied to his respective annual base salary and targeted short-term incentive opportunity (or past short-term incentive earned).

Additionally, the Named Executive Officers would receive enhanced severance and other benefits if their employment terminated under certain circumstances in connection with a change in control of the Company. These benefits are described in detail under the Potential Payments Upon Termination or Change of Control section below. The Named Executive Officers are also entitled to receive a tax gross-up payment (with a \$500,000 cap for Named Executive Officers other than the Chief Executive Officer) if they become subject to the 20% golden parachute excise tax imposed by Section 280G of the IRC, as the Company believes that the executives should be able to receive their contractual rights to severance without being subject to punitive excise taxes. The Company further believes these enhanced severance benefits are appropriate because the occurrence, or potential occurrence, of a change in control transaction would likely create uncertainty regarding the continued employment of each Named Executive Officer, and these enhanced severance protections encourage the Named Executive Officers to remain employed with the Company through the change in control process and to focus on enhancing stockholder value both before and during the change in control process.

Lastly, each Named Executive Officer's outstanding unvested stock options and restricted stock awards fully vest upon the occurrence of a change in control. In addition, each outstanding performance share award shall be deemed earned as to the greater of (a) the target level or (b) the number of shares that would have been deemed earned under the award as of the day prior to the change in control. The Company believes this accelerated vesting is appropriate given the importance of long-term equity awards in our executive compensation program and the uncertainty regarding the continued employment of Named Executive Officers that typically occurs in a change in control context. The Company's view is that this vesting protection helps assure the Named Executive Officers that they will not lose the expected value of their equity awards because of a change in control of the Company and encourages the Named Executive Officers to remain employed with the Company through the change in control process and to focus on enhancing stockholder value both before and during the process.

**Table of Contents*****Compensation Tables for Named Executive Officers*****Summary Compensation Table**

The following table summarizes compensation earned by, or awarded or paid to, our Named Executive Officers for fiscal year 2009, fiscal year 2008 and fiscal year 2007.

| Name and Principal Position                                                               | Year    | Salary<br>(\$) | Stock<br>Awards<br>(\$)(2) | Option<br>Awards<br>(\$)(2) | Non-Equity<br>Incentive<br>Plan<br>Compensation | All<br>Other<br>Compensation | Total<br>(\$) |
|-------------------------------------------------------------------------------------------|---------|----------------|----------------------------|-----------------------------|-------------------------------------------------|------------------------------|---------------|
|                                                                                           |         |                |                            |                             | (\$)(3)                                         | (\$)(4)                      |               |
| David J. Aldrich<br>President and Chief<br>Executive Officer                              | 2009    | \$ 598,077     | \$ 2,207,652               | \$ 932,825                  | \$ 653,750                                      | \$ 12,879                    | \$ 4,405,183  |
|                                                                                           | 2008    | \$ 583,404     | \$ 1,936,986               | \$ 933,064                  | \$ 1,048,220                                    | \$ 12,191                    | \$ 4,513,865  |
|                                                                                           | 2007    | \$ 552,000     | \$ 837,318                 | 719,233                     | 691,276                                         | \$ 11,838                    | 2,811,665     |
| Donald W. Palette<br>Vice President and Chief<br>Financial Officer                        | 2009    | \$ 327,692     | \$ 346,441                 | \$ 268,214                  | \$ 215,738                                      | \$ 11,471                    | \$ 1,169,556  |
|                                                                                           | 2008    | \$ 305,769     | \$ 195,917                 | \$ 195,653                  | \$ 328,138                                      | \$ 12,199                    | \$ 1,037,676  |
|                                                                                           | 2007(1) | \$ 34,615      | \$ 5,005                   | \$ 18,507                   | \$ 56,354                                       | \$ 340                       | \$ 114,821    |
| Gregory L. Waters<br>Executive Vice President and<br>General Manager, Front-End Solutions | 2009    | \$ 378,846     | \$ 464,160                 | \$ 278,907                  | \$ 270,085                                      | \$ 10,025                    | \$ 1,402,023  |
|                                                                                           | 2008    | \$ 370,635     | \$ 393,257                 | \$ 270,445                  | \$ 397,347                                      | \$ 9,464                     | \$ 1,441,148  |
|                                                                                           | 2007    | \$ 353,000     | \$ 240,198                 | \$ 325,824                  | \$ 252,715                                      | \$ 9,810                     | \$ 1,181,547  |
| Liam K. Griffin<br>Senior Vice President, Sales<br>and Marketing                          | 2009    | \$ 352,923     | \$ 696,259                 | \$ 258,069                  | \$ 295,148                                      | \$ 44,888                    | \$ 1,647,287  |
|                                                                                           | 2008    | \$ 344,000     | \$ 568,901                 | \$ 249,207                  | \$ 365,526                                      | \$ 82,132                    | \$ 1,609,766  |
|                                                                                           | 2007    | \$ 318,000     | \$ 201,410                 | \$ 189,483                  | \$ 256,603                                      | \$ 136,062                   | \$ 1,101,558  |
| Bruce J. Freyman<br>Vice President, Worldwide<br>Operations                               | 2009    | \$ 350,923     | \$ 453,887                 | \$ 308,879                  | \$ 240,680                                      | \$ 11,772                    | \$ 1,366,141  |
|                                                                                           | 2008    | \$ 343,000     | \$ 344,246                 | \$ 313,207                  | \$ 335,879                                      | \$ 11,218                    | \$ 1,347,550  |
|                                                                                           | 2007    | \$ 325,000     | \$ 121,820                 | \$ 258,473                  | \$ 262,252                                      | \$ 10,189                    | \$ 977,734    |

(1) Mr. Palette was hired as Vice-President and Chief Financial Officer effective August 20, 2007, at an annual salary of \$300,000. In addition, he was guaranteed a short-term incentive payment for fiscal year 2007 equal to 25% of the incentive payout he would have received under the 2007 Incentive Plan had

he been employed  
for the entire fiscal  
year.

- (2) The aggregate dollar amount of the expense recognized in fiscal years 2009, 2008 and 2007 for outstanding stock and options was determined in accordance with the provisions of ASC 718-*Compensation-Stock Compensation* ( ASC 718 ), but without regard to any estimated forfeitures related to service-based vesting provisions. For a description of the assumptions used in calculating the fair value of equity awards under ASC 718, see Note 11 of the Company's financial statements included in the Original Filing. The reported expense also reflects incremental expenses relating to the 2009 Replacement Awards as follows:
- |             |                |
|-------------|----------------|
| Mr. Aldrich | (\$117,470),   |
| Mr. Palette | (\$13,705),    |
| Mr. Waters  | (\$15,663),    |
| Mr. Griffin | (\$39,157) and |
| Mr. Freyman | (\$19,578).    |

(3)

Reflects amounts paid to the Named Executive Officers pursuant to the Incentive Plan. For the second half of fiscal years 2008 and 2009, the portion of the Incentive Plan attributable to Company performance above the target performance metric was paid in the form of unrestricted common stock of the Company as follows:

Mr. Aldrich (2008: \$248,508; 2009: \$270,000),

Mr. Palette (2008: \$77,794; 2009: \$89,100),

Mr. Waters (2008: \$80,866; 2009: \$102,600),

Mr. Griffin (2008: \$87,342; 2009: \$95,580) and

Mr. Freyman (2008: \$64,839; 2009: \$95,040). The

number of shares awarded in lieu of cash was based on the fair market value of the

common stock on November 4, 2008, and November 10, 2009, the dates the second half

Incentive Plan payment for each fiscal year was approved by the Compensation Committee. For

fiscal year 2007, all short-term incentive payments were made in cash.

- (4) All Other Compensation includes the Company's contributions to each Named Executive Officer's 401(k) plan account and the cost of group term life insurance premiums. Mr. Griffin's amount includes subsidized mortgage and miscellaneous relocation expenses of \$72,381, \$124,741 and \$34,548 for fiscal years 2007, 2008, and 2009, respectively.



**Table of Contents****Grants of Plan-Based Awards Table**

The following table summarizes all grants of plan-based awards made to the Named Executive Officers in fiscal year 2009, including incentive awards payable under our Fiscal Year 2009 Executive Incentive Plan.

| Name                                                                                   | Grant Date | Possible Payouts Under Non-Equity Incentive Plan Awards(1) |             |              | Estimated Future Payouts Under Equity Incentive Plan Awards(2) |            |             | All Other Stock Awards Number of Shares of | All Other Option Awards: Number of Securities Underlying Awards | Exercise or Base Price of Option (\$/Sh) | Grant Date Fair Value of Stock and Option Awards (5) |
|----------------------------------------------------------------------------------------|------------|------------------------------------------------------------|-------------|--------------|----------------------------------------------------------------|------------|-------------|--------------------------------------------|-----------------------------------------------------------------|------------------------------------------|------------------------------------------------------|
|                                                                                        |            | Threshold (\$)                                             | Target (\$) | Maximum (\$) | Threshold (#)                                                  | Target (#) | Maximum (#) | Units (#)                                  | Options (#)(3)                                                  | (4)                                      | (5)                                                  |
| David J. Aldrich<br>President and Chief Executive Officer                              | 11/4/2008  | \$ 300,000                                                 | \$ 600,000  | \$ 1,200,000 | 75,000                                                         | 150,000    | 300,000     | n/a                                        | 300,000                                                         | \$7.18                                   | \$3,505,921                                          |
| Donald W. Palette<br>Vice President and Chief Financial Officer                        | 11/4/2008  | \$ 99,000                                                  | \$ 198,000  | \$ 396,000   | 23,500                                                         | 47,000     | 94,000      | n/a                                        | 90,000                                                          | \$7.18                                   | \$1,085,656                                          |
| Gregory L. Waters<br>Executive Vice President and General Manager, Front-End Solutions | 11/4/2008  | \$ 114,000                                                 | \$ 228,000  | \$ 456,000   | 26,000                                                         | 52,000     | 104,000     | n/a                                        | 100,000                                                         | \$7.18                                   | \$1,202,520                                          |
| Liam K. Griffin<br>Senior Vice President, Sales and                                    | 11/4/2008  | \$ 106,200                                                 | \$ 212,400  | \$ 424,800   | 26,000                                                         | 52,000     | 104,000     | n/a                                        | 100,000                                                         | \$7.18                                   | \$1,202,520                                          |

## Marketing

|                                                             |           |            |            |            |        |        |        |     |        |        |             |
|-------------------------------------------------------------|-----------|------------|------------|------------|--------|--------|--------|-----|--------|--------|-------------|
| Bruce J. Freyman<br>Vice President,<br>Worldwide Operations | 11/4/2008 | \$ 105,600 | \$ 211,200 | \$ 422,400 | 23,500 | 47,000 | 94,000 | n/a | 90,000 | \$7.18 | \$1,085,656 |
|-------------------------------------------------------------|-----------|------------|------------|------------|--------|--------|--------|-----|--------|--------|-------------|

(1) Actual performance between the Threshold and Target metrics are paid on a linear sliding scale beginning at the Threshold percentage and moving up to the Target percentage. The same linear scale applies for performance between Target and Maximum metrics. The amounts actually paid to the Named Executive Officers under the Incentive Plan are shown above in the Summary Compensation Table under Non-Equity Incentive Plan Compensation. For fiscal year 2009, the portion of the Incentive Plan payment attributable to Company performance above the

Target level for the second half of the fiscal year was paid to the Named Executive Officers in the form of unrestricted common stock of the Company.

