

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Standard Microsystems Corporation

(Name of Registrant as Specified In Its Charter)

Microchip Technology Incorporated

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.

 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:
-

Filed by Microchip Technology Incorporated
Pursuant to Rule 14a-12
of the Securities Exchange Act of 1934
Subject Company: Standard Microsystems Corporation
Commission File No.: 000-07422

Microchip Technology Incorporated plans to use the following materials in one or more presentations to the employees of Standard Microsystems Corporation (SMSC) in connection with Microchip's acquisition of SMSC. Such materials may also be made available to such employees in electronic or paper form.



MICROCHIP



*A Leading Provider of
Microcontroller, Analog and Flash-IP Solutions*

*Presented by:
Steve Sanghi
Chief Executive Officer*



Welcome to Microchip!!!



Corporate Overview

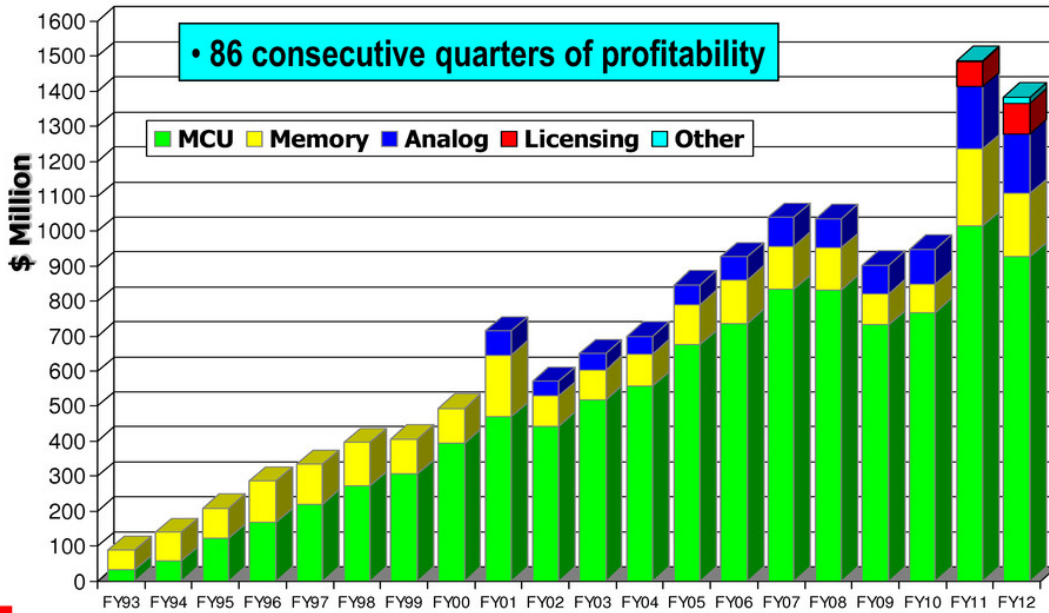
- Leading semiconductor provider:
 - Of high-performance, field-programmable, 8-, 16- & 32-bit Microcontrollers
 - Of Analog & Interface products
 - Wi-Fi and RF products
 - Of related Memory products
 - Flash-IP Solutions
 - For high-volume embedded control applications
- \$1.4B in annual sales in FY12
- More than 7000 employees
- Headquartered near Phoenix in Chandler, AZ

"The Silicon Desert"





