

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM S-3  
 REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933

MICROCHIP TECHNOLOGY INCORPORATED

(Exact name of Registrant as specified in its charter)

DELAWARE 86-0629024

(State or other jurisdiction of (I.R.S. Employer  
 incorporation or organization) Identification Number)

2355 WEST CHANDLER BOULEVARD

CHANDLER, AZ 85224-6199

(Address, including zip code, and telephone number, including  
 area code, of Registrant's principal executive offices)

STEVE SANGHI

CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER

MICROCHIP TECHNOLOGY INCORPORATED

2355 WEST CHANDLER BOULEVARD

CHANDLER, AZ 85224-6199

602-786-7200

(Name, address, including zip code, and telephone number,  
 including area code, of agent for service)

Copies to:

BARRY E. TAYLOR CRAIG D. NORRIS GREGORY M. GALLO SCOTT M. STANTON  
 MATTHEW B. SWARTZ WILSON SONSINI GILBERT GALLARDO GRAY CARY WARE &  
 GOODRICH & ROSATI PROFESSIONAL FREIDENRICH A PROFESSIONAL  
 CORPORATION 650 PAGE MILL ROAD PALO CORPORATION 400 HAMILTON AVENUE PALO  
 ALTO, CA 94304 (415) 493-9300 ALTO, CA 94301 (415) 328-6561

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after the effective date of this Registration  
 Statement.

If the only securities being registered on this Form are being offered  
 pursuant to dividend or interest reinvestment plans, please check the  
 following box.

If any of the securities being registered on this form are to be offered on  
 a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
 1933, other than securities offered only in connection with dividend or  
 interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering  
 pursuant to Rule 462(b) under the Securities Act, please check the following  
 box and list the Securities Act registration statement number of the earlier  
 effective registration statement for the same offering.  333-19919

If this form is a post-effective amendment filed pursuant to Rule 462(c)  
 under the Securities Act, check the following box and list the Securities Act  
 registration statement number of the earlier effective registration statement  
 for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434,  
 please check the following box.

CALCULATION OF REGISTRATION FEE

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TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1) (2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE (2)
<S> Common Stock \$.001 par value.....	<C> 230,000 shares	<C> \$36.25	<C> \$8,337,500	<C> \$2,527

(1) Includes 30,000 shares of Common Stock which the Underwriters have the  
 option to purchase to cover over-allotments, if any.  
 (2) 1,150,000 shares were registered under Securities Act Registration

Statement No. 333-19919, whereby a filing fee of \$12,916 was previously paid with such earlier registration statement.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This Registration Statement is filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), by Microchip Technology Incorporated (the "Company"). In accordance with Rule 429 under the Securities Act, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-3 (Registration No. 333-19919) which was declared effective by the Commission on January 28, 1997 relating to the offering of up to 1,000,000 shares of Common Stock of the Company plus up to 150,000 shares that may be sold pursuant to the Underwriters' over-allotment option.

CERTIFICATION

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on January 29, 1997), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than January 29, 1997.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chandler, State of Arizona, on January 28, 1997.

MICROCHIP TECHNOLOGY INCORPORATED

By: /s/ C. Philip Chapman

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C. Philip Chapman  
Vice President, Chief Financial  
Officer and Secretary

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS ON JANUARY 28, 1997 IN THE CAPACITIES INDICATED.

SIGNATURES

TITLE

* ----- STEVE SANGHI	Chairman, President, Chief Executive Officer (Principal Executive Officer) and Director)
/s/ C. Philip Chapman ----- C. PHILIP CHAPMAN	Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)
----- JON H. BEEDLE	Director
* ----- ALBERT J. MARTINEZ	Director
* ----- L.B. DAY	Director

\*By /s/ C. Philip Chapman  
-----  
C. PHILIP CHAPMAN  
as Attorney-in-Fact

<TABLE>  
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EXHIBIT NUMBER	EXHIBIT TABLE	PAGE NO.
<S>	<C>	<C>
5.1	Opinion of Wilson, Sonsini, Goodrich & Rosati, Professional Corporation.	
23.1	Consent of Counsel (included in Exhibit 5.1).	
23.2	Consent of Ernst & Young LLP, Independent Auditors.	
24.1*	Power of Attorney.	

</TABLE>

\*Incorporated by reference to Registration Statement on Form S-1 (File No. 333-19919).

[Wilson Sonsini Goodrich & Rosati letterhead]

January 28, 1997

Microchip Technology Incorporated  
2355 West Chandler Boulevard  
Chandler, AZ 85244-6199

RE: REGISTRATION STATEMENT ON FORM S-3

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-3 to be filed by you pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), with the Securities and Exchange Commission on or about January 28, 1997 (as such may thereafter be amended or supplemented, the "Registration Statement") in connection with the registration under the Securities Act of 230,000 shares of your Common Stock, \$.001 par value (the "Stock"). The Stock includes 230,000 shares to be issued by the Company including an over-allotment option granted to the Underwriters to purchase 30,000 shares. As your legal counsel, we have examined the proceedings being taken by you relating to the issuance and sale of the Stock.

It is our opinion that the Stock, when issued and sold in the manner referred to in the Registration Statement and in accordance with the resolutions adopted by the Board of Directors of the Company, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the Prospectus constituting a part thereof, and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

INDEPENDENT AUDITORS' CONSENT

The Board of Directors  
Microchip Technology Incorporated

We consent to the use of our report incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

KPMG PEAT MARWICK LLP

Phoenix, Arizona  
January 28, 1997