

**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)

**April 1, 2014**



**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, Including Zip Code)

**(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 2.01. Completion of Acquisition or Disposition of Assets.**

On April 1, 2014, pursuant to the terms of the previously announced Agreement and Plan of Merger, dated as of February 9, 2014 (the “Merger Agreement”), by and among Microchip Technology Incorporated, a Delaware corporation (“Microchip”), Supertex, Inc., a California corporation (“Supertex”), and Orchid Acquisition Corporation, a California corporation and a wholly owned subsidiary of Microchip (“Merger Sub”), Microchip completed its acquisition of Supertex via the merger of Merger Sub with and into Supertex, with Supertex continuing as the surviving corporation and becoming a wholly owned subsidiary of Microchip (the “Merger”).

At the effective time and as a result of the Merger, each share of common stock of Supertex issued and outstanding immediately prior to the effective time (other than any dissenting shares with respect to which appraisal rights were perfected and not waived, withdrawn or lost under Chapter 13 of the California General Corporation Law and any shares held by Microchip, Supertex, Merger Sub or any of their respective direct or indirect wholly owned subsidiaries) was cancelled and automatically converted into the right to receive \$33.00 in cash, without interest thereon and less any applicable withholding taxes.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, a copy of which Microchip plans to file as an exhibit no later than with its Form 10-K for its fiscal year ended March 31, 2014.

**Item 7.01. Regulation FD Disclosure.**

On April 1, 2014, Microchip and Supertex issued a joint press release announcing the completion of Microchip’s acquisition of Supertex, a copy of which is attached as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

- (a) Financial Statements of Businesses Acquired. No financial statements are required to be filed in connection with the Merger pursuant to Item 9(a) of Form 8-K or Regulation S-X.
- (b) Pro Forma Financial Information. No pro forma financial information is required to be filed in connection with the Merger pursuant to Item 9(b) of Form 8-K or Regulation S-X.
- (d) Exhibits.

99.1 Joint Press Release, dated April 1, 2014 issued by Microchip Technology Incorporated and Supertex, Inc.

## 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: April 1, 2014

Microchip Technology Incorporated

By: /s/ J. Eric Bjornholt

J. Eric Bjornholt

Vice President and Chief Financial Officer

**EXHIBIT INDEX**

99.1 Joint Press Release, dated April 1, 2014 issued by Microchip Technology Incorporated and Supertex, Inc.



***Supertex inc.***

MICROCHIP CONTACT:

J. Eric Bjornholt -- CFO (480) 792-7804

**MICROCHIP TECHNOLOGY AND SUPERTEX ANNOUNCE THE COMPLETION OF THE ACQUISITION OF  
SUPERTEX BY MICROCHIP TECHNOLOGY**

CHANDLER, Arizona and SUNNYVALE, California – April 1, 2014 – Microchip Technology Incorporated (NASDAQ: MCHP) ("Microchip") and Supertex, Inc. (NASDAQ: SUPX) ("Supertex") today announced that Microchip has completed its previously announced acquisition of Supertex following approval of the transaction by Supertex shareholders at Supertex's special meeting of shareholders held today.

Approximately 98.4% of the Supertex shares that voted were voted in favor of the merger in which Supertex shareholders will receive \$33.00 per share in cash. Overall, approximately 87.7% of the total outstanding Supertex shares were voted. Therefore, approximately 86.43% of the total outstanding Supertex shares were voted in favor of the acquisition transaction.

"We are very pleased to have completed our acquisition of Supertex," said Steve Sanghi, President and CEO of Microchip. "I welcome the Supertex employees into the Microchip family and look forward to building a combined organization that will bring the capabilities of both organizations to bear in the marketplace."

As a result of the completion of the transaction, trading in Supertex common stock on the NASDAQ will cease effective after the close of market today.

Microchip will share more information regarding the Supertex transaction during its Q4 and FY2014 financial results conference call scheduled for Tuesday, May 6, 2014.

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Microchip Technology Incorporated 2355 West Chandler Blvd. Chandler, AZ 85224-6199 Main Office 480•792•7200 FAX 480•899•9210

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**Microchip Technology and Supertex  
Announce Completion of the  
Acquisition of Supertex by Microchip**

**Cautionary Statement:**

The statement in this release relating to building a combined organization that will bring the capabilities of both organizations to bear in the marketplace is a forward-looking statement made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. This forward-looking statement is subject to a number of business, economic, legal and other risks that are inherently uncertain and difficult to predict, including, but not limited to: changes in demand or market acceptance of the products of Microchip and Supertex and the products of their customers; competitive developments; the costs and outcome of any current or future litigation involving Microchip, Supertex or the acquisition transaction; the effect of the acquisition on Microchip's and Supertex's existing relationships with customers and vendors and their operating results and businesses; the progress and costs of development of Microchip and Supertex products and the timing and market acceptance of those new products; Microchip's ability to successfully integrate Supertex's operations and employees and retain key employees; and general economic, industry or political conditions in the United States or internationally. For a detailed discussion of these and other risk factors, please refer to the SEC filings of Microchip and Supertex including those on Forms 10-K and 10-Q. You can obtain copies of Forms 10-K and 10-Q and other relevant documents for free at Microchip's website ([www.microchip.com](http://www.microchip.com)), at Supertex's website ([www.supertex.com](http://www.supertex.com)) (as applicable) or the SEC's website ([www.sec.gov](http://www.sec.gov)) or from commercial document retrieval services.

Stockholders of Microchip and Supertex are cautioned not to place undue reliance on the forward-looking statements in this press release, which speak only as of the date such statements are made. Neither Microchip nor Supertex undertakes any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after this April 1, 2014 press release, or to reflect the occurrence of unanticipated events.

**About Microchip:**

Microchip Technology Inc. (NASDAQ: MCHP) is a leading provider of microcontroller, analog and Flash-IP solutions, 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 website at <http://www.microchip.com>.

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**Microchip Technology and Supertex  
Announce Completion of the  
Acquisition of Supertex by Microchip**

**About Supertex:**

Supertex, Inc. is a mixed-signal semiconductor manufacturer, focused on high voltage analog and mixed signal products for use in the medical, LED lighting, display, industrial and telecommunication industries. Supertex product, corporate and financial information is readily available at [www.supertex.com](http://www.supertex.com).

*Note: The Microchip name and logo are registered trademarks of Microchip Technology Inc. in the USA and other countries. Supertex is a registered trademark of Supertex, Inc. All other trademarks mentioned herein are the property of their respective companies.*

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