SKYWORKS®

2017 Annual Report

Notice of 2018 Annual Meeting
and Proxy Statement

SKYWORKS®

We are empowering the wireless networking revolution. Our highly innovative analog semiconductors are connecting people, places and things spanning a number of new and previously unimagined applications within the automotive, broadband, cellular infrastructure, connected home, industrial, medical, military, smartphone, tablet and wearable markets.

2G
Cellular Voice

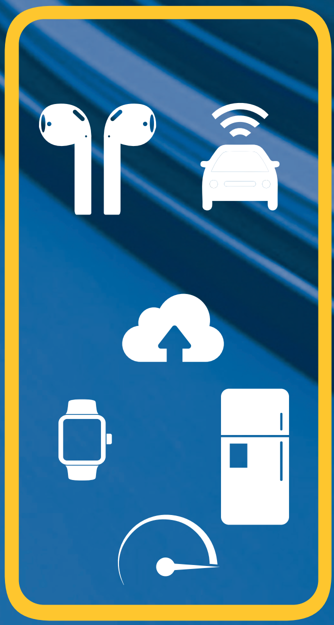
3G
Early Mobile Data

Accelerating 5G Deployments

Sky5™

4G
Faster Download Speeds and Apps

5G
Ubiquitous, Predictive and Reactive Platforms



Connecting Everyone and Everything, All the Time

Liam K. Griffin
President and
Chief Executive Officer

Dear Stockholders,

Fiscal 2017 marked another record year for Skyworks. Our high performance connectivity engines are gaining momentum around the world and changing the way we live, work, educate and play. We are effectively leveraging our broad product portfolio, systems expertise, manufacturing scale and customer relationships across Mobile and Internet of Things (IoT) ecosystems. At the same time, we are poised to capitalize on the transformative 5G opportunities just ahead.

| Operational Excellence and Financial Outperformance

In fiscal 2017, we achieved all-time highs in revenue, earnings per share and cash flow from operations. Specifically, we delivered revenue of $3.7 billion – up 11 percent over the prior year – and increased GAAP operating income to $1.3 billion ($1.4 billion non-GAAP), yielding GAAP diluted earnings per share of $5.41 ($6.45 non-GAAP).* We generated cash flow from operations of $1.5 billion, up 34 percent from fiscal 2016, allowing us to return 55 percent of our free cash flow to shareholders in the form of dividends and share repurchases.

Perhaps most importantly, we produced a 32 percent free cash flow margin in fiscal 2017 and exited the year with a cash balance of over $1.6 billion and no debt. Over the past five years, our revenue has more than doubled, diluted EPS has more than tripled and cash flow from operations is up five fold. Our performance is emblematic of the vibrancy of the wireless market – one that rewards companies capable of resolving architectural complexity with simplified, integrated solutions.

| The Connected Economy

Clearly, the connected economy is becoming increasingly ubiquitous. Global data traffic is projected to grow 40 percent compounded over the next five years, while new IoT devices are launched every day and forecasted to reach 75 billion units by 2025. There also remains an untapped opportunity to connect the unconnected which today represents over 2 billion people worldwide. Our diverse and evolving portfolio will play a pivotal role in providing the very first Internet connection for those in developing geographies.

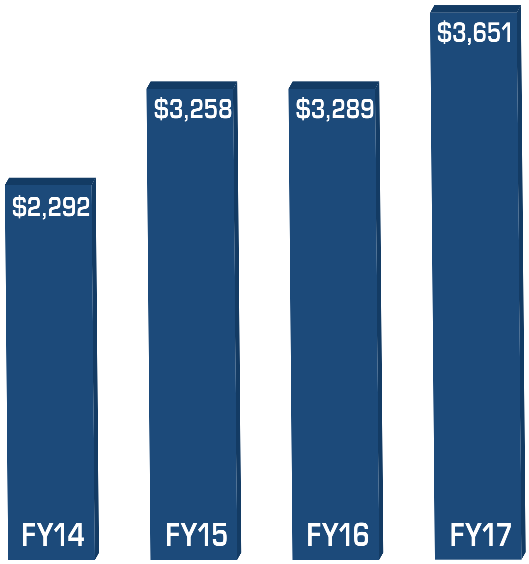
Wireless systems are serving as virtual hubs for e-commerce, enterprise to the cloud, social media and entertainment portals while enabling a rapidly expanding, multi-trillion dollar economy.

| Our Solutions

Skyworks is at the heart of this connected economy – facilitating data creation, delivery and storage. Our highly integrated solutions are elevating performance while efficiently transporting immense volumes of content across new and emerging platforms. From industrial robotics to wearables, home security networks and virtual assistants, Skyworks is powering these applications with customized architectures supporting wireless protocols spanning cellular LTE, Wi-Fi®, Bluetooth®, LoRa, Thread and ZigBee®.