Annual Net Sales Growth





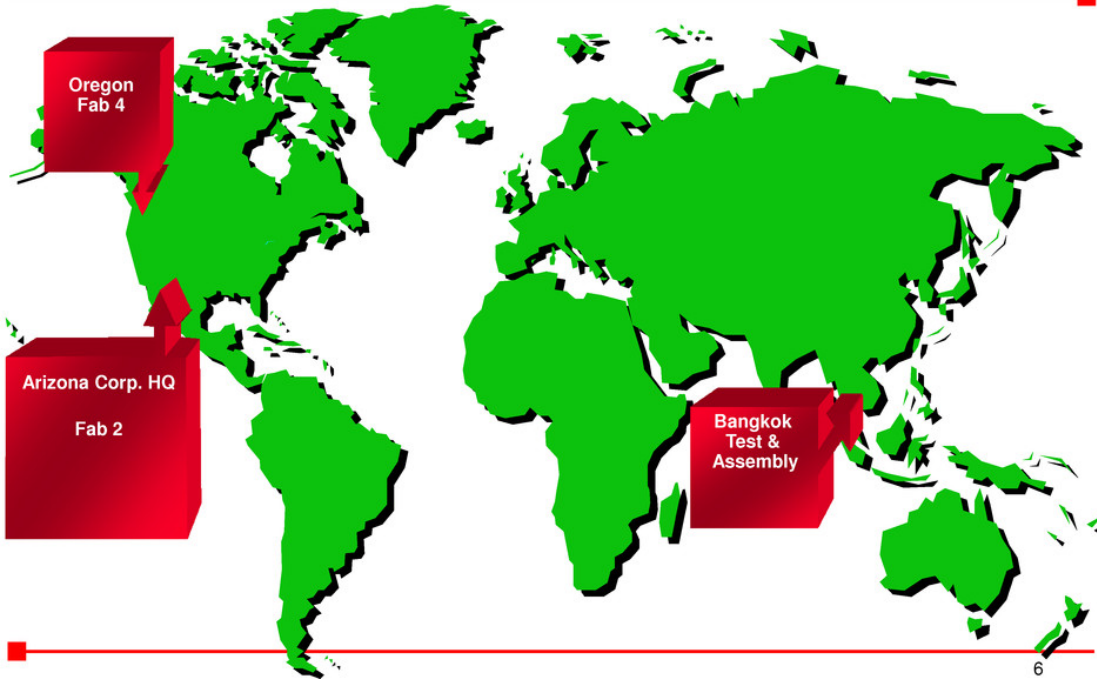
Global Development Centers

Technology, IC Design, Test & Software





Worldwide Manufacturing Locations





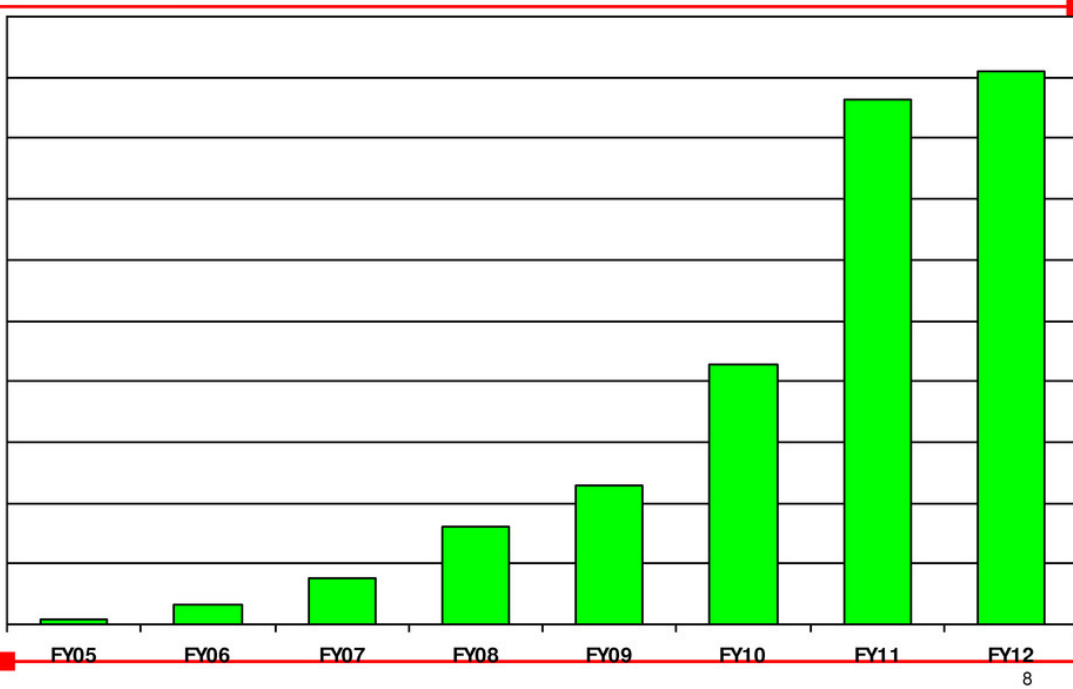
Worldwide 8-Bit GP Microcontroller Market Share (Dollars)