- (2) Represents performance share awards made on November 4, 2008, under the Company's 2005 Long-Term Incentive Plan (the "FY09 PSA"). The FY09 PSAs have both performance and continued employment conditions that must be met in order for the executive to receive shares underlying the award. The performance condition required that the Company achieve certain pre-established non-GAAP operating margin metrics (i.e., minimum, target and maximum non-GAAP operating margin levels), with the

minimum  
number of  
shares equal to  
one-half (1/2)  
the target share  
level, and the  
maximum  
number of  
shares equal to  
two times (2x)  
the target share  
level. For  
purposes of the  
FY09 PSAs, the  
non-GAAP  
operating  
margin meant  
the Company's  
non-GAAP  
operating  
margin for  
Fiscal Year  
2009 as reported  
publicly by the  
Company  
following the  
fiscal year end.  
Actual  
Company  
performance  
between the  
minimum and  
the maximum  
performance  
metrics was to  
be determined  
based on a  
linear sliding  
scale. The  
continued  
employment  
condition of the  
FY09 PSAs  
provides that, to  
the extent that  
the non-GAAP  
operating  
margin  
performance  
metric is met for  
the fiscal year,

then one-third (33%) of the total shares for which the performance metric was met would be issuable to the executive on the first anniversary of the Grant Date, the next one-third (33%) of such shares would be issuable to the executive on the second anniversary of the Grant Date (the Second Issuance Date ), and the final one-third (33%) of such shares would be issuable to the Participant on the third anniversary of the Grant Date (the Third Issuance Date ), provided that the executive continues employment with the Company through each such vesting date(s).

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- (3) The options vest over four years at a rate of 25% per year commencing one year after the date of grant, provided the holder of the option remains employed by the Company. Options may not be exercised beyond three months after the holder ceases to be employed by the Company, except in the event of termination by reason of death or permanent disability, in which event the option may be exercised for specific periods not exceeding one year following termination.
- (4) Stock options awarded to executive officers had an exercise price equal to the closing price of the Company's common stock on the grant date.
- (5) Amount reflects stock options and

performance  
share awards  
granted on  
November 4,  
2008. The total  
excludes the  
incremental  
FMV of the  
2009  
Replacement  
Awards as  
follows:  
Mr. Aldrich  
(\$775,200),  
Mr. Palette  
(\$90,440),  
Mr. Waters  
(\$103,360),  
Mr. Griffin  
(\$258,400) and  
Mr. Freyman  
(\$129,200). As  
described above  
in Long Term  
Stock Based  
Compensation ,  
the 2009  
Replacement  
Awards  
consisted of  
(1) the 2009  
Replacement  
RSAs that vest  
on November 6,  
2010, as  
follows:  
Mr. Aldrich  
(150,000  
shares),  
Mr. Palette  
(17,500 shares),  
Mr. Waters  
(20,000 shares),  
and Mr. Griffin  
(50,000 shares),  
and  
Mr. Freyman  
(25,000 shares);  
and (2) the 2009  
Replacement  
PSAs as follows

(at the maximum share level): Mr. Aldrich (300,000 shares), Mr. Palette (35,000 shares), Mr. Waters (40,000 performance shares), and Griffin (100,000 shares), and Mr. Freyman (50,000 performance shares). The 2009 Replacement PSAs have both performance and continued employment conditions that must be met in order for the executive to receive any shares underlying the award. The performance conditions requires that the percentage change in the price of Skyworks common stock exceeds the 60<sup>th</sup> percentile (i.e., target level of shares, which is equal to 50% of the total shares), and/or the 70<sup>th</sup> percentile (i.e., the maximum level of shares, which is equal



to the other 50% of the total shares), of the Peer Group during the Measurement Period. The percentage change in the price of the common stock of the Company, as well as each member of the Peer Group, during the Measurement Period will be determined by comparing (x) the average of such entity's stock price for the ninety (90) day period beginning on November 6, 2007 to (y) the average of the entity's stock price for the ninety (90) day period ending on November 6, 2010. For purposes of calculating the average price of the common stock of an entity during such ninety (90) day periods, only trading days (days on which the NASDAQ Global Select Market is open for trading) shall be used in

such calculation  
and trading  
volume on any  
such trading day  
shall not be  
factored into  
such  
calculation. For  
purposes of the  
2009  
Replacement  
PSAs, the  
Measurement  
Period was  
deemed to have  
started on  
November 6,  
2007, and will  
end on  
November 6,  
2010. The  
continued  
employment  
condition  
provides that, if  
the relative  
stock price  
performance  
condition is met  
for either the  
Target or  
Maximum  
tranche (or  
both), then 50%  
of the total  
shares for which  
the relative  
stock price  
performance  
metric was met  
would be  
issuable to the  
executive on  
November 6,  
2010, and the  
other 50% of  
such total shares  
would be  
issuable to the  
executive on or  
about

November 6,  
2011, provided  
that the  
executive is  
employed with  
Skyworks  
through such  
date(s).

Outstanding Equity Awards at Fiscal Year End Table

The following table summarizes the unvested stock awards and all stock options held by the Named Executive Officers as of the end of Fiscal Year 2009.

| Name                                          | Option Awards                       |                                       |                                       |                                       |                                       | Stock Awards                                            |                                                               |                                                         |                                                    |
|-----------------------------------------------|-------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------|
|                                               | Equity                              |                                       |                                       |                                       |                                       | Equity Incentive Plan Awards: Number of                 |                                                               | Equity Incentive Plan Awards: Market or Payout Value of |                                                    |
|                                               | Incentive                           |                                       |                                       |                                       |                                       | Awards: Number of                                       |                                                               | Awards: Market or Payout Value of                       |                                                    |
|                                               | Plan                                |                                       |                                       |                                       |                                       | Unearned                                                |                                                               | Unearned                                                |                                                    |
|                                               | Number of Securities Underlying     | Number of Securities Underlying       | Number of Securities Underlying       | Option Exercise Price                 | Option Expiration Date                | Number of Shares or Units of Stock That Have Not Vested | Market Value of Shares or Units of Stock That Have Not Vested | Units or Other Rights That Have Not Vested              | Shares, Units or Other Rights That Have Not Vested |
|                                               | Unexercised Options (#) Exercisable | Unexercised Options (#) Unexercisable | Unexercised Options (#) Unexercisable | Unexercised Options (#) Unexercisable | Unexercised Options (#) Unexercisable | Unexercised Options (#) Unexercisable                   | Unexercised Options (#) Unexercisable                         | Unexercised Options (#) Unexercisable                   | Unexercised Options (#) Unexercisable              |
|                                               | Options (#) Exercisable             | Options (#) Unexercisable             | Options (#) Unexercisable             | Options (#) Unexercisable             | Options (#) Unexercisable             | Options (#) Unexercisable                               | Options (#) Unexercisable                                     | Options (#) Unexercisable                               | Options (#) Unexercisable                          |
| David J. Aldrich                              | 75,000                              | 0                                     | 0                                     | \$ 44.688                             | 4/26/10                               | 210,000(2)                                              | \$ 2,499,000                                                  | 300,000                                                 | \$ 3,570,000                                       |
| President and Chief Executive Officer         | 75,000                              | 0                                     | 0                                     | \$ 28.938                             | 10/6/10                               |                                                         |                                                               |                                                         |                                                    |
|                                               | 160,000                             | 0                                     | 0                                     | \$ 13.563                             | 4/4/11                                |                                                         |                                                               |                                                         |                                                    |
|                                               | 175,000                             | 0                                     | 0                                     | \$ 12.650                             | 4/25/12                               |                                                         |                                                               |                                                         |                                                    |
|                                               | 500,000                             | 0                                     | 0                                     | \$ 9.180                              | 1/7/14                                |                                                         |                                                               |                                                         |                                                    |
|                                               | 274,254                             | 0(3)                                  | 0                                     | \$ 8.930                              | 11/10/14                              |                                                         |                                                               |                                                         |                                                    |
|                                               | 187,500                             | 62,500(4)                             | 0                                     | \$ 4.990                              | 11/8/12                               |                                                         |                                                               |                                                         |                                                    |
|                                               | 125,000                             | 125,000(5)                            | 0                                     | \$ 6.730                              | 11/7/13                               |                                                         |                                                               |                                                         |                                                    |
|                                               | 45,000                              | 135,000(6)                            | 0                                     | \$ 9.330                              | 11/6/14                               |                                                         |                                                               |                                                         |                                                    |
|                                               | 0                                   | 300,000(10)                           |                                       | \$ 7.180                              | 11/4/15                               |                                                         |                                                               |                                                         |                                                    |
| Donald W. Palette                             | 12,000                              | 100,000(7)                            | 0                                     | \$ 7.500                              | 8/20/14                               | 36,666(2)                                               | \$ 436,325                                                    | 64,500                                                  | \$ 767,550                                         |
| Vice President and Chief Financial Officer    | 5,000                               | 15,000(6)                             | 0                                     | \$ 9.330                              | 11/6/14                               |                                                         |                                                               |                                                         |                                                    |
|                                               | 0                                   | 90,000(10)                            | 0                                     | \$ 7.180                              | 11/4/15                               |                                                         |                                                               |                                                         |                                                    |
| Gregory L. Waters                             | 100,000                             | 0                                     | 0                                     | \$ 9.180                              | 1/7/14                                | 36,666(2)                                               | \$ 436,325                                                    | 72,000                                                  | \$ 856,800                                         |
| Executive Vice President and General Manager, | 64,530                              | 0(3)                                  | 0                                     | \$ 8.930                              | 11/10/14                              |                                                         |                                                               |                                                         |                                                    |
|                                               | 75,000                              | 25,000(4)                             | 0                                     | \$ 4.990                              | 11/8/12                               |                                                         |                                                               |                                                         |                                                    |

