

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden  
hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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.

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 Address of Reporting Person * <u>SANGHI STEVE</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>02/15/2025</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>CHAIR OF THE BOARD</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
---	--	--

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								10,140,346	I	Shares held Indirectly, by Trust and by Family Limited Partnership. <sup>(1)</sup>
Common Stock	02/15/2025		M		9,580	A	\$57.86	10,149,926	I	Shares held Indirectly, by Trust and by Family Limited Partnership. <sup>(2)</sup>
Common Stock	02/15/2025		F		2,700	D	\$57.86	10,147,226	I	Shares held Indirectly, by Trust and by Family Limited Partnership. <sup>(3)</sup>
Common Stock	02/15/2025		M		8,871	A	\$57.86	10,156,097	I	Shares held Indirectly, by Trust and by Family Limited Partnership. <sup>(4)</sup>
Common Stock	02/15/2025		F		2,387	D	\$57.86	10,153,710	I	Shares held Indirectly, by Trust and by Family Limited Partnership. <sup>(5)</sup>
Common Stock	02/17/2025		M		1,711	A	\$57.86	10,155,421	I	Shares held Indirectly, by Trust and by Family Limited Partnership. <sup>(6)</sup>
Common Stock	02/17/2025		F		708	D	\$57.86	10,154,713	I	Shares held Indirectly, by Trust and by Family Limited Partnership. <sup>(7)</sup>

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	02/17/2025		M		1,803	A	\$57.86	10,156,516	I	Shares held Indirectly, by Trust and by Family Limited Partnership. <sup>(8)</sup>
Common Stock	02/17/2025		F		746	D	\$57.86	10,155,770	I	Shares held Indirectly, by Trust and by Family Limited Partnership. <sup>(9)</sup>

**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	\$57.86	02/15/2025		M			9,580	(10)	(10)	Common Stock	9,580	\$0	0	D	
Performance Stock Units	\$57.86	02/15/2025		M			8,871	(11)	(11)	Common Stock	9,580	\$0	0	D	
Restricted Stock Units	\$57.86	02/17/2025		M			1,711	(12)	(12)	Common Stock	1,711	\$0	0	D	
Performance Stock Units	\$57.86	02/17/2025		M			1,803	(13)	(13)	Common Stock	1,712	\$0	0	D	

**Explanation of Responses:**

- Of the 10,140,346 shares held, 4,234,474 shares were held by The Sanghi Trust; and 5,905,872 shares were held by The Sanghi Family Limited Partnership.
- Of the 10,149,926 shares held, 4,244,054 shares were held by The Sanghi Trust; and 5,905,872 shares were held by The Sanghi Family Limited Partnership.
- Of the 10,147,226 shares held, 4,241,354 shares were held by The Sanghi Trust; and 5,905,872 shares were held by The Sanghi Family Limited Partnership.
- Of the 10,156,097 shares held, 4,250,225 shares were held by The Sanghi Trust; and 5,905,872 shares were held by The Sanghi Family Limited Partnership.
- Of the 10,153,710 shares held, 4,247,838 shares were held by The Sanghi Trust; and 5,905,872 shares were held by The Sanghi Family Limited Partnership.
- Of the 10,155,421 shares held, 4,249,549 shares were held by The Sanghi Trust; and 5,905,872 shares were held by The Sanghi Family Limited Partnership.
- Of the 10,154,713 shares held, 4,248,841 shares were held by The Sanghi Trust; and 5,905,872 shares were held by The Sanghi Family Limited Partnership.
- Of the 10,156,516 shares held, 4,250,644 shares were held by The Sanghi Trust; and 5,905,872 shares were held by The Sanghi Family Limited Partnership.
- Of the 10,155,770 shares held, 4,249,898 shares were held by The Sanghi Trust; and 5,905,872 shares were held by The Sanghi Family Limited Partnership.
- The restricted stock units vested in full on February 15, 2025. 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 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 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 February 15, 2025. Vested shares were delivered to the reporting person upon vest.
- The restricted stock units vested in full on February 17, 2025. 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 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 vested on February 17, 2025. Vested shares were delivered to the reporting person upon vest.

**Remarks:**

Deborah L. Wussler, as Attorney-in-Fact      02/20/2025

\*\* 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.

**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.**