No.	1991 Rank	1996 Rank	1998 Rank	2001 Rank	2005 Rank	2006-9 Rank	2010 Rank	2011 Rank
1	Motorola	Motorola	Motorola	Motorola	Motorola	Microchip	Renesas	Renesas
2	Intel	NEC	NEC	Hitachi	Renesas	NEC	Microchip	Microchip
3	Philips	Philips	ST-Micro	NEC	Microchip	ST-Micro	Atmel	Atmel
4	Mitsubishi	Hitachi	Philips	Microchip	NEC	Freescale	ST-Micro	Freescale
5	NEC	Mitsubishi	Hitachi	ST-Micro	ST-Micro	Atmel	Samsung	ST-Micro
6	Hitachi	Toshiba	Mitsubishi	Philips	Atmel	Renesas	Freescale	Samsung
7	Toshiba	Matsushita	Microchip	Toshiba	Toshiba	NXP	NXP	Cypress
8	Siemens	SGS-Thomson	Toshiba	Atmel	Philips	Cypress	Cypress	Fujitsu
9	TI	Intel	Siemens	Matsushita	Fujitsu	Sony	Panasonic	Sony
10	Matsushita	Microchip	TI	Sanyo	Infineon	Fujitsu	Fujitsu	Toshiba
11	National	Siemens	Fujitsu	Samsung	Sanyo	Panasonic	Datang	Panasonic
12	SGS-Thomson	Fujitsu	Sanyo	Mitsubishi	Samsung	Toshiba	NEC (1Q)	Datang
13	Ricoh	TI	Matsushita	Infineon	Matsushita	Samsung	Sony	NXP
14	MHS	Sony	Atmel	Sony	Sony	Datang	Toshiba	JSC
15	IIT	Zilog	Zilog	TI	Sunplus	Si Labs	Si Labs	Si Labs
16	Sharp	Sharp	Sharp	Fujitsu	Micronas	Holtek	JSC	Holtek
17	Fujitsu	Temic	Sony	Sunplus	Novatek	Infineon	Holtek	Infineon
18	Oki	Sanyo	Intel	Zilog	Intel	Elan	Infineon	Huahong
19	Zilog	National	National	Novatek	Holtek	Winbond	Sonix	Elan
20	Sony	Oki	LG Semi	Micronas	Winbond	Denso	Elan	Sanyo/On
23	Microchip							