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|                        |         |             |   |           |          |           |            |         |              |
|------------------------|---------|-------------|---|-----------|----------|-----------|------------|---------|--------------|
| Front-End Solutions    | 37,500  | 37,500(5)   | 0 | \$ 6.730  | 11/7/13  |           |            |         |              |
|                        | 12,500  | 37,500(6)   | 0 | \$ 9.330  | 11/6/14  |           |            |         |              |
|                        | 0       | 100,000(10) | 0 | \$ 7.180  | 11/4/15  |           |            |         |              |
| Liam K. Griffin        | 100,000 | 0           | 0 | \$ 24.780 | 9/7/11   | 66,666(2) | \$ 793,325 | 102,000 | \$ 1,213,800 |
| Senior Vice President, | 50,000  | 0           | 0 | \$ 12.650 | 4/25/12  |           |            |         |              |
| Sales and Marketing    | 110,000 | 0           | 0 | \$ 9.180  | 1/7/14   |           |            |         |              |
|                        | 64,530  | 0(3)        | 0 | \$ 8.930  | 11/10/14 |           |            |         |              |
|                        | 0       | 17,500(4)   | 0 | \$ 4.990  | 11/8/12  |           |            |         |              |
|                        | 37,500  | 37,500(5)   | 0 | \$ 6.730  | 11/7/13  |           |            |         |              |
|                        | 12,500  | 37,500(6)   | 0 | \$ 9.330  | 11/6/14  |           |            |         |              |
|                        | 0       | 100,000(10) | 0 | \$ 7.180  | 11/4/15  |           |            |         |              |
| Bruce J. Freyman       | 150,000 | 0(8)        | 0 | \$ 5.120  | 5/2/15   | 40,000(2) | \$ 476,000 | 72,000  | \$ 856,800   |
| Vice President,        | 30,000  | 10,000(4)   | 0 | \$ 4.990  | 11/8/12  |           |            |         |              |
| Worldwide Operations   | 30,000  | 30,000(5)   | 0 | \$ 6.730  | 11/7/13  |           |            |         |              |
|                        | 11,250  | 33,750(6)   | 0 | \$ 9.330  | 11/6/14  |           |            |         |              |
|                        | 0       | 90,000(10)  | 0 | \$ 7.180  | 11/4/15  |           |            |         |              |

(1) Assumes a price of \$11.90 per share, the fair market value as of October 2, 2009.

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- (2) Other than Mr. Palette's restricted stock grant on August 20, 2007, which was made as part of a new hire grant package and vests 25% per year over four years, unvested restricted shares shown are comprised of (a) two-thirds (66%) of the November 6, 2007, grant and (b) 100% of the 2009 Replacement RSAs (as described in footnote 5 of the *Grants of Plan-Based Awards Table* above). The restricted stock awards made on November 6, 2007, had both performance and service based vesting conditions. The performance condition allowed for accelerated vesting of an award as of the first anniversary, second anniversary and, if not previously accelerated, the third anniversary

of the grant date. Specifically, if the Company's stock performance met or exceeded the 60th percentile of its selected peer group for the years ended on each of the first three anniversaries of the grant date, then one-third of the award vests upon each anniversary (up to 100%). If the restricted stock recipient met the service condition but not the performance condition in years one, two, three and four, the restricted stock would have vested in three equal installments on the second, third and fourth anniversaries of the grant date. In November 2008, the first third (33%) of the November 6, 2007 grant vested as a result of a performance accelerator triggered as the Company exceeded the 60th percentile of its peers on the basis of stock performance. In

November 2009,  
another third  
(33%) of such  
grant vested as a  
result of a  
performance  
accelerator  
triggered as the  
Company  
exceeded the  
60th percentile of  
it peers. In  
addition, the last  
third (33%) of  
such grant vested  
in  
November 2009  
as a result of the  
passage of time.

- (3) These options were granted on November 10, 2004, and vested at a rate of 25% per year until they became fully vested on November 10, 2008.
- (4) These options were granted on November 8, 2005, and vested at a rate of 25% per year until they became fully vested on November 8, 2009.
- (5) These options were granted on November 7, 2006, and vest at a rate of 25% per year until fully vested on November 7, 2010.

- (6) These options were granted on November 6, 2007, and vest at a rate of 25% per year until fully vested on November 6, 2011.
- (7) These options were granted on August 20, 2007, and vest at a rate of 25% per year until fully vested on August 20, 2011.
- (8) These options were granted on May 2, 2005, and vested at a rate of 25% per year until they became fully vested on May 2, 2009.
- (9) Reflects the FY09 PSAs and 2009 Replacement PSAs awarded to the Named Executive Officers on November 4, 2008, and June 10, 2009, respectively, both at the target level, and as described in footnotes 2 and 5 of the *Grants of Plan-Based Awards Table* above, respectively.



With respect to the FY09 PSAs, the Company achieved 95.8% of the maximum non-GAAP operating margin and, accordingly, on November 4, 2009, the Company issued one-third of each executive's earned shares, and held back the other two-thirds of such earned shares for possible issuance on the Second and/or Third Issuance Dates provided the executive meets the continued employment condition.

- (10) These options were granted on November 4, 2008, and vest at a rate of 25% per year until fully vested on November 4, 2012.

**Table of Contents****Option Exercises and Stock Vested Table**

The following table summarizes the Named Executive Officers' option exercises and stock award vesting during fiscal year 2009.

| Name                                                                                      | Option Awards                             |                                 | Stock Awards                                |                                   |
|-------------------------------------------------------------------------------------------|-------------------------------------------|---------------------------------|---------------------------------------------|-----------------------------------|
|                                                                                           | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$) | Number of Shares Acquired on Vesting (#)(1) | Value Realized on Vesting (\$)(2) |
| David J. Aldrich<br>President and Chief Executive Officer                                 | 225,000                                   | \$ 1,531,130                    | 148,843                                     | \$ 992,375                        |
| Donald W. Palette<br>Vice President and Chief Financial Officer                           | 88,000                                    | \$ 586,714                      | 9,584                                       | \$ 93,342                         |
| Gregory L. Waters<br>Executive Vice President and General Manager,<br>Front-End Solutions | 225,000                                   | \$ 965,724                      | 37,767                                      | \$ 250,946                        |
| Liam K. Griffin<br>Senior Vice President, Sales and Marketing                             | 102,500                                   | \$ 919,040                      | 37,767                                      | \$ 250,946                        |
| Bruce J. Freyman<br>Vice President, Worldwide Operations                                  | 100,000                                   | \$ 826,230                      | 27,500                                      | \$ 174,150                        |

(1) Includes restricted stock that vested on November 6, 2008, and November 7, 2008, for Mr. Aldrich (30,000 shares and 100,000 shares), Mr. Waters (8,334 shares and 25,000 shares), Mr. Griffin (8,334 shares and 25,000 shares) and Mr. Freyman (7,500 shares and 20,000 shares) and restricted stock that vested on May 11, 2009

for Mr. Aldrich  
(18,843),  
Mr. Waters  
(4,433), and  
Mr. Griffin  
(4,433). For  
Mr. Palette, the  
table includes  
restricted stock  
that vested on  
November 6,  
2008 (3,334  
shares) and  
August 20, 2009  
(6,250 shares).

- (2) Represents the aggregate fair market value of the stock awards on the applicable vesting dates.

**Nonqualified Deferred Compensation Table**

In prior fiscal years, certain executive officers were provided an opportunity to participate in the Company's Executive Compensation Plan, an unfunded, non-qualified deferred compensation plan, under which participants were allowed to defer a portion of their compensation, as a result of deferred compensation legislation under Section 409A of the IRC. Effective December 31, 2005, the Company no longer permits employees to make contributions to the Executive Compensation Plan. Mr. Aldrich is the only Named Executive Officer that participated in the Executive Compensation Plan. Mr. Aldrich's contributions are credited with earnings/losses based upon the performance of the investments he selects. Upon retirement, as defined, or other separation from service, or, if so elected, upon any earlier change in control of the Company, a participant is entitled to a payment of his or her vested account balance, either in a single lump sum or in annual installments, as elected in advance by the participant. Although the Company had discretion to make additional contributions to the accounts of participants while it was active, it never made any company contributions.

The following table summarizes the aggregate earnings in the fiscal year 2009 for Mr. Aldrich under the Executive Compensation Plan.

| Name                                                          | Executive<br>Contributions        | Registrant<br>Contributions       | Aggregate<br>Earnings             | Aggregate<br>Withdrawals   | Aggregate<br>Balance at<br>Last<br>Fiscal |
|---------------------------------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|----------------------------|-------------------------------------------|
|                                                               | in Last<br>Fiscal<br>Year<br>(\$) | in Last<br>Fiscal<br>Year<br>(\$) | in Last<br>Fiscal<br>Year<br>(\$) | /<br>Distributions<br>(\$) | Year-End<br>(\$)(1)                       |
| David J. Aldrich,<br>President and Chief Executive<br>Officer | \$ 0                              | \$ 0                              | \$ 1,302                          | \$ 0                       | \$ 622,469                                |

- (1) Balance as of  
October 2,

2009. This amount is comprised of Mr. Aldrich's individual contributions and the return/(loss) generated from the investment of those contributions.

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***Potential Payments Upon Termination or Change of Control***

***Chief Executive Officer***

In January 2008, the Company entered into an amended and restated Change of Control / Severance Agreement with Mr. Aldrich (the "Aldrich Agreement"). The Aldrich Agreement sets out severance benefits that become payable if, within two (2) years after a change of control, Mr. Aldrich either (i) is involuntarily terminated without cause or (ii) voluntarily terminates his employment. The severance benefits provided to Mr. Aldrich in such circumstances will consist of the following: (i) a payment equal to two and one-half (2½) times the sum of (A) his annual base salary immediately prior to the change of control and (B) his annual short-term incentive award (calculated as the greater of (x) the average short-term incentive awards received for the three years prior to the year in which the change of control occurs or (y) the target annual short incentive award for the year in which the change of control occurs); (ii) all then outstanding stock options will remain exercisable for a period of thirty (30) months after the termination date (but not beyond the expiration of their respective maximum terms); and (iii) continued medical benefits for a period of eighteen (18) months after the termination date. The foregoing payments are subject to a gross-up payment for any applicable excise taxes incurred under Section 4999 of the IRC. Additionally, in the event of a change of control, Mr. Aldrich's Agreement provides for full acceleration of the vesting of all then outstanding stock options and restricted stock awards and partial acceleration of any outstanding performance share awards.