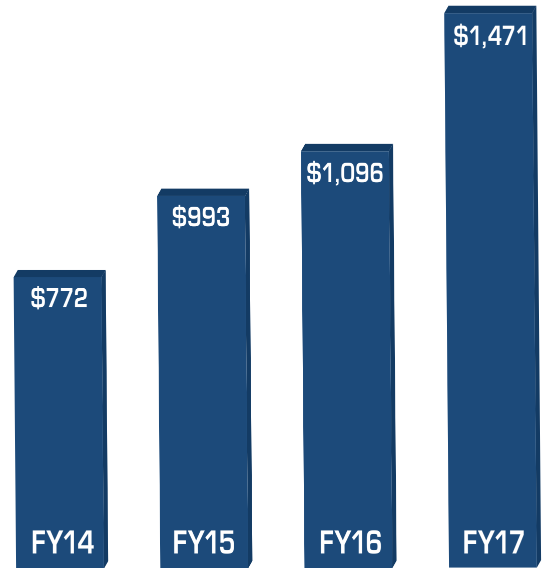
Revenue ($M)

17% CAGR



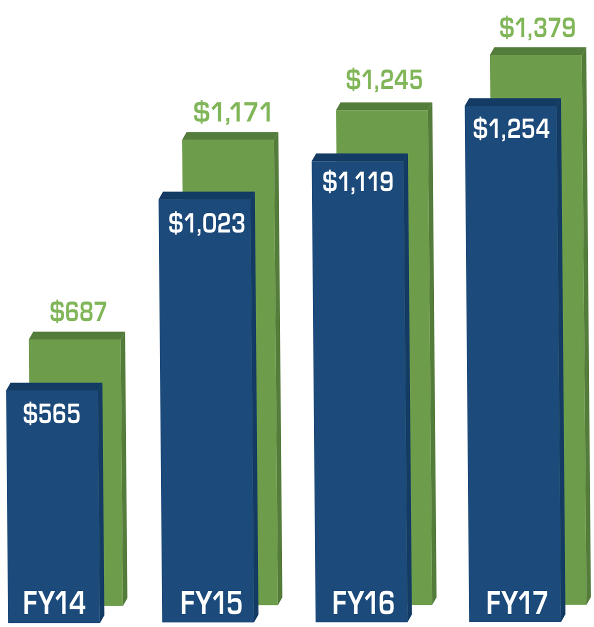
Cash Flow From Operations ($M)

24% CAGR



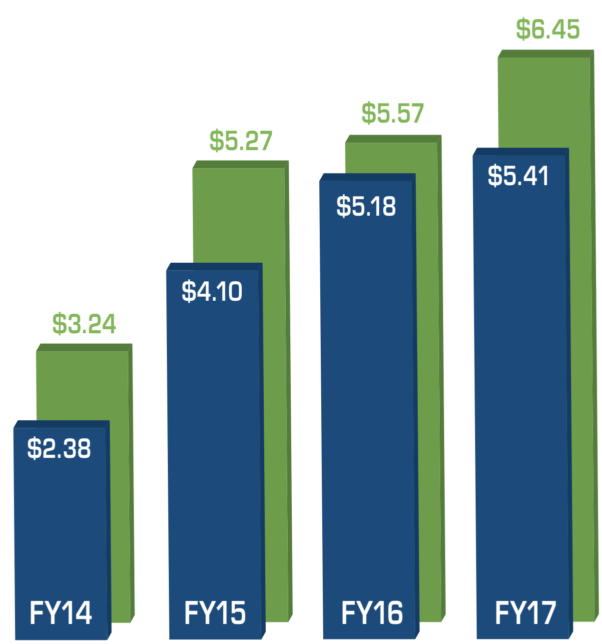
Operating Income ($M)*

30% CAGR *26% CAGR*



Earnings Per Share ($)*

31% CAGR *26% CAGR*



■ GAAP ■ Non-GAAP

*Please see table on page 73 for a full reconciliation of non-GAAP results to GAAP results.
CAGR: Compound Annual Growth Rate from FY14 to FY17

| 5G: The Next Frontier

Looking ahead, we see a broad range of new usage cases and a mounting scope of connected devices resulting in explosive data traffic. This dynamic is creating an increasingly crowded radio spectrum, stressing capacity and limiting throughput. As a means to resolve the impending digital traffic jam, a new network is needed and this is the driver for 5G.

5G represents a global economic catalyst with data rates 100 times faster than 4G, extremely low latency and the capacity to support billions of networked things. At a higher level, 5G will be transformational – requiring step function increases in analog performance, advanced filtering and power efficiency.

With decades of experience in developing innovative solutions over successive technology generations, Skyworks is leveraging our deep systems knowledge, strategic partnerships and formidable investments to accelerate the deployment of 5G. Our leadership position is underpinned by a library of intellectual property containing over 3,000 patents worldwide.

In short, 5G presents an extraordinary growth opportunity for Skyworks and our customers. Recognizing the critical importance of this technology inflection point in the connected world, we are pleased to lead the market with the release of our breakthrough Sky5™ platform specifically focused on empowering revolutionary 5G communications.

| The Future

Our ambitious vision of *Connecting Everyone and Everything, All the Time* has never been more relevant and exciting.