Based on dollar shipment volume 1991-2011, Source: Gartner and Microchip



16-bit Revenue





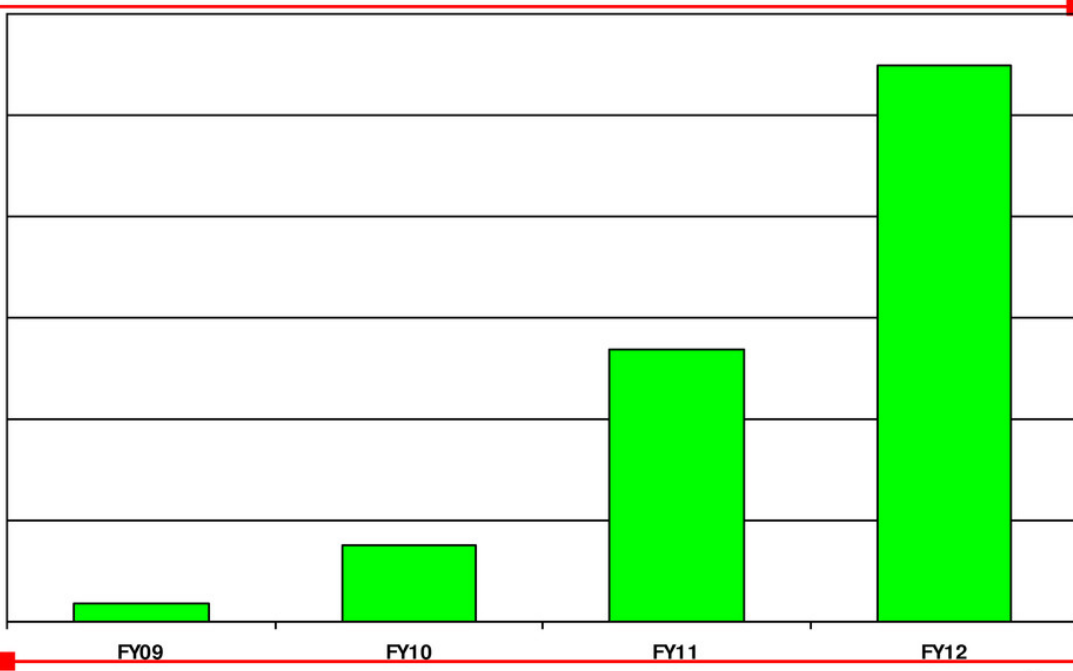
Worldwide 16-Bit GP Microcontroller Market Share (Dollars)

No.	2004 Rank	2006 Rank	2008 Rank	2009 Rank	2010 Rank	2011 Rank
1	Renesas	Renesas	Renesas	Renesas	Renesas	Renesas
2	Infineon	Infineon	Infineon	Infineon	Infineon	Infineon
3	Freescale	Freescale	Samsung	TI	TI	TI
4	TI	Fujitsu	TI	Samsung	Samsung	Freescale
5	NEC	TI	Freescale	Fujitsu	Freescale	Fujitsu
6	Matsushita	Intel	Fujitsu	Freescale	Fujitsu	Toshiba
7	Toshiba	Toshiba	Toshiba	Toshiba	Toshiba	Samsung
8	Fujitsu	NEC	Intel	NEC	Microchip	Microchip
9	Intel	Sunplus	NEC	Intel	Intel	Intel
10	STMicro	Sony	Sony	Microchip	Sony	Sony
11	Oki	NXP	Panasonic	Panasonic	JSC Sitronics	JSC
12	Sony	Micronas	NXP	Sony	Sunplus I	Winbond
13	Micronas	Winbond	Winbond	Winbond	Winbond	Ixys
14	Sunplus	Matsushita	Microchip	Sunplus I	NXP	Micronas
15	Winbond	Microchip	Micronas	Micronas	Micronas	Seiko Epson
16	Microchip	Samsung	Sunplus I	NXP	Sunplus MM	Shenzhen St
17	Samsung	Oki	Sunplus MM	Sunplus MM	Seiko Epson	Sunplus
18	Philips	National	Sharp	Seiko	Panasonic	Rohm
19	Magnachip	Sharp	Rohm	Sharp	Rohm	Panasonic
20	Sharp	STMicro	Seiko	Rohm		

Based on dollar shipment volume 2004-2011, Source: Gartner and Microchip



32-bit Revenue





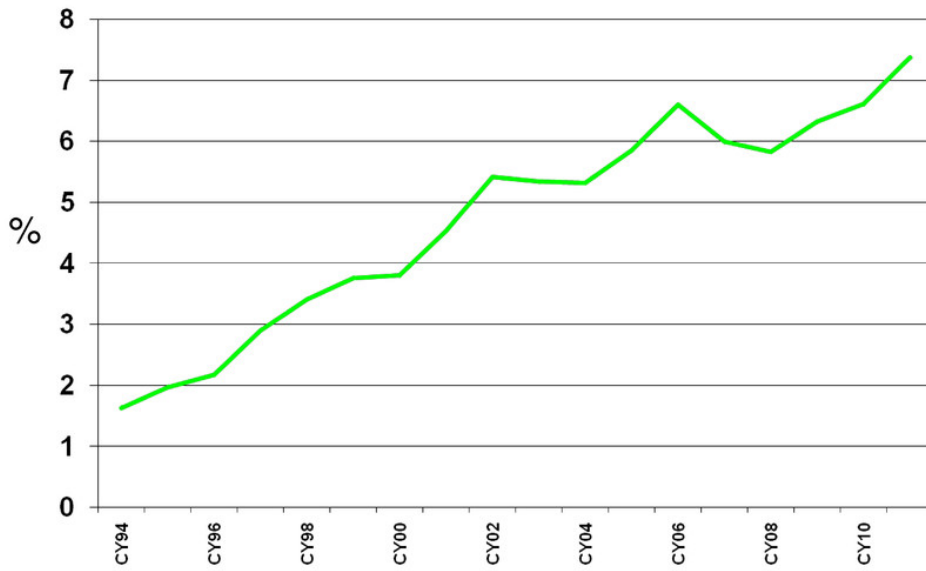
Worldwide GP Microcontroller Market Share (Dollars)

