

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

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

Date of Report (Date of earliest event reported)

May 7, 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 2.02. Results of Operations and Financial Condition.

The information pursuant to Item 2.02 in this report on Form 8-K/A is being furnished as contemplated by General Instruction B(2) to Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

On May 7, 2009, we furnished via EDGAR a Form 8-K with respect to our results of operations for the fourth quarter and fiscal year ended March 31, 2009 and attached our press release thereto as Exhibit 99.1. Such press release contained an error in that certain of the column headings for our Condensed Consolidated Statements of Income should have stated "Twelve Months Ended March 31" instead of "Three Months Ended March 31." Our corrected Condensed Consolidated Statements of Income are attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

| | | |
|-----|----------|--|
| (d) | Exhibits | |
| | 99.1 | Condensed Consolidated Statements of Income for Three Months Ended March 31, 2009 and 2008 and Twelve Months Ended March 31, 2009 and 2008 |

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: May 12, 2009

Microchip Technology Incorporated
(Registrant)

By: /s/ J. Eric Bjornholt

J. Eric Bjornholt
Vice President, Chief Financial Officer
(Principal Accounting and Financial Officer)

EXHIBITS

99.1 Condensed Consolidated Statements of Income for Three Months Ended March 31, 2009 and 2008 and Twelve Months Ended March 31, 2009 and 2008

MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(in thousands except per share amounts)
(Unaudited)

| | Three Months Ended March 31, | | Twelve Months Ended March 31, | |
|-------------------------------------|---------------------------------|------------|----------------------------------|--------------|
| | 2009 | 2008 | 2009 | 2008 |
| Net sales | \$ 173,253 | \$ 260,418 | \$ 903,297 | \$ 1,035,737 |
| Cost of sales | 89,286 | 101,784 | 386,793 | 410,799 |
| Gross profit | 83,967 | 158,634 | 516,504 | 624,938 |
| Operating expenses: | | | | |
| Research and development | 25,656 | 31,506 | 115,524 | 120,864 |
| Selling, general and administrative | 33,336 | 45,396 | 161,218 | 175,646 |
| Special charges | 5,934 | - | 6,434 | 26,763 |
| | 64,926 | 76,902 | 283,176 | 323,273 |
| Operating income | 19,041 | 81,732 | 233,328 | 301,665 |
| Other income, net | 9,881 | 7,089 | 3,922 | 49,320 |
| Income before income taxes | 28,922 | 88,821 | 237,250 | 350,985 |
| Income tax provision (benefit) | 6,093 | 12,169 | (11,570) | 53,237 |
| Net income | \$ 22,829 | \$ 76,652 | \$ 248,820 | \$ 297,748 |
| Basic net income per share | \$ 0.13 | \$ 0.41 | \$ 1.36 | \$ 1.44 |
| Diluted net income per share | \$ 0.12 | \$ 0.40 | \$ 1.33 | \$ 1.40 |
| Basic shares used in calculation | 182,392 | 186,969 | 183,158 | 207,220 |
| Diluted shares used in calculation | 184,168 | 191,261 | 186,788 | 212,048 |