

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Bjornholt James Eric</u>  (Last) (First) (Middle) <u>C/O MICROCHIP TECHNOLOGY INCORPORATED</u> <u>2355 WEST CHANDLER BOULEVARD</u>  (Street) <u>CHANDLER</u> <u>AZ</u> <u>85224-6199</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MICROCHIP TECHNOLOGY INC [ MCHP ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2024</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SENIOR VP AND CFO</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/15/2024		M		2,136	A	\$62.86	35,408	I	Shares held Indirectly, by Trust.
Common Stock	11/15/2024		F		916	D	\$62.86	34,492	I	Shares held Indirectly, by Trust.
Common Stock	11/15/2024		M		2,065	A	\$62.86	36,557	I	Shares held Indirectly, by Trust.
Common Stock	11/15/2024		F		885	D	\$62.86	35,672	I	Shares held Indirectly, by Trust.
Common Stock	11/15/2024		M		776	A	\$62.86	36,448	I	Shares held Indirectly, by Trust.
Common Stock	11/15/2024		F		333	D	\$62.86	36,115	I	Shares held Indirectly, by Trust.
Common Stock	11/15/2024		M		1,354	A	\$62.86	37,469	I	Shares held Indirectly, by Trust.
Common Stock	11/15/2024		F		581	D	\$62.86	36,888	I	Shares held Indirectly, by Trust.
Common Stock	11/15/2024		M		736	A	\$62.86	37,624	I	Shares held Indirectly, by Trust.
Common Stock	11/15/2024		F		316	D	\$62.86	37,308	I	Shares held Indirectly, by Trust.

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/15/2024		M		1,142	A	\$62.86	38,450	I	Shares held Indirectly, by Trust.
Common Stock	11/15/2024		F		490	D	\$62.86	37,960	I	Shares held Indirectly, by Trust.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$62.86	11/15/2024		M			2,136	(1)	(1)	Common Stock	2,136	\$0	0	D	
Performance Stock Units	\$62.86	11/15/2024		M			2,065	(2)	(2)	Common Stock	2,065	\$0	0	D	
Restricted Stock Units	\$62.86	11/15/2024		M			776	(3)	(3)	Common Stock	776	\$0	5,432	D	
Performance Stock Units	\$62.86	11/15/2024		M			1,354	(4)	(4)	Common Stock	1,354	\$0	5,446	D	
Restricted Stock Units	\$62.86	11/15/2024		M			736	(1)	(1)	Common Stock	736	\$0	0	D	
Performance Stock Units	\$62.86	11/15/2024		M			1,142	(5)	(5)	Common Stock	1,142	\$0	0	D	

Explanation of Responses:

- The restricted stock units vested in full on November 15, 2024. Vested shares were delivered to the reporting person upon vest.
- 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 September 30, 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 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 vested on November 15, 2024. Vested shares were delivered to the reporting person upon vest.
- The restricted stock units vest in three quarterly installments of 1,556 shares beginning November 15, 2023, one quarterly installment of 1,554 shares on August 15, 2024, and eight quarterly installments of 776 shares beginning on November 15, 2024. Vested shares were delivered to the reporting person upon vest.
- 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, 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 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 ratably over eight quarters beginning on November 15, 2024 as long as the reporting person remains a service provider through the vesting date. Vested shares were delivered to the reporting person upon vest.
- 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 vested on November 15, 2024. Vested shares were delivered to the reporting person upon vest.

Remarks:

Deborah L. Wussler, as Attorney-in-Fact 11/19/2024

\*\* Signature of Reporting Person Date

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 4 (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.

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