No.	2003 Rank	2008 Rank	2009 Rank	2010 Rank	2011 Rank
1	Renesas	Renesas	Renesas	Renesas	Renesas
2	Motorola	NEC	NEC	Freescale	Freescale
3	NEC	Freescale	Freescale	Samsung	TI
4	Matsushita	Infineon	Samsung	Microchip	Microchip
5	Infineon	Samsung	Microchip	Atmel	ST-Micro
6	Fujitsu	Microchip	TI	TI	Atmel
7	Toshiba	ST-Micro	Infineon	Infineon	Infineon
8	Microchip	TI	ST-Micro	ST-Micro	Fujitsu
9	Samsung	Fujitsu	Fujitsu	Fujitsu	Toshiba
10	ST-Micro	NXP	NXP	NXP	Samsung
11	Atmel	Toshina	Atmel	Toshiba	NXP
12	TI	Atmel	Toshiba	Denso	Denso
13	Sanyo	Panasonic	Panasonic	Cypress	Sony
14	Philips	Denso	Denso	Panasonic	Panasonic
15	Intel	Sony	Cypress	Sony	Cypress
16	Sony	Cypress	Sony	Datang	JSC Sitronics
17	Micronas	Intel	Datang	JSC Sitronics	Datang
18	Oki	Micronas	Intel	Si-Labs	Intel
19	Sunplus	Winbond	Si-Labs	Intel	Huahong
20	Winbond	Si-Labs	Rohm		Si Labs

Based on dollar shipment volume 2003-2011, Source: Gartner and Microchip

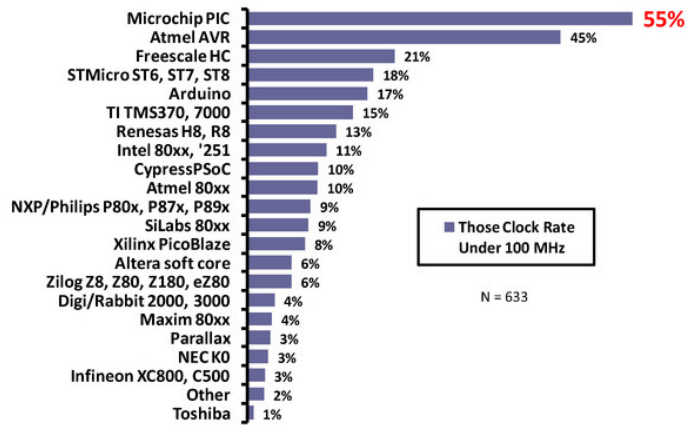


Total MCU (4/8/16/32) Market Share %



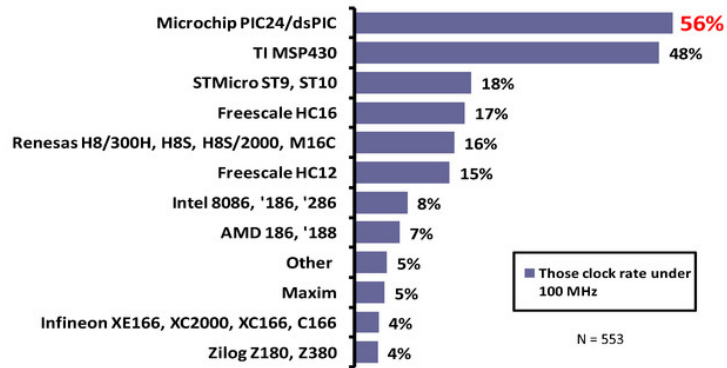


Which of the following 8-bit chip families would you consider for your next embedded project?