We thank our Customers and Partners for their trust in our ability to create solutions that are changing the way the world communicates. We also thank our incredible Skyworks Team who deliver world class innovation with a never-ending commitment to excellence; and finally to you, our Stockholders, for your continued confidence and belief in our future.

Liam K. Griffin
President and Chief Executive Officer

Liam K. Griffin

President and
Chief Executive Officer

Carlos S. Bori

Senior Vice President,
Sales and Marketing

Peter L. Gammel

Chief Technology Officer

Laura A. Gasparini

Vice President,
Human Resources

Reza Kasnavi

Vice President and GM,
Open Market Platforms

Joel R. King

Vice President and GM,
Advanced Mobile Solutions

Steven C. Machuga

Vice President,
Worldwide Operations

Thomas S. Schiller

Vice President, Strategy
and Corporate Development

Kris Sennesael

Senior Vice President and
Chief Financial Officer

David Stasey

Vice President and GM,
Diversified Analog Solutions

Robert J. Terry

Senior Vice President,
General Counsel and Secretary

April 2, 2018

Dear Stockholder:

I am pleased to invite you to attend the 2018 Annual Meeting of Stockholders of Skyworks Solutions, Inc. to be held at 2:00 p.m., local time, on Wednesday, May 9, 2018, at the Boston Marriott Burlington, 1 Burlington Mall Road, Burlington, Massachusetts (the “Annual Meeting”). We look forward to your participation in person or by proxy. The attached Notice of Annual Meeting of Stockholders and Proxy Statement describe the matters that we expect to be acted upon at the Annual Meeting.

If you plan to attend the Annual Meeting, please check the designated box on the enclosed proxy card. Or, if you utilize our telephone or Internet proxy submission methods, please indicate your plans to attend the Annual Meeting when prompted to do so. If you are a stockholder of record, you should bring the top half of your proxy card as your admission ticket and present it upon entering the Annual Meeting. If you are planning to attend the Annual Meeting and your shares are held in “street name” by your broker (or other nominee), you should ask the broker (or other nominee) for a proxy issued in your name and present it at the meeting.

Whether or not you plan to attend the Annual Meeting, and regardless of how many shares you own, it is important that your shares be represented at the Annual Meeting. Accordingly, we urge you to complete the enclosed proxy and return it to us promptly in the postage-prepaid envelope provided, or to complete and submit your proxy by telephone or via the Internet in accordance with the instructions on the proxy card. If you do attend the Annual Meeting and wish to vote in person, you may revoke a previously submitted proxy at that time by voting in person at the meeting.

Sincerely yours,

David J. Aldrich
Chairman of the Board and Executive Chairman

Skyworks Solutions, Inc.

20 Sylvan Road
Woburn, MA 01801
(781) 376-3000

5221 California Avenue
Irvine, CA 92617
(949) 231-3000

Notice of Annual Meeting of Stockholders
To Be Held on Wednesday, May 9, 2018

To the Stockholders of Skyworks Solutions, Inc.:

The 2018 Annual Meeting of Stockholders of Skyworks Solutions, Inc., a Delaware corporation (the "Company"), will be held at 2:00 p.m., local time, on Wednesday, May 9, 2018, at the Boston Marriott Burlington, 1 Burlington Mall Road, Burlington, Massachusetts (the "Annual Meeting") to consider and act upon the following proposals:

1. To elect nine individuals nominated to serve as directors of the Company with terms expiring at the 2019 Annual Meeting of Stockholders and named in the Proxy Statement;

2. To ratify the selection by the Company's Audit Committee of KPMG LLP as the independent registered public accounting firm for the Company for fiscal year 2018;

3. To approve, on an advisory basis, the compensation of the Company's named executive officers;

4. To approve the Company's Amended and Restated 2008 Director Long-Term Incentive Plan, as Amended,

5. To ratify an amendment to the Company's By-laws that provides the Company's stockholders the right to request a special meeting of stockholders, and

6. To transact such other business as may properly come before the Annual Meeting.

Only stockholders of record at the close of business on March 15, 2018, are entitled to notice of and to vote at the Annual Meeting. **To ensure your representation at the Annual Meeting, we urge you to submit a proxy promptly in one of the following ways whether or not you plan to attend the Annual Meeting**: (a) by completing, signing, and dating the accompanying proxy card and returning it in the postage-prepaid envelope enclosed for that purpose; (b) by completing and submitting your proxy using the toll-free telephone number listed on the proxy card; or (c) by completing and submitting your proxy via the Internet by visiting the website address listed on the proxy card. The Proxy Statement accompanying this notice describes each of the items of business listed above in more detail. Our Board of Directors recommends: a vote "**FOR**" the election of the nominees for director named in Proposal 1 of the Proxy Statement; a vote "**FOR**" Proposal 2, ratifying the selection of KPMG LLP as the independent registered public accounting firm of the Company for fiscal year 2018; a vote "**FOR**" Proposal 3, approving, on an advisory basis, the compensation of the Company's named executive officers; a vote "**FOR**" Proposal 4, approving the Amended and Restated 2008 Director Long-Term Incentive Plan, as Amended; and a vote "**FOR**" Proposal 5, ratifying the amendment to the Company's By-laws.