The Aldrich Agreement also sets out severance benefits outside of a change of control that become payable if, while employed by the Company, Mr. Aldrich either (i) is involuntarily terminated without cause or (ii) terminates his employment for good reason. The severance benefits provided to Mr. Aldrich under either of these circumstances will consist of the following: (i) a payment equal to two (2) times the sum of (A) his annual base salary immediately prior to such termination and (B) his annual short-term incentive award (calculated as the greater of (x) the average short-term incentive awards received for the three years prior to the year in which the termination occurs or (y) the target annual short-term incentive award for the year in which the termination occurs); and (ii) full acceleration of the vesting of all outstanding stock options and restricted stock awards, with such stock options to remain exercisable for a period of two (2) years after the termination date (but not beyond the expiration of their respective maximum terms), and, with respect to any performance share awards outstanding, shares subject to such award will be deemed earned to the extent any such shares would have been earned pursuant to the terms of such award as of the day prior to the date of such termination (without regard to any continued service requirement) (collectively, "Severance Benefits"). In the event of Mr. Aldrich's death or disability, all outstanding stock options will vest in full and remain exercisable for a period of twelve (12) months following the termination of employment (but not beyond the expiration of their respective maximum terms).

In addition, the Aldrich Agreement provides that if Mr. Aldrich voluntarily terminates his employment after January 1, 2010, subject to certain notice requirements and his availability to continue to serve on the Board of Directors of the Company and as chairman of a committee thereof for up to two (2) years, he shall be entitled to the Severance Benefits; provided however, that all Company stock options, stock appreciation rights, restricted stock, and any other equity-based awards, which were both (a) granted to him in the eighteen (18) month period prior to such termination and (b) scheduled to vest more than two (2) years from the date of such termination, will be forfeited.

The Aldrich Agreement is intended to be compliant with Section 409A of the IRC and has a three (3) year term. Additionally, the Aldrich Agreement requires Mr. Aldrich to sign a release of claims in favor of the Company before he is eligible to receive any benefits under the agreement, and contains non-compete and non-solicitation provisions applicable to him while he is employed by the Company and for a period of twenty-four (24) months following the termination of his employment.

**Table of Contents****Other Named Executive Officers**

In January 2008, the Company entered into Change of Control / Severance Agreements with each of Bruce J. Freyman, Liam K. Griffin, Donald W. Palette and Gregory L. Waters (each a COC Agreement). Each COC Agreement sets out severance benefits that become payable if, within twelve (12) months after a change of control, the executive either (i) is involuntarily terminated without cause or (ii) terminates his employment for good reason. The severance benefits provided to the executive in such circumstances will consist of the following: (i) a payment equal to two (2) times the sum of (A) his annual base salary immediately prior to the change of control and (B) his annual short-term incentive award (calculated as the greater of (x) the average short-term incentive awards received for the three years prior to the year in which the change of control occurs or (y) the target annual short-term incentive award for the year in which the change of control occurs); (ii) all then outstanding stock options will remain exercisable for a period of eighteen (18) months after the termination date (but not beyond the expiration of their respective maximum terms); and (iii) continued medical benefits for eighteen (18) months after the termination date. The foregoing payments are subject to a gross-up payment limited to a maximum of \$500,000 for any applicable excise taxes incurred under Section 4999 of the IRC. Additionally, in the event of a change of control, each COC Agreement provides for full acceleration of the vesting of all then outstanding stock options and restricted stock awards and partial acceleration of any outstanding performance share awards. In the case of Mr. Freyman's COC Agreement, the severance payment due will be paid out in bi-weekly installments over a twelve (12) month period.

Each COC Agreement also sets out severance benefits outside a change of control that become payable if, while employed by the Company, the executive is involuntarily terminated without cause. The severance benefits provided to the executive under such circumstance will consist of the following: (i) a payment equal to the sum of (x) his annual base salary and (y) any short-term incentive award then due; and (ii) all then vested outstanding stock options will remain exercisable for a period of twelve (12) months after the termination date (but not beyond the expiration of their respective maximum terms). In the case of Mr. Freyman's COC Agreement, any severance payment due will be paid out in bi-weekly installments over a 12 month period. In the event of the executive's death or disability, all outstanding stock options will vest and remain exercisable for a period of twelve (12) months following the termination of employment (but not beyond the expiration of their respective maximum terms).

Each COC Agreement is intended to be compliant with Section 409A of the IRC and has an initial two (2) year term, which is thereafter renewable on an annual basis for up to five (5) additional years upon mutual agreement of the Company and the executive. Additionally, each COC Agreement requires that the executive sign a release of claims in favor of the Company before he is eligible to receive any benefits under the agreement, and, except for Mr. Freyman's COC Agreement, each contains non-compete and non-solicitation provisions applicable to the executive while he is employed by the Company and for a period of twenty-four (24) months following the termination of his employment. Mr. Freyman's COC Agreement contains non-solicitation provisions applicable to him while he is employed by the Company and for a period of twelve (12) months following the termination of his employment.

The terms change in control, cause, and good reason are each defined in the COC Agreements. Change in control means, in summary: (i) the acquisition by a person or a group of 40% or more of the outstanding stock of Skyworks; (ii) a change, without Board of Directors approval, of a majority of the Board of Directors of Skyworks; (iii) the acquisition of Skyworks by means of a reorganization, merger, consolidation or asset sale; or (iv) the approval of a liquidation or dissolution of Skyworks. Cause means, in summary: (i) deliberate dishonesty that is significantly detrimental to the best interests of Skyworks; (ii) conduct constituting an act of moral turpitude; (iii) willful disloyalty or insubordination; or (iv) incompetent performance or substantial or continuing inattention to or neglect of duties. Good reason means, in summary: (i) a material diminution in base compensation or authority, duties or responsibility, (ii) a material change in office location, or (iii) any action or inaction constituting a material breach by Skyworks of the terms of the agreement.

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The following table summarizes payments and benefits that would be made to the Named Executive Officers under their change of control/severance agreements with the Company in the following circumstances as of October 2, 2009:

- termination without cause or for good reason in the absence of a change of control;

- termination without cause or for good reason after a change of control;

- after a change of control not involving a termination of employment for good reason or for cause; and

- in the event of termination of employment because of death or disability.

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The following table does not reflect any equity awards made after October 2, 2009.

| Name                                                                                                  | Benefit                            | Before<br>Change in<br>Control:<br>Termination<br>w/o Cause | After<br>Change in<br>Control:<br>Termination<br>w/o Cause | Upon<br>Change      | Death/<br>Disability |
|-------------------------------------------------------------------------------------------------------|------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|---------------------|----------------------|
|                                                                                                       |                                    | or for<br>Good<br>Reason<br>(1)                             | or for<br>Good Reason<br>(1)                               | in Control<br>(1)   | (1)                  |
| David J. Aldrich<br>President and<br>Chief<br>Executive<br>Officer(2)                                 | Salary and Short-Term Incentive(4) | \$ 2,396,154                                                | \$ 2,995,192                                               | \$ 0                | \$ 0                 |
|                                                                                                       | Accelerated Options                | \$ 2,841,075                                                | \$ 2,841,075                                               | \$ 2,841,075        | \$ 2,841,075         |
|                                                                                                       | Accelerated Restricted Stock       | \$ 2,499,000                                                | \$ 2,499,000                                               | \$ 2,499,000        | \$ 2,499,000         |
|                                                                                                       | Accelerated Performance Shares     | \$ 0                                                        | \$ 3,570,000                                               | \$ 3,570,000        | \$ 0                 |
|                                                                                                       | Medical                            | \$ 0                                                        | \$ 20,590                                                  | \$ 0                | \$ 0                 |
|                                                                                                       | Excise Tax Gross-Up(3)             | \$ 0                                                        | \$ 2,085,024                                               | \$ 0                | \$ 0                 |
|                                                                                                       | <b>TOTAL</b>                       | <b>\$ 7,736,229</b>                                         | <b>\$ 14,010,881</b>                                       | <b>\$ 8,910,075</b> | <b>\$ 5,340,075</b>  |
| Donald W. Palette<br>Vice President and<br>Chief Financial<br>Officer                                 | Salary and Short-Term Incentive(4) | \$ 525,692                                                  | \$ 1,051,385                                               | \$ 0                | \$ 0                 |
|                                                                                                       | Accelerated Options                | \$ 0                                                        | \$ 903,350                                                 | \$ 903,350          | \$ 903,350           |
|                                                                                                       | Accelerated Restricted Stock       | \$ 0                                                        | \$ 436,325                                                 | \$ 436,325          | \$ 436,325           |
|                                                                                                       | Accelerated Performance Shares     | \$ 0                                                        | \$ 767,550                                                 | \$ 767,550          | \$ 0                 |
|                                                                                                       | Medical                            | \$ 0                                                        | \$ 23,219                                                  | \$ 0                | \$ 0                 |
|                                                                                                       | Excise Tax Gross-Up(3)             | \$ 0                                                        | \$ 500,000                                                 | \$ 0                | \$ 0                 |
|                                                                                                       | <b>TOTAL</b>                       | <b>\$ 525,692</b>                                           | <b>\$ 3,681,829</b>                                        | <b>\$ 2,107,225</b> | <b>\$ 1,339,675</b>  |
| Gregory L. Waters<br>Executive Vice<br>President<br>and General<br>Manager,<br>Front-End<br>Solutions | Salary and Short-Term Incentive(4) | \$ 606,846                                                  | \$ 1,213,692                                               | \$ 0                | \$ 0                 |
|                                                                                                       | Accelerated Options                | \$ 0                                                        | \$ 935,000                                                 | \$ 935,000          | \$ 935,000           |
|                                                                                                       | Accelerated Restricted Stock       | \$ 0                                                        | \$ 436,325                                                 | \$ 436,325          | \$ 436,325           |
|                                                                                                       | Accelerated Performance Shares     | \$ 0                                                        | \$ 856,800                                                 | \$ 856,800          | \$ 0                 |
|                                                                                                       | Medical                            | \$ 0                                                        | \$ 23,219                                                  | \$ 0                | \$ 0                 |
|                                                                                                       | Excise Tax Gross-Up(3)             | \$ 0                                                        | \$ 500,000                                                 | \$ 0                | \$ 0                 |
|                                                                                                       |                                    |                                                             |                                                            |                     |                      |