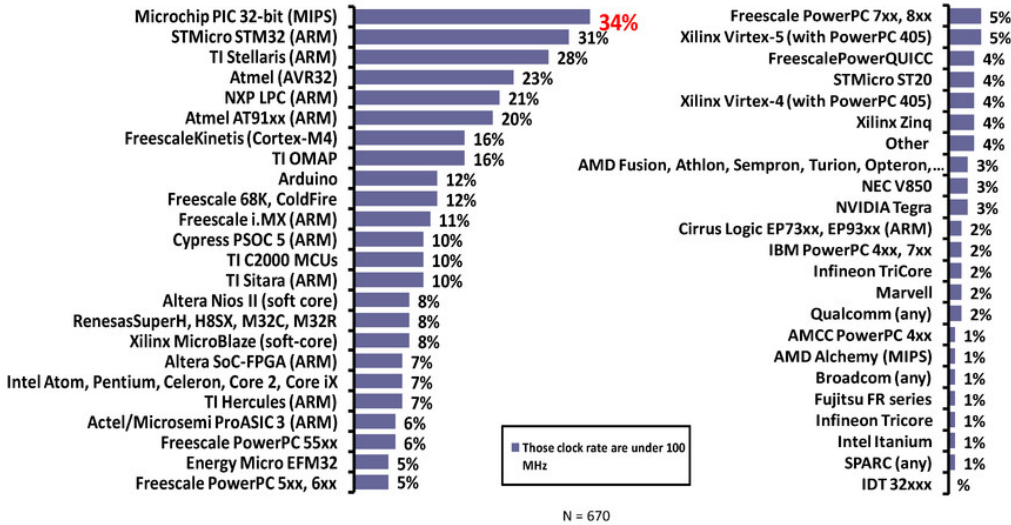


Which of the following 16-bit chip families would you consider for your next embedded project?



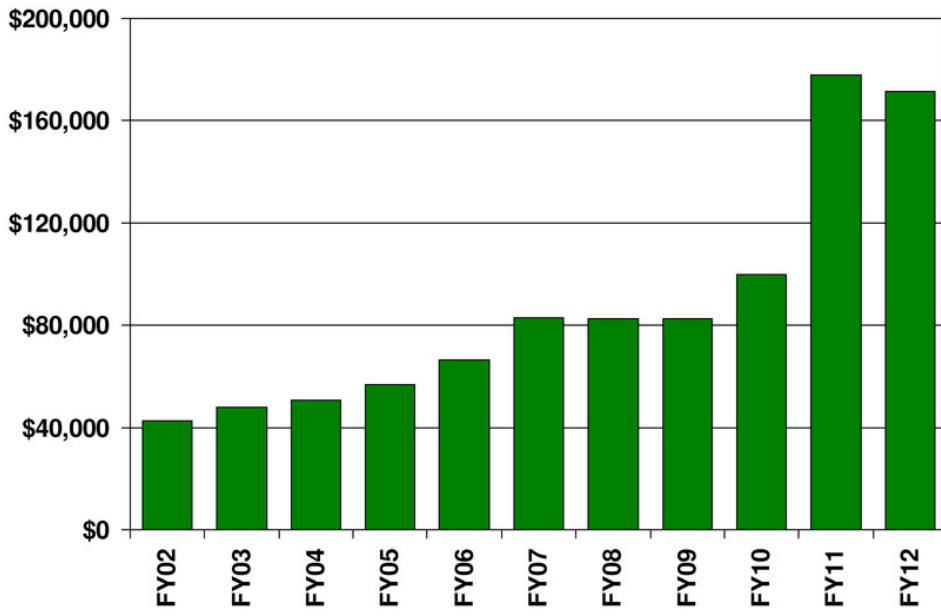


Which of the following 32-bit chip families would you consider for your next embedded project?