By Order of the Board of Directors,

Robert J Terry

ROBERT J. TERRY
Senior Vice President, General Counsel and Secretary

Proxy Statement 2018

20 Sylvan Road
Woburn, MA 01801
(781) 376-3000

5221 California Avenue
Irvine, CA 92617
(949) 231-3000

Proxy Statement
2018 Annual Meeting of Stockholders

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General Information

How do we refer to Skyworks in this Proxy Statement?

The terms "Skyworks," "the Company," "we," "us," and "our" refer to Skyworks Solutions, Inc., a Delaware corporation, and its consolidated subsidiaries.

When and where is our Annual Meeting?

The Company's 2018 Annual Meeting of Stockholders is to be held on Wednesday, May 9, 2018, at the Boston Marriott Burlington, 1 Burlington Mall Road, Burlington, Massachusetts, at 2:00 p.m., local time, or at any adjournment or postponement thereof (the "Annual Meeting").

What is the purpose of the Annual Meeting?

At the Annual Meeting, stockholders will consider and vote on the following matters:

1. The election of the nine nominees named in this Proxy Statement to our Board of Directors to serve until the 2019 Annual Meeting of Stockholders.
2. The ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending September 28, 2018 ("fiscal year 2018").
3. The approval, on a non-binding basis, of the compensation of our Named Executive Officers, as described below under "*Compensation Discussion and Analysis*," and in the executive compensation tables and accompanying narrative disclosures in this Proxy Statement.
4. The approval of the Company's Amended and Restated 2008 Director Long-Term Incentive Plan, as Amended.
5. The ratification of an amendment to the Company's Third Amended and Restated By-laws ("By-laws") to provide the Company's stockholders the right to request a special meeting of stockholders.

The stockholders will also act on any other business that may properly come before the meeting.

What is included in our proxy materials?

The Company's Annual Report, which includes financial statements and "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" for the fiscal year ended September 29, 2017 ("fiscal year 2017"), is being mailed together with this Proxy Statement to all stockholders of record entitled to vote at the Annual Meeting. This Proxy Statement and form of proxy are being first mailed to stockholders on or about April 2, 2018. The Proxy Statement and the Company's Annual Report are available at *http://www.skyworksinc.com/annualreport*.

Who can vote at our Annual Meeting?

Only stockholders of record at the close of business on March 15, 2018 (the "Record Date"), are entitled to notice of and to vote at the Annual Meeting. As of March 15, 2018, there were 182,165,379 shares of Skyworks' common stock issued and outstanding. Pursuant to Skyworks' Restated Certificate of Incorporation and By-laws, and applicable Delaware law, each share of common stock entitles the holder of record at the close of business on the Record Date to one vote on each matter considered at the Annual Meeting.

Is my vote important?

Yes. Your vote is important no matter how many shares you own. Please take the time to vote in the way that is easiest and most convenient for you, and cast your vote as soon as possible.

How do I vote if I am a stockholder of record?

As a stockholder of record, you may vote in one of the following three ways whether or not you plan to attend the Annual Meeting: (a) by completing, signing, and dating the accompanying proxy card and returning it in the postage-prepaid envelope enclosed for that purpose, (b) by completing and submitting your proxy using the toll-free telephone number listed on the proxy card, or (c) by completing and submitting your proxy via the Internet at the website address listed on the proxy card. If you attend the Annual Meeting, you may vote in person at the Annual Meeting even if you have previously submitted your proxy by mail, telephone, or via the Internet (and your vote at the Annual Meeting will automatically revoke your previously submitted proxy, although mere attendance at the meeting without voting in person will not have that result).

How do I vote if I am a beneficial owner of shares held in "street name"?

If your shares are held on your behalf by a third party such as your broker or another person or entity who holds shares of the Company on your behalf and for your benefit, which person or entity we refer to as a "nominee," and your broker (or other nominee) is the stockholder of record of such shares, then you are the beneficial owner of such shares and we refer to those shares as being held in "street name." As the beneficial owner of your "street name" shares, you are entitled to instruct your broker (or other nominee) as to how to vote your shares. Your broker (or other nominee) will provide you with information regarding how to instruct your broker (or other nominee) as to the voting of your "street name" shares.

How do I vote if I am a participant in the Skyworks 401(k) Savings and Investment Plan?

If you are a participant in the Skyworks 401(k) Savings and Investment Plan (the "401(k) Plan"), you will receive an instruction card for the Skyworks shares you own through the 401(k) Plan. That instruction card will serve as a voting instruction card for the trustee of the 401(k) Plan, and your 401(k) Plan shares will be voted as you instruct.

Can I change my vote after I have voted?

