
**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)

August 2, 2012



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 August 2, 2012, pursuant to the terms of the previously announced Agreement and Plan of Merger, dated as of May 1, 2012 (the “Merger Agreement”), by and among Microchip Technology Incorporated, a Delaware corporation (“Microchip”), Standard Microsystems Corporation, a Delaware corporation (“SMSC”), and Microchip Technology Management Co., a Delaware corporation and a wholly owned subsidiary of Microchip (“Merger Sub”), Microchip completed its acquisition of SMSC via the merger of Merger Sub with and into SMSC, with SMSC 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, par value \$0.10 per share, of SMSC issued and outstanding immediately prior to the effective time (other than any dissenting shares and any shares held by Microchip, SMSC or any of their respective wholly owned subsidiaries) was cancelled and automatically converted into the right to receive \$37.00 in cash, without interest and less any applicable withholding taxes. Microchip financed the transaction using a portion of its existing balance of cash, cash equivalents and short-term investments and borrowings under its credit agreement.

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 is filed as Exhibit 2.1 hereto and is incorporated herein by reference.

Item 8.01. Other Events.

On August 2, 2012, Microchip and SMSC issued a joint press release announcing the completion of Microchip’s acquisition of SMSC, a copy of which is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) *Financial statements of businesses acquired.* The financial information required by this Item 9.01(a) has not been included with this filing and will be filed by amendment to this Current Report on Form 8-K not later than seventy-one (71) calendar days after the date that this Current Report on Form 8-K must be filed.

(b) *Pro forma financial information.* The financial information required by this Item 9.01(b) has not been included with this filing and will be filed by amendment to this Current Report on Form 8-K not later than seventy-one (71) calendar days after the date that this Current Report on Form 8-K must be filed.

(d) *Exhibits.*

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|------|---|
| 2.1 | Agreement and Plan of Merger, dated as of May 1, 2012, by and among Microchip Technology Incorporated, Microchip Technology Management Co. and Standard Microsystems Corporation (incorporated by reference to Exhibit 2.2 of our Annual Report on Form 10-K filed with the SEC on May 30, 2012). |
| 99.1 | Joint Press Release dated August 2, 2012, issued by Microchip Technology Incorporated and Standard Microsystems Corporation. |

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: August 2, 2012

Microchip Technology Incorporated

By: /s/ J. Eric Bjornholt
J. Eric Bjornholt
Vice President and Chief Financial Officer

EXHIBIT INDEX

- 2.1 Agreement and Plan of Merger, dated as of May 1, 2012, by and among Microchip Technology Incorporated, Microchip Technology Management Co. and Standard Microsystems Corporation (incorporated by reference to Exhibit 2.2 of our Annual Report on Form 10-K filed with the SEC on May 30, 2012).
- 99.1 Joint Press Release dated August 2, 2012, issued by Microchip Technology Incorporated and Standard Microsystems Corporation.



MICROCHIP CONTACTS:

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Gordon Parnell – Vice President of
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SMSC CONTACT:

Carolynne Borders – Vice President,
Corporate Communications and
Investor Relations.....(631) 435-6626

Microchip Technology and SMSC Announce the Completion of the Acquisition of SMSC by Microchip Technology

Chandler, Arizona and Hauppauge, New York, August 2, 2012 — Microchip Technology Incorporated [NASDAQ: MCHP], a leading provider of microcontroller, analog and Flash-IP solutions, and Standard Microsystems Corporation [NASDAQ: SMSC] today announced that Microchip has completed its previously announced acquisition of SMSC.

“We are very pleased to have completed our acquisition of SMSC,” said Steve Sanghi, President and CEO. “I welcome the SMSC 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 SMSC common stock on the NASDAQ Stock Market will cease.

Forward-Looking Statements

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 SMSC and the products of their customers; competitive developments; the costs and outcome of any current or future litigation involving Microchip, SMSC or the acquisition transaction; the effect of the acquisition on Microchip’s and SMSC’s existing relationships with customers and vendors and their operating results and businesses; the progress and costs of development of Microchip and SMSC products and the timing and market acceptance of those new products; Microchip’s ability to successfully integrate SMSC’s operations and employees and retain key employees; and general economic, industry or political

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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 SMSC 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), at SMSC's website (www.smsc.com) (as applicable) or the SEC's website (www.sec.gov) or from commercial document retrieval services.

Stockholders of Microchip and SMSC 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 SMSC undertakes any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after this August 2, 2012 press release, or to reflect the occurrence of unanticipated events.

About SMSC

SMSC (NASDAQ: SMSC) is a leading developer of Smart Mixed-Signal Connectivity™ solutions. SMSC employs a unique systems level approach that incorporates a broad set of technologies and intellectual property to deliver differentiating products to its customers. The company is focused on delivering connectivity solutions that enable the proliferation of data in automobiles, consumer devices, PCs and other applications. SMSC's feature-rich products drive a number of industry standards and include USB, MOST® automotive networking, Kleer® and JukeBlox® wireless audio, embedded system control and analog solutions, including thermal management and RightTouch® capacitive sensing. SMSC is headquartered in New York and has offices and research facilities in North America, Asia, Europe and India. Additional information is available at www.smsc.com.

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About Microchip Technology

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>.

Note: The Microchip name and logo, and PIC are registered trademarks of Microchip Technology Inc. in the USA and other countries. SMSC, MOST, Kleer, RightTouch and JukeBlox are registered trademarks and Smart Mixed-Signal Connectivity is a trademark of Standard Microsystems Corporation. All other trademarks mentioned herein are the property of their respective companies.