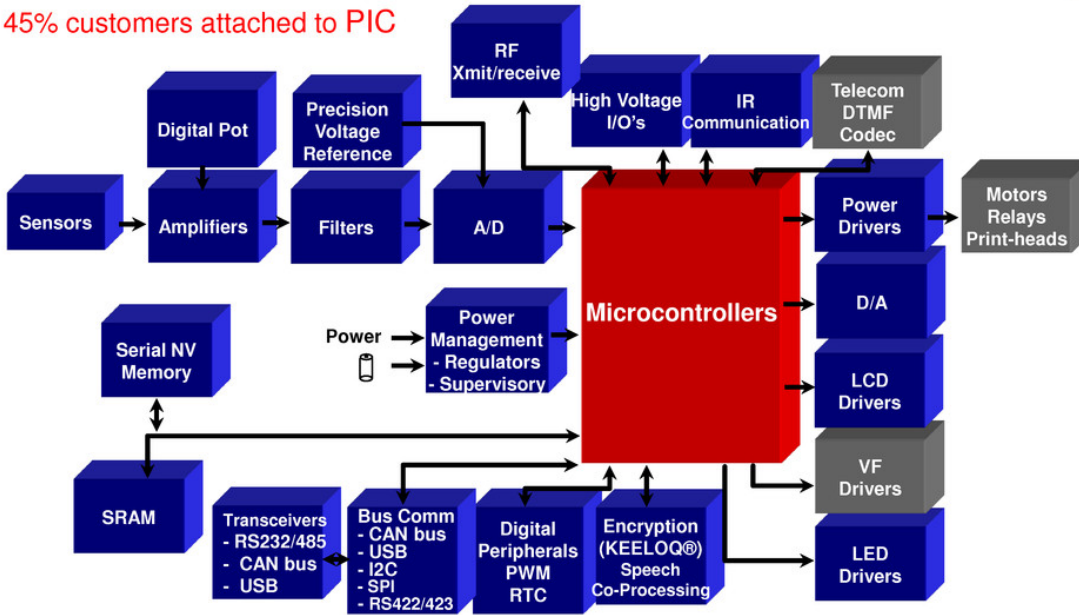
Analog Revenue





Analog-Attach Increases Microchip's System Content and Value Proposition

45% customers attached to PIC





Our Vision: *Be The Very Best Embedded Control Solutions Company Ever*





Mission

- *Microchip Technology Incorporated is a leading supplier of field-programmable embedded control solutions by delivering the popular PIC® microcontrollers, a broad spectrum of innovative analog products, related non-volatile memory products and Flash-IP solutions.*
- *In order to contribute to the ongoing success of customers, shareholders and employees, our mission is to focus resources on high value, high quality products and to continuously improve all aspects of our business, providing an industry leading return on investment.*



Guiding Values

- *Quality comes first*
- *Customers are our focus*
- *Continuous improvement is essential*
- *Employees are our greatest strength*
- *Products and technology are our foundation*
- *Total cycle times are optimized*
- *Safety is never compromised*
- *Profits and growth provide for everything we do*
- *Communication is vital*
- *Suppliers, representatives and distributors are our partners*
- *Professional ethics are practiced*

Values are not what we say – they are what we practice



Compelling Strategic Rationale

- **SMSC product lines are complementary to Microchip and significantly expands our SAM and customer base**
- **Expanded SAM and customer base offers new cross selling opportunities**
- **SMSC's rich IP portfolio and building blocks are synergistic with our high performance MCU's**
 - Several SMSC products are in fact specialized microcontrollers
- **SMSC adds a strong patent portfolio to our existing portfolio. SMSC has over 300 granted patents and approximately 100 patents that are pending**
- **MOST® technology is a dominant building block in fast growing Automotive Infotainment applications**
- **Wireless Audio solutions target a fast growing, emerging market**