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted at the Annual Meeting. Proxies may be revoked by (a) delivering to the Secretary of the Company, before the taking of the vote at the Annual Meeting, a written notice of revocation bearing a later date than the proxy, (b) duly completing a later-dated proxy relating to the same shares and presenting it to the Secretary of the Company before the taking of the vote at the Annual Meeting, or (c) attending the Annual Meeting and voting there in person (although attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy). Any written notice of revocation or subsequent proxy should be delivered to the Company's executive offices at Skyworks Solutions, Inc., 5221 California Avenue, Irvine, CA 92617, Attention: Secretary, or hand delivered to the Secretary of the Company, before the taking of the vote at the Annual Meeting.

Can I attend the Annual Meeting?

If you plan to attend the Annual Meeting, please be sure to indicate your intent to attend by checking the designated box on your proxy card if you are submitting a proxy via mail, or by indicating when prompted if you are submitting a proxy through either Skyworks' telephone or Internet proxy submission procedures. In either case, save the admission ticket attached to your proxy (the top half) and bring that with you to the Annual Meeting. If your shares are held in "street name" by your broker (or other nominee), you should consult your instruction card to determine how to indicate your intent to attend the Annual Meeting. If your instruction card does not provide any such indication, you should contact your broker (or other nominee) to determine what you will need to do to be able to attend and vote at the Annual Meeting. In order to be admitted to the Annual Meeting, you will need to present your admission ticket or the appropriate documentation from your broker (or other nominee), as well as provide valid picture identification, such as a driver's license or passport.

If I vote by proxy, how will my vote be cast?

The persons named as attorneys-in-fact in this Proxy Statement, Liam K. Griffin and Robert J. Terry, were selected by the Board of Directors and are officers of the Company. As attorneys-in-fact, Messrs. Griffin and Terry will vote any shares represented at the meeting by proxy. Each executed proxy card returned by a stockholder of record or proxy vote recorded via telephone or the Internet by a stockholder of record in the manner provided on the proxy card prior to the taking of the vote at the Annual Meeting will be voted. Where a choice has been specified in an executed proxy with respect to the matters to be acted upon at the Annual Meeting, the shares represented by the proxy will be voted in accordance with the choices specified.

How will my shares be voted if I do not give specific voting instructions when I deliver my proxy?

If you are a stockholder of record and deliver a proxy but do not give specific voting instructions, then the proxy holders will vote your shares as recommended by the Board of Directors.

If your shares are held in "street name," your broker (or other nominee) is required to vote those shares in accordance with your instructions. If you do not give instructions to your broker (or other nominee), your broker (or other nominee) will only be entitled to vote your shares with respect to "discretionary" matters, as described below, but will not be permitted to vote the shares with respect to "non-discretionary" matters. <u>If you beneficially own shares that are held in "street name" by your broker (or other nominee), we strongly encourage you to provide instructions to your broker (or other nominee) as to how to vote on the election of directors and all of the Proposals by signing, dating, and returning to your broker (or other nominee) the instruction card provided by your broker (or other nominee).</u>

If you are a participant in the 401(k) Plan, the trustee of the 401(k) Plan will not vote your 401(k) Plan shares if the trustee does not receive voting instructions from you by 11:59 p.m. Eastern Time on May 4, 2018, unless otherwise required by law.

What is a "broker non-vote"?

A "broker non-vote" occurs when your broker (or other nominee) submits a proxy for your shares (because the broker (or other nominee) has either received instructions from you on one or more proposals, but not all, or has not received instructions from you but is entitled to vote on a particular "discretionary" matter) but does not indicate a vote "**FOR**" a particular proposal because the broker (or other nominee) either does not have authority to vote on that proposal and has not received voting instructions from you or has "discretionary" authority on the proposal but chooses not to exercise it. "Broker non-votes" are not counted as votes "**FOR**" or "**AGAINST**" the proposal in question or as abstentions, nor are they counted to determine the number of votes present for the particular proposal. We do, however, count "broker non-votes" for the purpose of determining a quorum for the Annual Meeting. If your shares are held in "street name" by your broker (or other nominee), please check the instruction card provided by your broker (or other nominee) or contact your broker (or other nominee) to determine whether you will be able to vote by telephone or via the Internet.

What vote is required for each matter?

Election of Directors. Pursuant to the Company's By-laws, a nominee will be elected to the Board of Directors if the votes cast "**FOR**" the nominee's election at the Annual Meeting exceed the votes cast "**AGAINST**" the nominee's election (as long as the only director nominees are those individuals set forth in this Proxy Statement). Abstentions and "broker non-votes" will not count as votes "**FOR**" or "**AGAINST**." If the shares you own are held in "street name," your broker (or other nominee), as the record holder of your shares, is required to vote your shares according to your instructions. Proposal 1 is *not* considered to be a "discretionary" matter for certain brokers. **If you do not instruct your broker how to vote with respect to this item, your broker may not vote your shares with respect to the election of directors.** In such case, a "broker non-vote" may occur, which will have no effect on the outcome of Proposal 1.

