SEC Form 3

### FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addr Bunker Mat		Person*	2. Date of Event Requiring Statement (Month/Day/Year) 08/20/2024	3. Issuer Name and Ticker or Trading Symbol <u>MICROCHIP TECHNOLOGY INC</u> [ MCHP ]				
(Last) C/O MICROC INCORPORAT 2355 W CHAN (Street) CHANDLER (City)	ГED				tionship of Reporting Person(s all applicable) Director Officer (give title below) SENIOR VP, OPER	10% Owner Other (specify below)	<ul> <li>5. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person Form filed by More than One Reporting Person</li> </ul>	
			Table I - Non-Deriv	vative S	ecurities Beneficially	Owned		
1. Title of Securit	y (Instr. 4)				nt of Securities ally Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock					20,588	Ι	Shares held Directly and Indirectly by Daughter. <sup>(1)</sup>	

1. Title of Derivative Security (Instr. 4)			nts, options, convertible se		4.	5. Ownership	6. Nature of Indirect
n nue or benvalive security (insu. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	(Instr. 5)	
Performance Stock Units	(2)	(2)	Common Stock	1,060	(3)	D	
Performance Stock Units		(4)	Common Stock	828	(3)	D	
Performance Stock Units	(5)	(5)	Common Stock	802	(3)	D	
Performance Stock Units	(6)	(6)	Common Stock	870	(3)	D	
Performance Stock Units	(7)	(7)	Common Stock	842	(3)	D	
Performance Stock Units	(8)	(8)	Common Stock	730	(3)	D	
Performance Stock Units	(9)	(9)	Common Stock	1,037	(3)	D	
Performance Stock Units	(10)	(10)	Common Stock	1,366	(3)	D	
Performance Stock Units	(11)	(11)	Common Stock	1,807	(3)	D	
Performance Stock Units	(12)	(12)	Common Stock	452	(3)	D	
Performance Stock Units	(13)	(13)	Common Stock	452	(3)	D	
Performance Stock Units	(14)	(14)	Common Stock	1,665	(3)	D	
Performance Stock Units	(15)	(15)	Common Stock	416	(3)	D	
Performance Stock Units	(16)	(16)	Common Stock	416	(3)	D	
Performance Stock Units	(17)	(17)	Common Stock	1,459	(3)	D	
Performance Stock Units	(18)	(18)	Common Stock	1,365	(3)	D	
Performance Stock Units	(19)	(19)	Common Stock	1,540	(3)	D	
Performance Stock Units	(20)	(20)	Common Stock	1,394	(3)	D	
Performance Stock Units	(21)	(21)	Common Stock	1,345	(3)	D	
Performance Stock Units	(22)	(22)	Common Stock	1,318	(3)	D	

#### Explanation of Responses:

1. Of the 20,588 shares held, 20,513 are held directly, and 75 shares are held by the Reporting Person's daughter.

3. Each performance stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.

4. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on the relative total shareholder return (TSR) of Microchip common stock compared to a peer group of twenty companies over a two-year period ending on December 31, 2022. The target number of PSU shares that may be earned is reported in the table above, the minimum number of shares that may be earned is zoo% of the target if

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Microchip's TSR is at or higher than the 75th percentile of the peer group. Earned PSUs will vest on February 15, 2025 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

5. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on the relative total shareholder return (TSR) of Microchip common stock compared to a peer group of twenty companies over a two-year period ending on March 31, 2024. The target number of PSU shares that may be earned is reported in the table above, the minimum number of shares that may be earned is zero if Microchip's TSR is at or lower than the 25th percentile of the peer group and the maximum number of shares that may be earned is 200% of the target if Microchip's TSR is at or lower than the 25th percentile of the peer group and the maximum number of shares that may be earned is 200% of the target if Microchip's TSR is at or lower than the 75th percentile of the peer group and the maximum number of shares that may be earned is 200% of the target if Microchip's TSR is at or higher than the 75th percentile of the peer group. Earned PSUs will vest on May 15, 2025 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

6. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on the relative total shareholder return (TSR) of Microchip common stock compared to a peer group of twenty companies over a three-year period ending on June 30, 2024. The target number of PSU shares that may be earned is reported in the table above, the minimum number of shares that may be earned is zero if Microchip's TSR is at or lower than the 25th percentile of the peer group and the maximum number of shares that may be earned is 200% of the target if Microchip's TSR is at or higher than the 75th percentile of the peer group. Earned PSUs will vest on August 15, 2025 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

7. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin of 20 (W) over the 12 quarter sending September 30, 2024. The target number of PSU shares that may be earned as the target depending on Microchip's non-GAAP operating margin of 40.0% over the 12 quarter sensement period. The actual number of shares that may be earned and be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on November 15, 2025 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

8. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending December 31, 2024. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip a cumulative non-GAAP operating margin of 40.0% over the 12 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on February 15, 2026 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

9. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending March 31, 2025. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip achieving a cumulative non-GAAP operating margin of 40.0% over the 12 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on May 15, 2026 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

10. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending June 30, 2025. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip achieving a cumulative non-GAAP operating margin of 40.0% over the 12 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on August 15, 2026 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

11. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending September 30, 2025. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip achieving a cumulative non-GAAP operating margin of 40.0% over the 12 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on November 16, 2026 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

12. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending September 30, 2025. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip achieving a cumulative non-GAAP operating margin of 40.0% over the 12 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on November 17, 2025 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

13. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 8 quarters ending September 30, 2024. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip achieving a cumulative non-GAAP operating margin of 40.0% over the 8 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on November 15, 2024 as long as the reporting person remains a service provider through the vesting date. Vested barres will be delivered to the reporting person upon vest.

14. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending December 31, 2025. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip acumulative non-GAAP operating margin of 40.0% over the 12 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on February 15, 2027 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

15. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 8 quarters ending December 31, 2024. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip achieving a cumulative non-GAAP operating margin of 40.0% over the 8 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on February 17, 2025 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

16. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending December 31, 2025. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip achieving a cumulative non-GAAP operating margin of 40.0% over the 12 quarters metheriod. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin of 40.0% over the 12 quarter measurement period. Earned PSUs will vest on February 16, 2026 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

17. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending March 31, 2026. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip achieving a cumulative non-GAAP operating margin of 42.0% over the 12 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on May 17, 2027 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

18. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending June 30, 2026. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip achieving a cumulative non-GAAP operating margin of 42.0% over the 12 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on August 15, 2027 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

19. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending September 30, 2026. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip achieving a cumulative non-GAAP operating margin of 42.0% over the 12 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on November 15, 2027 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

20. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending December 31, 2026. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip achieving a cumulative non-GAAP operating margin of 42.0% over the 12 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on February 15, 2028 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

21. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending March 31, 2027. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip achieving a cumulative non-GAAP operating margin of 42.0% over the 12 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on May 15, 2028 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

22. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on Microchip's cumulative non-GAAP operating margin over a period of 12 quarters ending June 30, 2027. The target number of PSU shares that may be earned is reported in the table above and is based on Microchip a cumulative non-GAAP operating margin of 40.0% over the 12 quarter measurement period. The actual number of shares that may be earned can be higher or lower than the target depending on Microchip's non-GAAP operating margin over the measurement period. Earned PSUs will vest on August 15, 2028 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

### Remarks:

 
 Deborah L. Wussler, as Attorneyin-Fact
 08/30/2024

 \*\* Signature of Reporting Person
 Date

Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Ganesh Moorthy, Eric Bjornholt, and Deborah L. Wussler, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Microchip Technology Incorporated (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this of $Augus + 2024$ .	Power of Attorney to be executed as of this $33^{-1}$ day
·· <u> </u>	Noth Brunker
1	ATHEN B BUNKER
	ed Name
State of <u>Arizona</u> ) County of <u>Maricopa</u> )ss.	
	,
August, 2024, personally appeared before me	blic, do hereby certify that on this $\frac{33^4}{1000}$ day of _
person whose name is subscribed to the foregoing instrument executed the same for the purposes and in the capacity there	, and swore and acknowledged to me that he
therein are true and correct.	F
Paarie & Mom	
Notary Public, State of Krizong	personananan
Name, Printed Carri L. Thompson	CARRI L THOMPSON Notary Public - Arizona Markopa County
My Commission Expires <u>Feb. 8, 2026</u>	Commission # 619850 My Comm. Expires Feb 8, 2026
	And a second second