Next Steps

- **Microchip and SMSC executives will work towards completing the acquisition expeditiously.**
- **We expect to close transaction in CQ3, 2012.**
- **We will form an integration team consisting of employees from both companies who will outline the integration strategy in areas of IT, HR, finance, legal, operations, product lines and sales.**



Some Answers in the HR area

- **Your vested stock options, SARs and other equity instruments will be cashed out at \$37 stock price.**
- **Your unvested stock options will be assumed by Microchip adjusted for the exchange ratio.**
 - # of options = Current number of options x \$37/MCHP stock price
 - Option price = Current option price x MCHP stock price/\$37
 - The vesting schedule will remain the same
- **Your unvested RSU will be assumed by Microchip adjusted for the exchange ratio.**
 - # of RSUs = Current RSUs x \$37/MCHP stock price
 - The vesting schedule will remain the same
- **Your unvested SARs will be converted into Stock settled SARs vesting at the same schedule.**
 - # of SARs = Current SARs x \$37/MCHP stock price
 - SARs price = Current SARs price x MCHP stock price/\$37



Answers– contd.

- **SMSC's ESPP will be terminated and employees can join Microchip's ESPP**
- **Our international ESPP plan is similar to SMSC's ESPP plan.**
- **SMSC's 401K plan will be terminated.**
- **Employees can roll over their contributions and outstanding loans into Microchip's 401K plan.**



Microchip Community Awards

W	H	E	N	Bringing Research on Workplace Effectiveness and Workplace Flexibility Into Business and Community Practice
W	O	R	K	
W	O	R	K	

2011 Microchip Again Wins Alfred P. Sloan Award for Workplace Flexibility For Fifth Consecutive Year, Company Receives National Recognition for Business Practices



Microchip Technology has been selected as one of Arizona's "100 Best" Companies! 2011

Dec 2010 Microchip Named Phoenix Business Journal's "Best Place to Work "for Fourth Straight Year--



Bay Area News Top Workplaces Program 2012

Best Employers in Thailand 2009





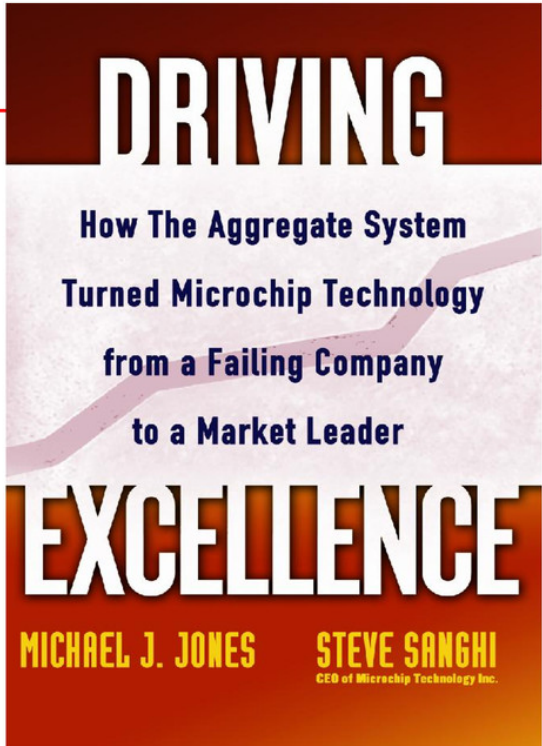
Microchip Training Awards

- **Criteria**

- Strategic application of training to drive business objectives
- Robust, formal training program
- Training budget, resources and tuition reimbursement
- Hours of training per employee

- **Top 50 in 2001 (Rank # 18)**
- **Top 100 in 2002 (Rank # 39)**
- **Top 125 in 2007 (Rank # 93)**
- **Top 125 in 2012 (Rank # 116)**





Source: Driving Excellence
John Wiley and Sons,
April 2006



Microchip Summary

- **Leading provider of embedded control solutions**
- **Leadership position shaped by our vision, unique culture and guiding values**
- **Dedicated to the success of our customers, investors and employees**
- **Excited to have SMSC join the team!**



MICROCHIP

Questions?