Ratification of Independent Registered Public Accounting Firm. The affirmative vote of a majority of the shares present in person, or represented by proxy at the Annual Meeting, and entitled to vote on such matter at the Annual Meeting, is required to approve Proposal 2. Proposal 2 involves a matter on which a broker (or other nominee) *does* have "discretionary" authority to vote. **If you do not instruct your broker how to vote with respect to this item, your broker may still vote your shares with respect to this proposal in its discretion.** With respect to Proposal 2, a vote of "**ABSTAIN**" will have the same effect as a vote of "**AGAINST**."

Say-on-Pay Vote; Approval of Amended and Restated 2008 Director Long-Term Incentive Plan, as Amended; Ratification of Amendment to By-laws. The affirmative vote of a majority of the shares present in person, or represented by proxy at the Annual Meeting, and entitled to vote on such matter at the Annual Meeting, is required to approve Proposals 3, 4, and 5. Proposals 3, 4, and 5 are *not* considered to be "discretionary" matters for certain brokers. **If you do not instruct your broker how to vote with respect to these items, your broker may not vote your shares with respect to these proposals.** In such case, a "broker non-vote" may occur, which will have no effect on the outcome of Proposals 3, 4, and 5. Votes that are marked "**ABSTAIN**" are counted as present and entitled to vote with respect to Proposals 3, 4, and 5, and will have the same impact as a vote that is marked "**AGAINST**" for purposes of Proposals 3, 4, and 5.

How does the Board of Directors recommend that I vote?

The Board of Directors recommends that you vote:

FOR the election of each of the nine director nominees (Proposal 1).

FOR the ratification of the selection of KPMG LLP as our independent registered public accounting firm for fiscal year 2018 (Proposal 2).

FOR the approval, on a non-binding basis, of the compensation of our Named Executive Officers, as described below under "*Compensation Discussion and Analysis*," and in the executive compensation tables and accompanying narrative disclosures (Proposal 3).

FOR the approval of the Company's Amended and Restated 2008 Director Long-Term Incentive Plan, as Amended (Proposal 4).

FOR the ratification of an amendment to the Company's Third Amended and Restated By-laws that provides the Company's stockholders the right to request a special meeting of stockholders (Proposal 5).

How will the votes cast at our Annual Meeting be counted?

An automated system administered by the Company's transfer agent tabulates the votes at the Annual Meeting. The vote on each matter submitted to stockholders will be tabulated separately.

Where can I find the voting results of our Annual Meeting?

We expect to announce the preliminary voting results at our Annual Meeting. The final voting results will be reported in a Current Report on Form 8-K that will be filed with the Securities and Exchange Commission (the "SEC") within four business days after the end of our Annual Meeting and will be posted on our website.

Will my vote be kept confidential?

Yes. We will keep your vote confidential unless (1) we are required by law to disclose your vote (including in connection with the pursuit or defense of a legal or administrative action or proceeding), or (2) there is a contested election for the Board of Directors. The inspector of elections will forward any written comments that you make on the proxy card to management without providing your name, unless you expressly request on your proxy card that your name be disclosed.

What is the quorum requirement for our Annual Meeting?

The holders of a majority of the issued and outstanding stock of the Company present either in person or by proxy at the Annual Meeting constitute a quorum for the transaction of business at the Annual Meeting. Shares that abstain from voting on any proposal and "broker non-votes" will be counted as shares that are present for purposes of determining whether a quorum exists at the Annual Meeting. If a "broker non-vote" occurs with respect to any shares of the Company's common stock on any matter, then those shares will be treated as not present and not entitled to vote with respect to that matter (even though those shares are considered entitled to vote for purposes of determining whether a quorum exists because they are entitled to vote on other matters) and will not be voted.

When will Skyworks next hold an advisory vote on the frequency of say-on-pay votes?

Skyworks currently conducts an annual say-on-pay vote. The next advisory vote on the frequency of say-on-pay votes is expected to be held at our 2023 Annual Meeting of Stockholders.

What is "householding"?

Some brokers (or other nominees) may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of this Proxy Statement and our Annual Report may have been sent to multiple stockholders in your household. If you are a stockholder and your household or address has received only one Annual Report and one Proxy Statement, the Company will promptly deliver a separate copy of the Annual Report and the Proxy Statement to you, upon your written request to Skyworks Solutions, Inc., 5221 California Avenue, Irvine, CA 92617, Attention: Investor Relations, or oral request to Investor Relations at (949) 231-3433. If you would like to receive separate copies of our Annual Report and Proxy Statement in the future, you should direct such request to your broker (or other nominee). Even if your household or address has received only one Annual Report and one Proxy Statement, a separate proxy card should have been provided for each stockholder account. Each individual proxy card should be signed, dated, and returned in the enclosed postage-prepaid envelope (or completed and submitted by telephone or via the Internet, as described on the proxy card). If your household has received multiple copies of our Annual Report and Proxy Statement, you can request the delivery of single copies in the future by contacting your broker (or other nominee), or the Company at the address or telephone number above.