|                                                                        |                                    |                   |                     |                     |                     |
|------------------------------------------------------------------------|------------------------------------|-------------------|---------------------|---------------------|---------------------|
|                                                                        | <b>TOTAL</b>                       | <b>\$ 606,846</b> | <b>\$ 3,965,037</b> | <b>\$ 2,228,125</b> | <b>\$ 1,371,325</b> |
| Liam K. Griffin<br>Senior Vice<br>President,<br>Sales and<br>Marketing | Salary and Short-Term Incentive(4) | \$ 565,323        | \$ 1,130,646        | \$ 0                | \$ 0                |
|                                                                        | Accelerated Options                | \$ 0              | \$ 883,175          | \$ 883,175          | \$ 883,175          |
|                                                                        | Accelerated Restricted Stock       | \$ 0              | \$ 793,325          | \$ 793,325          | \$ 793,325          |
|                                                                        | Accelerated Performance Shares     | \$ 0              | \$ 1,213,800        | \$ 1,213,800        | \$ 0                |
|                                                                        | Medical                            | \$ 0              | \$ 23,219           | \$ 0                | \$ 0                |
|                                                                        | Excise Tax Gross-Up(3)             | \$ 0              | \$ 500,000          | \$ 0                | \$ 0                |
|                                                                        | <b>TOTAL</b>                       | <b>\$ 565,323</b> | <b>\$ 4,544,166</b> | <b>\$ 2,890,300</b> | <b>\$ 1,676,500</b> |
| Bruce J. Freyman<br>Vice President,<br>Worldwide<br>Operations         | Salary and Short-Term Incentive(4) | \$ 562,123        | \$ 1,124,246        | \$ 0                | \$ 0                |
|                                                                        | Accelerated Options                | \$ 0              | \$ 735,738          | \$ 735,738          | \$ 735,738          |
|                                                                        | Accelerated Restricted Stock       | \$ 0              | \$ 476,000          | \$ 476,000          | \$ 476,000          |
|                                                                        | Accelerated Performance Shares     | \$ 0              | \$ 856,800          | \$ 856,800          | \$ 0                |
|                                                                        | Medical                            | \$ 0              | \$ 20,590           | \$ 0                | \$ 0                |
|                                                                        | Excise Tax Gross-Up(3)             | \$ 0              | \$ 500,000          | \$ 0                | \$ 0                |
|                                                                        | <b>TOTAL</b>                       | <b>\$ 562,123</b> | <b>\$ 3,713,374</b> | <b>\$ 2,568,538</b> | <b>\$ 1,211,738</b> |

(1) Assumes a price of \$11.90 per share, based on the closing sale price of the Company's common stock on the NASDAQ Global Select Market on October 2, 2009. Excludes Mr. Aldrich's contributions to deferred compensation plan as there have been no

employer  
contributions.

- (2) Good reason in change in control circumstances for Mr. Aldrich includes voluntarily terminating employment.
- (3) Other than Mr. Aldrich, the Named Executive Officer's excise tax gross-up is capped at \$500,000.
- (4) Assumes an Incentive Plan payment at the target level, and does not include the value of accrued vacation/paid time off to be paid upon termination as required by law.

**Table of Contents*****Director Compensation***

Directors who are not employees of the Company are paid, in quarterly installments, an annual retainer of \$50,000. Additional annual retainers are paid, in quarterly installments, to the Chairman of the Board (\$17,500); the Chairman of the Audit Committee (\$15,000); the Chairman of the Compensation Committee (\$10,000); and the Chairman of the Nominating and Governance Committee (\$5,000). Additional annual retainers are also paid, in quarterly installments, to directors who serve on committees in roles other than as Chairman as follows: Audit Committee (\$5,000); Compensation Committee (\$3,000); and Nominating and Corporate Governance Committee (\$2,000). In addition, the Compensation Committee retains discretion to recommend to the full Board of Directors that additional cash payments be made to a non-employee director(s) for extraordinary service during a fiscal year.

In addition, non-employee directors receive the following stock-based compensation: each non-employee director, when first elected to serve as a director, automatically receives a nonqualified stock option to purchase 25,000 shares of common stock, at an exercise price equal to the fair market value of the common stock on the date of grant, and a restricted stock award for 12,500 shares of common stock. In addition, following each annual meeting of stockholders, each non-employee director who is continuing in office or re-elected receives a restricted stock award for 12,500 shares. Unless otherwise determined by the Board of Directors, the nonqualified stock options awarded under the 2008 Director's Plan will vest in four (4) equal annual installments and the restricted stock awards under the 2008 Director's Plan will vest in three (3) equal annual installments. In the event of a change of control of the Company, the outstanding options and restricted stock under the 2008 Director's Plan shall become fully exercisable and deemed fully vested, respectively.

No director who is also an employee receives separate compensation for services rendered as a director. David J. Aldrich is currently the only director who is also an employee of the Company.

***Director Compensation Table***

The following table summarizes the compensation paid to the Company's non-employee directors for fiscal year 2009.

| <b>Name</b>                  | <b>Fees Earned<br/>or<br/>Paid in Cash<br/>(\$)(3)</b> | <b>Stock<br/>Awards<br/>(\$)(1)(2)</b> | <b>Option<br/>Awards<br/>(\$)(1)(2)</b> | <b>Total<br/>(\$)</b> |
|------------------------------|--------------------------------------------------------|----------------------------------------|-----------------------------------------|-----------------------|
| David J. McLachlan, Chairman | \$74,500                                               | \$42,402                               | \$35,047                                | \$151,949             |
| Timothy R. Furey             | \$62,000                                               | \$42,402                               | \$35,047                                | \$139,449             |
| Kevin L. Beebe               | \$61,750                                               | \$42,402                               | \$35,047                                | \$139,199             |
| David P. McGlade             | \$58,750                                               | \$42,402                               | \$51,147                                | \$152,299             |
| Robert A. Schriesheim        | \$68,000                                               | \$42,402                               | \$58,864                                | \$169,266             |
| Balakrishnan S. Iyer         | \$57,500                                               | \$42,402                               | \$35,047                                | \$134,949             |
| Moiz M. Beguwala             | \$54,500                                               | \$42,402                               | \$35,047                                | \$131,949             |
| Thomas C. Leonard            | \$50,000                                               | \$42,402                               | \$35,047                                | \$127,449             |

(1) Represents the dollar amount recognized for financial statement reporting purposes for the year ended October 2, 2009 in accordance with ASC 718

and,  
accordingly,  
includes  
amounts from  
options granted  
prior to fiscal  
year 2009. For a  
description of  
the assumptions  
used in  
calculating the  
fair value of  
equity awards  
under ASC 718,  
see Note 11 of  
the Company's  
financial  
statements  
included in the  
Original Filing.  
The  
non-employee  
members of our  
board of

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directors who  
held such  
position on  
October 2,  
2009, held the  
following  
aggregate  
number of  
unexercised  
options as of  
such date:

| <b>Name</b>                  | <b>Number of<br/>Securities Underlying<br/>Unexercised Options</b> |
|------------------------------|--------------------------------------------------------------------|
| David J. McLachlan, Chairman | 180,000                                                            |
| Timothy R. Furey             | 135,000                                                            |
| Kevin L. Beebe               | 105,000                                                            |
| David P. McGlade             | 90,000                                                             |
| Robert A. Schriesheim        | 60,000                                                             |
| Balakrishnan S. Iyer         | 309,435                                                            |
| Moiz M. Beguwala             | 216,840                                                            |
| Thomas C. Leonard            | 150,000                                                            |

(2) The following table presents the fair value of each grant of restricted stock in fiscal 2009 to non-employee members of our board of directors, computed in accordance with ASC 718:

| <b>Name</b>                  | <b>Grant<br/>Date</b> | <b>Number<br/>of Securities<br/>Awarded</b> | <b>Grant Date<br/>Fair Value<br/>of Shares(4)</b> |
|------------------------------|-----------------------|---------------------------------------------|---------------------------------------------------|
| David J. McLachlan, Chairman | 5/12/09               | 12,500                                      | \$105,875                                         |
| Timothy R. Furey             | 5/12/09               | 12,500                                      | \$105,875                                         |
| Kevin L. Beebe               | 5/12/09               | 12,500                                      | \$105,875                                         |
| David P. McGlade             | 5/12/09               | 12,500                                      | \$105,875                                         |
| Robert A. Schriesheim        | 5/12/09               | 12,500                                      | \$105,875                                         |
| Balakrishnan S. Iyer         | 5/12/09               | 12,500                                      | \$105,875                                         |
| Moiz M. Beguwala             | 5/12/09               | 12,500                                      | \$105,875                                         |
| Thomas C. Leonard            | 5/12/09               | 12,500                                      | \$105,875                                         |

(3) Director meeting fees were not prorated for committee assignment changes that became effective May 12, 2009 (i.e., when Mr. Iyer replaced Mr. Beebe as Chairman of the Nominating and Corporate Governance Committee, and Mr. Beguwala replaced Mr. McGlade as a member of the Audit Committee, each director received quarterly fees as if they had held both positions throughout the applicable quarter).

(4) Based on the fair market value of \$8.47 per share of common stock on May 12, 2009.

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

The Compensation Committee of the Board of Directors currently comprises, and during fiscal year 2009 was comprised of, Messrs. Beebe, Furey (Chairman), McGlade and Schriesheim. No member of this committee was at any time during the past fiscal year an officer or employee of the Company, was formerly an officer of the Company or any of its subsidiaries, or had any employment relationship with the Company or any of its subsidiaries. No executive officer of Skyworks has served as a director or member of the compensation committee (or other committee serving

an equivalent function) of any other entity, one of whose executive officers served as a director of or member of the Compensation Committee of Skyworks.

**COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis included herein with management, and based on the review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Form 10-K/A.

The Compensation Committee  
Kevin L. Beebe  
Timothy R. Furey, Chairman  
David P. McGlade  
Robert A. Schriesheim

**Table of Contents****ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

To the Company's knowledge, the following table sets forth the beneficial ownership of the Company's common stock as of January 15, 2010, by the following individuals or entities: (i) each person who beneficially owns 5% or more of the outstanding shares of the Company's common stock as of January 15, 2010; (ii) the Named Executive Officers (as defined herein under the heading "Compensation Tables for Named Executive Officers"); (iii) each director and nominee for director; and (iv) all current executive officers and directors of the Company, as a group.

Beneficial ownership is determined in accordance with the rules of the SEC, is not necessarily indicative of beneficial ownership for any other purpose, and does not constitute an admission that the named stockholder is a direct or indirect beneficial owner of those shares. As of January 15, 2010, there were 175,342,941 shares of Skyworks common stock issued and outstanding.

