

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

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

Date of Report (Date of earliest event reported)

**February 10, 2009**



**MICROCHIP TECHNOLOGY INCORPORATED**

(Exact Name Of Registrant As Specified In Its Charter)

**Delaware**

(State Or Other Jurisdiction Of Incorporation)

**0-21184**

(Commission File No.)

**86-0629024**

(IRS Employer Identification No.)

**2355 West Chandler Boulevard, Chandler, Arizona 85224-6199**

(Address Of Principal Executive Offices)

**(480) 792-7200**

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01                      Other Events**

On February 10, 2009, Microchip Technology Incorporated issued a press release announcing it is terminating consideration of the potential acquisition of Atmel Corporation. The press release is attached to this Current Report as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01.                      Financial Statements and Exhibits**

(d)                      Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Microchip Press Release, dated February 10, 2009

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 10, 2009

Microchip Technology Incorporated  
(Registrant)

By: /s/ J. Eric Bjornholt  
J. Eric Bjornholt  
Vice President, Chief Financial Officer  
(Principal Accounting and Financial Officer)

INDEX TO EXHIBITS

Exhibit No.	Description
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*INVESTOR RELATIONS CONTACTS:*

J. Eric Bjornholt – CFO	(480) 792-7804
Gordon Parnell – Vice President of Business Development and Investor Relations	(480) 792-7374

**MICROCHIP TECHNOLOGY TERMINATES CONSIDERATION  
OF POTENTIAL ACQUISITION OF ATMEL**

CHANDLER, Arizona – February 10, 2009 – (NASDAQ: MCHP) – Microchip Technology Incorporated, a leading provider of microcontroller and analog semiconductors, today announced that it is terminating its consideration of a potential transaction with Atmel Corporation (NASDAQ: ATML) and is withdrawing the slate of directors it had nominated previously for election at Atmel's next annual meeting of shareholders.

"The global economy and the semiconductor business environment have deteriorated significantly since Microchip first made an offer of \$5 per share on October 1, 2008. Based on actual results and Atmel's first quarter 2009 guidance, Atmel's revenue will have declined more than 30% since then and the company is expected to lose money. In light of the economic uncertainty and the lack of visibility that continues to exist with respect to Atmel's business, Microchip is no longer able to put a value on Atmel. Microchip will therefore terminate consideration of a potential acquisition of Atmel," said Steve Sanghi, President, CEO and Chairman of Microchip.

Microchip Technology Incorporated is a leading provider of microcontroller and analog semiconductors, providing low-risk product development, lower total system cost and faster time to market for thousands of diverse customer applications worldwide. Headquartered in Chandler, Arizona, Microchip offers outstanding technical support along with dependable delivery and quality. For more information, visit the Microchip Web site at [www.microchip.com](http://www.microchip.com).

The Microchip name and logo are registered trademarks of Microchip Technology Incorporated  
in the U.S.A and in other countries.

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