Proposal 1:
Election of Directors

Election of Directors

Under this Proposal 1, you are being asked to consider nine nominees for election to our Board of Directors (all of our currently serving directors) to serve until the 2019 Annual Meeting of Stockholders and until their successors are elected and qualified or until their earlier resignation or removal. The names of the nine nominees for election as directors, their current positions and offices, the year such nominees were first elected as directors of the Company and their Board committee memberships are set forth in the table below. Each nominee for election has agreed to serve if elected, and the Board of Directors knows of no reason why any nominee should be unable or unwilling to serve. If a nominee is unable or unwilling to serve, the attorneys-in-fact named in this Proxy Statement will vote any shares represented at the meeting by proxy for the election of another individual nominated by the Board of Directors, if any. No nominee or executive officer is related by blood, marriage, or adoption to any other director, nominee, or executive officer. No arrangements or understandings exist between any director or person nominated for election as a director and any other person pursuant to which such person is to be selected as a director or nominee for election as a director.

Nominee	Position(s) with the Company	First Year of Service	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
David J. Aldrich	Chairman of the Board and Executive Chairman	2000			
David J. McLachlan	Lead Independent Director	2000	M		M
Kevin L. Beebe	Director	2004	M	M	
Timothy R. Furey	Director	1998		M	M
Liam K. Griffin	President, Chief Executive Officer, and Director	2016			
Balakrishnan S. Iyer	Director	2002	M		C
Christine King	Director	2014		C	
David P. McGlade	Director	2005		M	M
Robert A. Schriesheim	Director	2006	C		

"C" indicates Chair and "M" indicates Member of the respective committee

Immediately below this proposal is biographical information about each of the director nominees, including information regarding each nominee's business experience for the past five years, and the names of other public companies for which each nominee has served as a director during the past five years. The information presented below regarding the specific experience, qualifications, attributes, and skills of each nominee led our Nominating and Corporate Governance Committee and our Board of Directors to conclude that he or she should serve as a director. In addition, we believe that all of our nominees have integrity, business acumen, good judgment, knowledge of our business and industry, experience in one or more areas relevant to our business and strategy, and the willingness to devote the time needed to be an effective director.

Majority Vote Standard for Election of Directors

A nominee for election as a director in an uncontested election (an election where the number of nominees for election as directors is equal to or less than the number of directors to be elected) will be elected if the number of votes cast "**FOR**" such nominee's election exceed the number of votes cast "**AGAINST**" the nominee's election. In a contested election (in which the number of nominees for election as directors exceeds the number of directors to be elected at such meeting), directors are elected by a plurality of all votes cast in such election.

The election of directors at this Annual Meeting is uncontested. As a result, each nominee for election as a director at the Annual Meeting will only be elected if the votes cast "**FOR**" such nominee exceed the number of votes cast "**AGAINST**" such nominee. As required by our corporate governance guidelines, which are available on the Investor Relations portion of the Company's website at *http://www.skyworksinc.com*, each incumbent director who is a nominee for election as a director at the Annual Meeting submitted to the Board of Directors an irrevocable resignation that would become effective if the votes cast "**FOR**" such nominee's election do not exceed the votes cast "**AGAINST**" such nominee's election and our Board of Directors determines to accept his or her resignation. Upon such resignation by a nominee and pursuant to the procedures set forth in the corporate governance guidelines, the Nominating and Corporate Governance Committee will evaluate the best interests of our Company and stockholders and will recommend to our Board of Directors the action to be taken with respect to the resignation. The Board of Directors will then decide whether to accept, reject, or modify the Nominating and Corporate Governance Committee's recommendation, and the Company will publicly disclose such decision by the Board of Directors with respect to the director nominee.

Shares represented by all proxies received by the Board of Directors that are properly completed, but do not specify a choice as to the election of directors, will be voted "**FOR**" the election of all nine of the nominees.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
A VOTE "*FOR*" THE ELECTION OF EACH OF THE NINE NOMINEES IN PROPOSAL 1

Nominees for Election

David J. Aldrich, age 61, has served as Chairman of the Board and Executive Chairman since May 2016. Previously, he served as Chairman of the Board and Chief Executive Officer from May 2014 to May 2016 and as President and Chief Executive Officer and as a director from April 2000 to May 2014. From September 1999 to April 2000, Mr. Aldrich served as President and Chief Operating Officer. From May 1999 to September 1999, he served as Executive Vice President, and from May 1996 to May 1999, he served as Vice President and General Manager of the semiconductor products business unit. Mr. Aldrich joined the Company in 1995 as Vice President, Chief Financial Officer and Treasurer. Prior to joining Skyworks, he held senior management positions at Adams-Russell Company and M/A-COM, Inc. Mr. Aldrich also serves as a director of Belden Inc. (a publicly traded provider of end-to-end signal transmission solutions) and Acacia Communications, Inc. (a publicly traded provider of high-speed coherent optical interconnect products).

We believe that Mr. Aldrich is qualified to serve as a director because of his leadership experience, his strategic decision making ability, his knowledge of the semiconductor industry and his in-depth knowledge of Skyworks' business. Mr. Aldrich brings to the Board of Directors his thorough knowledge of Skyworks' business, strategy, people, operations, competition, financial position, and investors. Further, as a result of his service as a director for Belden Inc. and Acacia Communications, Inc., multinational public companies, Mr. Aldrich provides the Board of Directors with other organizational perspectives and cross-board experience.