In computing the number of shares of Company common stock beneficially owned by a person and the percentage ownership of that person, shares of Company common stock that are subject to stock options or other rights held by that person that are currently exercisable or that will become exercisable within sixty (60) days of January 15, 2010, are deemed outstanding. These shares are not, however, deemed outstanding for the purpose of computing the percentage ownership of any other person.

| <b>Names and Addresses of Beneficial Owners(1)</b>                   | <b>Number of Shares<br/>Beneficially<br/>Owned(2)</b> | <b>Percent<br/>of Class</b> |
|----------------------------------------------------------------------|-------------------------------------------------------|-----------------------------|
| Wellington Management Company, LLP                                   | 17,993,820(3)                                         | 10.3%                       |
| The Vanguard Group, Inc.                                             | 10,682,689(4)                                         | 6.1%                        |
| Dimensional Fund Advisors L.P.                                       | 10,197,121(5)                                         | 5.8%                        |
| Barclays Global Investors, N.A.                                      | 10,953,178(6)                                         | 6.2%                        |
| Fidelity Management and Research Company                             | 8,586,594(7)                                          | 4.9%                        |
| David J. Aldrich                                                     | 2,319,383(8)                                          | 1.3%                        |
| Kevin L. Beebe                                                       | 118,750                                               | (*)                         |
| Moiz M. Beguwala                                                     | 221,445                                               | (*)                         |
| Bruce J. Freyman                                                     | 378,129(8)                                            | (*)                         |
| Timothy R. Furey                                                     | 148,750                                               | (*)                         |
| Liam K. Griffin                                                      | 520,120(8)                                            | (*)                         |
| Balakrishnan S. Iyer                                                 | 329,267                                               | (*)                         |
| Thomas C. Leonard                                                    | 195,307                                               | (*)                         |
| David P. McGlade                                                     | 103,750                                               | (*)                         |
| David J. McLachlan                                                   | 196,350                                               | (*)                         |
| Donald W. Palette                                                    | 112,343(8)                                            | (*)                         |
| Robert A. Schriesheim                                                | 66,250                                                | (*)                         |
| Gregory L. Waters                                                    | 530,717(8)                                            | (*)                         |
| All current directors and executive officers as a group (15 persons) | 5,728,528(8)                                          | 3.2%                        |

\* Less than 1%

(1) Unless otherwise noted in the following notes, each person's address is the address of

the Company's  
principal  
executive  
offices at  
Skyworks  
Solutions, Inc.,  
20 Sylvan Road,  
Woburn, MA  
01801 and  
stockholders  
have sole voting  
and sole  
investment  
power with  
respect to the  
shares, except to  
the extent such  
power may be  
shared by a  
spouse or  
otherwise  
subject to  
applicable  
community  
property laws.



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- (2) Includes the number of shares of Company common stock subject to stock options held by that person that are currently exercisable or will become exercisable within sixty (60) days of January 15, 2010 (the Current Options ), as follows: Mr. Aldrich 1,772,754 shares under Current Options; Mr. Beebe 93,750 shares under Current Options; Mr. Beguwala 183,090 shares under Current Options; Mr. Freyman 280,000 shares under Current Options; Mr. Furey 123,750 shares under Current Options; Mr. Griffin 374,530 shares under Current Options; Mr. Iyer 298,185 shares under Current Options; Mr. Leonard 138,750 shares under Current Options; Mr. McGlade 78,750 shares under Current Options;

Mr. McLachlan  
168,750 shares  
under Current  
Options; Mr.  
Palette 44,500  
shares under  
Current Options;  
Mr. Schriesheim  
41,250 shares  
under Current  
Options; Mr.  
Waters 370,780  
shares under  
Current Options;  
current directors  
and executive  
officers as a  
group (15  
persons)  
4,277,660 shares  
under Current  
Options.

- (3) Consists of  
shares  
beneficially  
owned by  
Wellington  
Management  
Company, LLP,  
which has shared  
voting control as  
to 13,823,929  
shares and  
shared  
dispositive  
power over all  
such shares.  
With respect to  
the information  
relating to  
Wellington  
Management  
Company, LLP,  
the Company has  
relied on  
information  
supplied by  
Wellington  
Management  
Company, LLP

on a  
Schedule 13G  
filed with the  
SEC on  
January 11,  
2010. The  
address and  
principal  
business office  
of Willington  
Management  
Company, LLP  
is 75 State  
Street, Boston,  
Massachusetts  
02109.

- (4) Consists of  
shares  
beneficially  
owned by The  
Vanguard  
Group, Inc.,  
which has sole  
voting control as  
to 189,911  
shares and sole  
dispositive  
power over all  
such shares.  
With respect to  
the information  
relating to The  
Vanguard  
Group, Inc., the  
Company has  
relied on  
information  
supplied by The  
Vanguard  
Group, Inc. on a  
Schedule 13G  
filed with the  
SEC on  
February 13,  
2009. The  
address and  
principal  
business office  
of the Vanguard  
Group, Inc. is

100 Vanguard  
Blvd., Malvern,  
Pennsylvania  
19355.

- (5) Consists of shares beneficially owned by Dimensional Fund Advisors L.P., an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, in its capacity as investment advisor to certain investment companies, trusts and accounts. Dimensional Fund Advisors L.P. has sole voting power with respect to 9,828,608 shares and sole dispositive power over 10,197,121 shares. With respect to the information relating to Dimensional Fund Advisors L.P., the Company has relied on information supplied by Dimensional Fund Advisors L.P. on a Schedule 13G/A filed with the

SEC on  
February 9,  
2009. The  
address of  
Dimensional  
Fund Advisors  
L.P. is Palisades  
West, Building  
One, 6300 Bee  
Cave Road,  
Austin, Texas  
78746.

- (6) Consists of  
shares  
beneficially  
owned by  
Barclays Global  
Investors, NA.  
and a group of  
affiliated  
entities, which  
reported sole  
voting and  
dispositive  
power as of  
December 31,  
2008, as follows:  
(i) Barclays  
Global Investors,  
N.A., sole voting  
power as to  
3,150,393 shares  
and sole  
dispositive  
power as to  
3,667,026  
shares;  
(ii) Barclays  
Global Fund  
Advisors, sole  
voting power as  
to 5,287,026  
shares and sole  
dispositive  
power as to  
7,173,996  
shares; and  
(iii) Barclays  
Global Investors,  
Ltd., sole voting

power as to  
5,880 shares and  
sole dispositive  
power as to  
112,156 shares.  
With respect to  
the information  
relating to the  
affiliated  
Barclays Global  
Investors  
entities, the  
Company has  
relied on  
information  
supplied by  
Barclays Global  
Investors, NA on  
a Schedule 13G  
filed with the  
SEC on  
February 5,  
2009. The  
address of the  
principal  
business office  
of Barclays  
Investors Global,  
NA is 400  
Howard Street,  
San Francisco,  
California  
94105.

- (7) Consists of  
shares  
beneficially  
owned by FMR  
LLC, an  
investment  
adviser  
registered under  
Section 203 of  
the Investment  
Advisers Act of  
1940, as a result  
of its sole  
ownership of  
Fidelity  
Management &  
Research

Company  
 ( Fidelity  
 Research ) and  
 indirect  
 ownership of  
 Pyramis Global  
 Advisors Trust  
 Company  
 ( PGATC ).  
 Fidelity  
 Research, an  
 investment  
 advisor  
 registered under  
 Section 203 of  
 the Investment  
 Advisors Act of  
 1940, is the  
 beneficial owner  
 of 8,201,904  
 shares as a result  
 of acting as  
 investment  
 advisor to  
 various  
 investment  
 companies  
 registered under  
 Section 8 of the  
 Investment  
 Company Act of  
 1940 that hold  
 the shares.  
 PGATC, a bank  
 as defined in  
 Section 3(a)(6)  
 of the Securities  
 Exchange Act of  
 1934, is the  
 beneficial owner  
 of 384,690  
 shares as a result  
 of its serving as  
 investment  
 manager of  
 institutional  
 accounts owning  
 such shares. Of  
 the shares  
 beneficially  
 owned, FMR

LLC. (through its ownership Fidelity Research and PGATC) has sole voting power with respect to 373,680 shares and sole disposition power with respect to 8,586,594 shares. The address of Fidelity Research and Fidelity Trust is 82 Devonshire Street, Boston, Massachusetts 02109. The address of PGATC is 900 Salem Street, Smithfield, Rhode Island, 02917. With respect to the information relating to the affiliated FMR LLC entities, the Company has relied on information supplied by FMR LLC on a Schedule 13G/A filed with the SEC on September 10, 2009.

- (8) Includes shares held in the Company's 401(k) Savings and Investment Plan.





**Table of Contents*****Equity Compensation Plan Information***

The Company currently maintains nine (9) stock-based compensation plans under which our securities are authorized for issuance to our employees and/or directors:

the 1994 Non-Qualified Stock Option Plan

the 1996 Long-Term Incentive Plan

the 1999 Employee Long-Term Incentive Plan

the Directors' 2001 Stock Option Plan

the Non-Qualified Employee Stock Purchase Plan

the 2002 Employee Stock Purchase Plan

the Washington Sub, Inc. 2002 Stock Option Plan

the 2005 Long-Term Incentive Plan, and

the 2008 Director Long-Term Incentive Plan.

Except for the 1999 Employee Long-Term Incentive Plan, the Washington Sub, Inc. 2002 Stock Option Plan and the Non-Qualified Employee Stock Purchase Plan, each of the foregoing stock-based compensation plans was approved by our stockholders. A description of the material features of each non-stockholder approved plan is provided below under the headings 1999 Employee Long-Term Incentive Plan, Washington Sub, Inc. 2002 Stock Option Plan and Non-Qualified Employee Stock Purchase Plan.

The following table presents information about these plans as of October 2, 2009.

| <b>Plan Category</b>                                       | <b>Number of Securities</b> | <b>Weighted-Average</b> | <b>Number of Securities</b>    |
|------------------------------------------------------------|-----------------------------|-------------------------|--------------------------------|
|                                                            | <b>to be Issued Upon</b>    | <b>Exercise Price</b>   | <b>Remaining Available for</b> |
|                                                            | <b>Exercise of</b>          | <b>of</b>               | <b>Future Issuance</b>         |
|                                                            | <b>Outstanding</b>          | <b>Outstanding</b>      | <b>Under</b>                   |
|                                                            | <b>Options,</b>             | <b>Options,</b>         | <b>Equity</b>                  |
|                                                            | <b>Warrants,</b>            | <b>Warrants</b>         | <b>Compensation</b>            |
|                                                            | <b>and Rights (a)</b>       | <b>and Rights (b)</b>   | <b>Plans (Excluding</b>        |
|                                                            |                             |                         | <b>Securities Reflected</b>    |
|                                                            |                             |                         | <b>in</b>                      |
|                                                            |                             |                         | <b>Column(a)) (c)</b>          |
| Equity compensation plans approved by security holders     | 6,122,380(1)                | \$ 9.17                 | 14,971,285(3)                  |
| Equity compensation plans not approved by security holders | 12,228,500                  | \$ 11.07                | 0(4)                           |
| Total                                                      | 18,350,880(2)               | \$ 10.44                | 14,971,285                     |

(1) Excludes  
748,979

unvested  
restricted shares  
and 3,001,915  
unvested shares  
under  
performance  
shares awards.

(2) Includes  
1,642,149  
options held by  
non-employees  
(excluding  
non-employee  
directors).

(3) No further  
grants will be  
made under the  
1994  
Non-Qualified  
Stock Option  
Plan.

(4) No further  
grants will be  
made under the  
Washington Sub  
Inc. 2002 Stock  
Option Plan or  
the 1999  
Employee  
Long-Term  
Incentive Plan.

*1999 Employee Long-Term Incentive Plan*

The Company's 1999 Employee Long-Term Incentive Plan (the "1999 Employee Plan") provided for the grant of non-qualified stock options to purchase shares of the Company's common stock to employees, other than officers and non-employee directors. The term of these options may not exceed 10 years. The 1999 Employee Plan contains provisions, which permit restrictions on vesting or transferability, as well as continued exercisability upon a participant's termination of

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employment with the Company, of options granted thereunder. The 1999 Employee Plan provides for full acceleration of the vesting of options granted thereunder upon a change in control of the Company, as defined in the 1999 Employee Plan. The Board of Directors generally may amend, suspend or terminate the 1999 Employee Plan in whole or in part at any time; provided that any amendment which affects outstanding options be consented to by the holder of the options. As of April 26, 2009, no additional grants were issuable under the 1999 Employee Long-Term Incentive Plan.

### *Washington Sub, Inc. 2002 Stock Option Plan*

The Washington Sub, Inc. 2002 Stock Option Plan (the Washington Sub Plan ) became effective on June 25, 2002. At the time of the spin-off of Conexant's wireless business and merger of such business into Alpha Industries, Inc., outstanding Conexant options granted pursuant to certain Conexant stock-based compensation plans were converted so that following the spin-off and merger each holder of those certain Conexant options held (i) options to purchase shares of Conexant common stock and (ii) options to purchase shares of Skyworks common stock. The purpose of the Washington Sub Plan is to provide a means for the Company to perform its obligations with respect to these converted stock options. The only participants in the Washington Sub Plan are those persons who, at the time of the spin-off and merger, held outstanding options granted pursuant to certain Conexant stock option plans. No further options to purchase shares of Skyworks common stock have been or will be granted under the Washington Sub Plan. The Washington Sub Plan contains a number of sub-plans, which contain terms and conditions that are applicable to certain portions of the options subject to the Washington Sub Plan, depending upon the Conexant stock option plan from which the Skyworks options granted under the Washington Sub Plan were derived. The outstanding options under the Washington Sub Plan generally have the same terms and conditions as the original Conexant options from which they are derived. Most of the sub-plans of the Washington Sub Plan contain provisions related to the effect of a participant's termination of employment with the Company, if any, and/or with Conexant on options granted pursuant to such sub-plan. Several of the sub-plans under the Washington Sub Plan contain specific provisions related to a change in control of the Company.

### *Non-Qualified ESPP*

The Company also maintains a Non-Qualified Employee Stock Purchase Plan to provide employees of the Company and participating subsidiaries with an opportunity to acquire a proprietary interest in the Company through the purchase, by means of payroll deductions, of shares of the Company's common stock at a discount from the market price of the common stock at the time of purchase. The Non-Qualified Employee Stock Purchase Plan is intended for use primarily by employees of the Company located outside the United States. Under the plan, eligible employees may purchase common stock through payroll deductions of up to 10% of compensation. The price per share is the lower of 85% of the market price at the beginning or end of each six-month offering period.

## **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

*Certain Relationships and Related Transactions:* Other than compensation agreements and other arrangements which are described above in Item 11 Executive Compensation, since October 4, 2008, there has not been a transaction or series of related transactions to which the Company was or is a party involving an amount in excess of \$120,000 and in which any director, executive officer, holder of more than five percent (5%) of any class of our voting securities, or any member of the immediate family of any of the foregoing persons, had or will have a direct or indirect material interest. In January 2008, the Board of Directors adopted a written related person transaction approval policy which sets forth the Company's policies and procedures for the review, approval or ratification of any transaction required to be reported in its filings with the SEC. The Company's policy with regard to related person transactions is that all related person transactions between the Company and any related person (as defined in Item 404 of Regulation S-K) or their affiliates, in which the amount involved is equal to or greater than \$120,000, be reviewed by the Company's General Counsel and approved in advance by the Audit Committee. In addition, the Company's Code of Business Conduct and Ethics requires that employees discuss with the Company's Compliance Officer any significant relationship (or transaction) that might raise doubt about such employee's ability to act in the best interest of the Company.

*Director Independence:* Each year, the Board of Directors reviews the relationships that each director has with the Company and with other parties. Only those directors who do not have any of the categorical relationships that preclude them from being independent within the meaning of applicable NASDAQ Rules and who the Board of Directors affirmatively determines have no relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, are considered to be independent directors. The Board of Directors has reviewed a number of factors to evaluate the independence of each of its members. These factors include its members' current and historic relationships with the Company and its competitors, suppliers and customers; their relationships with management and other directors; the relationships their current and former employers have with the Company; and the relationships between the

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Company and other companies of which a member of the Company's Board of Directors is a director or executive officer. After evaluating these factors, the Board of Directors has determined that a majority of the members of the Board of Directors, namely, Kevin L. Beebe, Moiz M. Beguwala, Timothy R. Furey, Balakrishnan S. Iyer, Thomas C. Leonard, David J. McLachlan, David P. McGlade and Robert A. Schriesheim, do not have any relationships that would interfere with the exercise of independent judgment in carrying out their responsibilities as a director and are independent directors of the Company within the meaning of applicable NASDAQ Rules.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

KPMG LLP provided audit services to the Company consisting of the annual audit of the Company's 2009 consolidated financial statements contained in the Company's Annual Report on Form 10-K and reviews of the financial statements contained in the Company's Quarterly Reports on Form 10-Q for fiscal year 2009. The following table summarizes the fees of KPMG LLP billed to the Company for the last two fiscal years.

| <b>Fee Category</b>              | <b>Fiscal Year</b>  | <b>% of<br/>Total</b> | <b>Fiscal Year</b>  | <b>% of<br/>Total</b> |
|----------------------------------|---------------------|-----------------------|---------------------|-----------------------|
|                                  | <b>2009</b>         |                       | <b>2008</b>         |                       |
| Audit Fees – Integrated Audit(1) | \$ 1,215,000        | 97%                   | \$ 1,356,000        | 97%                   |
| Audit-Related Fees(2)            | 5,000               | 0%                    |                     | 0%                    |
| Tax Fees(3)                      | 33,000              | 3%                    | 45,000              | 3%                    |
| All Other Fees(4)                | 2,000               | 0%                    | 2,000               | 0%                    |
| <b>Total Fees</b>                | <b>\$ 1,255,000</b> | <b>100%</b>           | <b>\$ 1,403,000</b> | <b>100%</b>           |

(1) Audit fees consist of fees for the audit of our financial statements, the review of the interim financial statements included in our quarterly reports on Form 10-Q, and other professional services provided in connection with statutory and regulatory filings or engagements. Fiscal year 2009 and fiscal year 2008 audit fees also included fees for services incurred in connection with rendering an

opinion under  
Section 404 of the  
Sarbanes Oxley  
Act.

- (2) Audit related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit and the review of our financial statements and which are not reported under Audit Fees. These services relate to registration statement filings for financing activities and consultations concerning financial accounting and reporting standards.

- (3) Tax fees consist of fees for tax compliance, tax advice and tax planning services. Tax compliance services, which relate to preparation or review of original and amended tax returns, claims for refunds and tax payment-planning services, accounted for \$33,000 and \$45,000 of the total tax fees for fiscal year 2009

and 2008,  
respectively. Tax  
advice and tax  
planning services  
relate to assistance  
with tax audits.

- (4) All other fees for  
fiscal year 2009  
and 2008 consist  
of licenses for  
accounting  
research software.

In 2003, the Audit Committee adopted a formal policy concerning approval of audit and non-audit services to be provided to the Company by its independent registered public accounting firm, KPMG LLP. The policy requires that all services to be provided by KPMG LLP, including audit services and permitted audit-related and non-audit services, must be pre-approved by the Audit Committee. The Audit Committee pre-approved all audit and non-audit services provided by KPMG LLP during fiscal 2009 and fiscal 2008.

#### **PART IV**

#### **ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

The list of Exhibits filed as part of this report are set forth on the Exhibit Index immediately preceding such exhibits, and is incorporated herein by this reference. This list includes a subset containing each management contract, compensatory plan, or arrangement required to be filed as an exhibit to this report.



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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 1, 2010

SKYWORKS SOLUTIONS, INC.

Registrant

By: /s/ David J. Aldrich

David J. Aldrich

President and Chief Executive Officer

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| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>                                                                                                                                              | <b>Form</b> | <b>Incorporated by Reference</b> |                |                    | <b>Filed<br/>Herewith</b> |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|----------------------------------|----------------|--------------------|---------------------------|
|                           |                                                                                                                                                                         |             | <b>File No.</b>                  | <b>Exhibit</b> | <b>Filing Date</b> |                           |
| 3.A                       | Amended and Restated Certificate of Incorporation                                                                                                                       | 10-K        | 001-5560                         | 3.A            | 12/23/2002         |                           |
| 3.B                       | Second Amended and Restated By-laws                                                                                                                                     | 10-K        | 001-5560                         | 3.B            | 12/23/2002         |                           |
| 4.A                       | Specimen Certificate of Common Stock                                                                                                                                    | S-3         | 333-92394                        | 4              | 7/15/2002          |                           |
| 4.B                       | Indenture dated as of March 2, 2007 between the Registrant and U.S. Bank National Association, as Trustee                                                               | 8-K         | 001-5560                         | 4.1            | 3/5/2007           |                           |
| 10.A*                     | Skyworks Solutions, Inc., Long-Term Compensation Plan dated September 24, 1990; amended March 28, 1991; and as further amended October 27, 1994                         | 10-K        | 001-5560                         | 10.B           | 12/14/2005         |                           |
| 10.B*                     | Skyworks Solutions, Inc. 1994 Non-Qualified Stock Option Plan for Non-Employee Directors                                                                                | 10-K        | 001-5560                         | 10.C           | 12/14/2005         |                           |
| 10.C*                     | Skyworks Solutions, Inc. Executive Compensation Plan dated January 1, 1995 and Trust for the Skyworks Solutions, Inc. Executive Compensation Plan dated January 3, 1995 | 10-K        | 001-5560                         | 10.D           | 12/14/2005         |                           |
| 10.D*                     | Skyworks Solutions, Inc. 1997 Non-Qualified Stock Option Plan for Non-Employee Directors                                                                                | 10-K        | 001-5560                         | 10.E           | 12/14/2005         |                           |
| 10.E*                     | Skyworks Solutions, Inc. 1996 Long-Term Incentive Plan                                                                                                                  | 10-K        | 001-5560                         | 10.F           | 12/13/2006         |                           |
| 10.F*                     | Skyworks Solutions, Inc. 1999 Employee Long-Term Incentive Plan                                                                                                         | 10-K        | 001-5560                         | 10.L           | 12/23/2002         |                           |
| 10.G*                     | Washington Sub Inc., 2002 Stock Option Plan                                                                                                                             | S-3         | 333-92394                        | 99.A           | 7/15/2002          |                           |
| 10.H*                     | Skyworks Solutions, Inc. Non-Qualified Employee Stock Purchase Plan                                                                                                     | 10-Q        | 001-5560                         | 10.H           | 5/7/2008           |                           |

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|       |                                                                                                                     |      |          |      |           |
|-------|---------------------------------------------------------------------------------------------------------------------|------|----------|------|-----------|
| 10.I* | Skyworks Solutions Inc. 2002 Qualified Employee Stock Purchase Plan (as amended<br>1/31/2006)                       | 10-Q | 001-5560 | 10.L | 2/07/2007 |
| 10.J  | Credit and Security Agreement, dated as of July 15, 2003, by and between Skyworks USA, Inc. and Wachovia Bank, N.A. | 10-Q | 001-5560 | 10.A | 8/11/2003 |
| 10.K  | Servicing Agreement, dated as of July 15, 2003, by and between the Company and Skyworks USA, Inc.                   | 10-Q | 001-5560 | 10.B | 8/11/2003 |
| 10.L  | Receivables Purchase Agreement, dated as of July 15, 2003, by and between Skyworks USA, Inc. and the Company        | 10-Q | 001-5560 | 10.C | 8/11/2003 |

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| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>                                                                                                   | <b>Incorporated by Reference</b> |                 |                |                    | <b>Filed<br/>Herewith</b> |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------|-----------------|----------------|--------------------|---------------------------|
|                           |                                                                                                                              | <b>Form</b>                      | <b>File No.</b> | <b>Exhibit</b> | <b>Filing Date</b> |                           |
| 10.N*                     | Skyworks Solutions, Inc. 2005 Long-Term Incentive Plan (as amended and restated 5/12/2009)                                   | DEF 14A                          | 001-5560        | APPENDIX       | 3/30/2009          |                           |
| 10.O*                     | Skyworks Solutions, Inc. Directors 2001 Stock Option Plan                                                                    | 8-K                              | 001-5560        | 10.2           | 5/04/2005          |                           |
| 10.P*                     | Form of Notice of Grant of Stock Option under the Company's 2001 Directors Plan                                              | 8-K                              | 001-5560        | 10.3           | 5/04/2005          |                           |
| 10.Q*                     | Form of Notice of Stock Option Agreement under the Company's 2005 Long-Term Incentive Plan                                   | 10-Q                             | 001-5560        | 10.A           | 5/11/2005          |                           |
| 10.R*                     | Form of Notice of Restricted Stock Agreement under the Company's 2005 Long-Term Incentive Plan                               | 10-Q                             | 001-5560        | 10.B           | 5/11/2005          |                           |
| 10.S*                     | Amended and Restated Change in Control/Severance Agreement, dated January 22, 2008, between the Company and David J. Aldrich | 10-Q                             | 001-5560        | 10.W           | 5/7/2008           |                           |
| 10.T*                     | Change in Control/Severance Agreement, dated January 22, 2008, between the Company and Liam K. Griffin                       | 10-Q                             | 001-5560        | 10.X           | 5/7/2008           |                           |
| 10.U*                     | Change in Control/Severance Agreement, dated January 22, 2008, between the Company and George M. LeVan                       | 10-Q                             | 001-5560        | 10.AA          | 5/7/2008           |                           |
| 10.V*                     | Change in Control/Severance Agreement, dated January 22, 2008, between the Company and Gregory L. Waters                     | 10-Q                             | 001-5560        | 10.BB          | 5/7/2008           |                           |

|        |                                                                                                                       |      |          |       |            |
|--------|-----------------------------------------------------------------------------------------------------------------------|------|----------|-------|------------|
| 10.W*  | Change in Control/Severance Agreement,<br>dated January 22, 2008, between the<br>Company and Mark V. B. Tremallo      | 10-Q | 001-5560 | 10.DD | 5/7/2008   |
| 10.X*  | Form of Restricted Stock Agreement under<br>the Company's 2005 Long-Term Incentive<br>Plan                            | 8-K  | 001-5560 | 10.1  | 11/15/2005 |
| 10.Y*  | Skyworks Solutions In. Cash Compensation<br>Plan for Directors                                                        | 10-Q | 001-5560 | 10.HH | 8/8/2007   |
| 10.Z   | Registration Rights Agreement dated<br>March 2, 2007 between the Registrant and<br>Credit Suisse Securities (USA) LLC | 8-K  | 001-5560 | 10.HH | 3/5/2007   |
| 10.AA* | Change in Control/Severance Agreement,<br>dated January 22, 2008, between the<br>Company and Donald W. Palette        | 10-Q | 001-5560 | 10.II | 5/7/2008   |
| 10.BB* | Form of Performance Share Agreement Under<br>the 2005 Long-Term Incentive Plan                                        | 10-Q | 001-5560 | 10.JJ | 2/06/2008  |
| 10.CC* | Change in Control/Severance Agreement,<br>dated January 22, 2008, between the<br>Company and Bruce Freyman            | 10-Q | 001-5560 | 10.KK | 5/7/2008   |

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| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>                                                                                                                                                                                        | <b>Form</b> | <b>Incorporated by Reference</b> |                |                    | <b>Filed<br/>Herewith</b> |
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|                           |                                                                                                                                                                                                                   |             | <b>File No.</b>                  | <b>Exhibit</b> | <b>Filing Date</b> |                           |
| 10.DD*                    | Change in Control/Severance Agreement,<br>dated January 22, 2008, between the<br>Company and Stan Swearingen                                                                                                      | 10-Q        | 001-5560                         | 10-LL          | 5/7/2008           |                           |
| 10.EE*                    | 2008 Director Long-Term Incentive Plan                                                                                                                                                                            | 10-Q        | 001-5560                         | 10-MM          | 5/7/2008           |                           |
| 10.FF*                    | Form of Restricted Stock Agreement<br>under<br>the Company's 2008 Director Long-Term<br>Incentive Plan                                                                                                            | 10-Q        | 001-5560                         | 10-NN          | 5/7/2008           |                           |
| 10.GG*                    | Form of Nonstatutory Stock Option<br>Agreement under the Company's 2008<br>Director Long-Term Incentive Plan                                                                                                      | 10-Q        | 001-5560                         | 10-OO          | 5/7/2008           |                           |
| 10.HH*                    | Skyworks Solutions, Inc. 2002 Employee<br>Stock Purchase Plan                                                                                                                                                     | 10-Q        | 001-5560                         | 10-PP          | 5/7/2008           |                           |
| 10.II*                    | Fiscal 2009 Executive Incentive<br>Compensation Plan                                                                                                                                                              | 10-Q        | 001-5560                         | 10-II          | 2/11/2009          |                           |
| 10.JJ*                    | Form of Executive Performance Award<br>Forfeiture and Replacement Agreement<br>Dated June 4, 2009.                                                                                                                | 10-Q        | 001-5560                         | 10-QQ          | 8/11/2009          |                           |
| 12                        | Computation of Ratio of Earnings to<br>Fixed<br>Charges                                                                                                                                                           | 10-K        | 001-5560                         | 12             | 11/30/2009         |                           |
| 21                        | Subsidiaries of the Company                                                                                                                                                                                       | 10-K        | 001-5560                         | 21             | 11/30/2009         |                           |
| 23.1                      | Consent of KPMG LLP                                                                                                                                                                                               | 10-K        | 001-5560                         | 23.1           | 11/30/2009         |                           |
| 31.1                      | Certification of the Company's Chief<br>Executive Officer pursuant to Securities<br>and Exchange Act Rules 13a-14(a) and<br>15d-14(a), as adopted pursuant to<br>Section<br>302 of the Sarbanes-Oxley Act of 2002 | 10-K        | 001-5560                         | 31.1           | 11/30/2009         |                           |
| 31.2                      | Certification of the Company's Chief<br>Financial Officer pursuant to Securities<br>and Exchange Act Rules 13a-14(a) and<br>15d-14(a), as adopted pursuant to<br>Section                                          |             |                                  |                |                    |                           |

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302 of the Sarbanes-Oxley Act of 2002      10-K      001-5560      31.2      11/30/2009

|      |                                                                                                                                                                                                    |      |          |      |            |   |
|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|----------|------|------------|---|
| 31.3 | Certification of the Company's Chief Executive Officer pursuant to Securities and Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |      |          |      |            | X |
| 31.4 | Certification of the Company's Chief Financial Officer pursuant to Securities and Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |      |          |      |            | X |
| 32.1 | Certification of the Company's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002                                    | 10-K | 001-5560 | 32.1 | 11/30/2009 |   |

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|                           |                                                                                                                                                                 | <b>Form</b>                      | <b>File No.</b> | <b>Exhibit</b> | <b>Filing Date</b> |                           |
| 32.2                      | Certification of the Company's Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | 10-K                             | 001-5560        | 32.2           | 11/30/2009         |                           |

\* Indicates a management contract or compensatory plan or arrangement.