David J. McLachlan, age 79, has been a director since 2000 and Lead Independent Director since May 2014. He served as Chairman of the Board from May 2008 to May 2014. Mr. McLachlan served as a senior advisor to the Chairman and Chief Executive Officer of Genzyme Corporation (a publicly traded biotechnology company) from 1999 to 2004. He also was the Executive Vice President and Chief Financial Officer of Genzyme from 1989 to 1999. Prior to joining Genzyme, Mr. McLachlan served as Vice President and Chief Financial Officer of Adams-Russell Company (an electronic component supplier and cable television franchise owner). He previously served as a director of Dyax Corp. until January 2016, when it was acquired by Shire plc.

We believe that Mr. McLachlan, the current Lead Independent Director, is qualified to serve as a director because he possesses a broad range of business experience as a result of his service as both chief financial officer and director for several public companies. In particular, Mr. McLachlan has in-depth experience handling complex accounting and finance issues for a broad range of companies. He has also served on the boards and audit and governance committees of other public companies (including as chairman of the audit committee), and serves as a designated "audit committee financial expert" for Skyworks' Audit Committee.

Kevin L. Beebe, age 59, has been a director since January 2004. Since November 2007, he has been President and Chief Executive Officer of 2BPartners, LLC (a partnership that provides strategic, financial, and operational advice to private equity investors and management). In 2014, Mr. Beebe became a founding partner of Astra Capital Management (a private equity firm based in Washington, D.C.). Previously, beginning in 1998, he was Group President of Operations at ALLTEL Corporation (a telecommunications services company). From 1996 to 1998, Mr. Beebe served as Executive Vice President of Operations for 360° Communications Co. (a wireless communication company). He has held a variety of executive and senior management positions at several divisions of Sprint, including Vice President of Operations and Vice President of Marketing and Administration for Sprint Cellular, Director of Marketing for Sprint North Central Division, Director of Engineering and Operations Staff and Director of Product Management and Business Development for Sprint Southeast Division, as well as Staff Director of Product Services at Sprint Corporation. Mr. Beebe began his career at AT&T/Southwestern Bell as a Manager. Mr. Beebe also serves as chairman of the board of directors of NII Holdings, Inc. (a publicly traded provider of mobile communication services in Brazil), and as a director for SBA Communications Corporation (a publicly traded operator of wireless communications infrastructure in North, Central, and South America), Syniverse Technologies, Inc. (a privately held provider of enterprise messaging solutions), and Logix Communications (a privately held provider of facilities-based communications services).

We believe that Mr. Beebe is qualified to serve as a director because of his two decades of experience as an operating executive in the wireless telecommunications industry. For example, as Group President of Operations at ALLTEL, he was instrumental in expanding ALLTEL's higher margin retail business, which significantly enhanced ALLTEL's competitive position in a dynamic, consolidating industry. In addition, as Chief Executive Officer of 2BPartners, LLC, Mr. Beebe continues to gain a broad range of business experience and to build business relationships by advising leading private equity firms that are transacting business in the global capital markets. Mr. Beebe provides cross-board experience by serving as a director for several public and private companies (including service on both audit and governance committees). Further, Mr. Beebe has served as a director of Skyworks since 2004 and has gained significant familiarity with Skyworks' business.

Timothy R. Furey, age 59, has been a director since 1998. He has been Chief Executive Officer of MarketBridge (a privately owned digital marketing software and services firm) since 1991. MarketBridge provides digital marketing, predictive analytics, and sales effectiveness solutions to Fortune 1000 companies in the software, communications, financial services, life sciences, and consumer products sectors. Mr. Furey also serves as Managing Partner of the Technology Marketing Group (which advises and invests in emerging growth companies in the social media, mobile, and marketing automation markets). Prior to 1991, Mr. Furey worked with the Boston Consulting Group, Strategic Planning Associates, Kaiser Associates, and the Marketing Science Institute.

We believe that Mr. Furey is qualified to serve as a director because his experience as Chief Executive Officer of MarketBridge, as well as his engagements with MarketBridge's clients (many of which are Fortune 1000 companies), provide him with a broad range of knowledge regarding business operations and growth strategies. In addition, Mr. Furey has extensive knowledge regarding Skyworks' business, which he has acquired through over 19 years of service on the Board of Directors.

Liam K. Griffin, age 51, is President and Chief Executive Officer and a director of the Company. Prior to his appointment as Chief Executive Officer and to the Board of Directors in May 2016, he had served as President since May 2014. He served as Executive Vice President and Corporate General Manager from November 2012 to May 2014, Executive Vice President and General Manager, High Performance Analog from May 2011 to November 2012, and Senior Vice President, Sales and Marketing from August 2001 to May 2011. Previously, Mr. Griffin was employed by Vectron International, a division of Dover Corp., as Vice President of Worldwide Sales from 1997 to 2001 and as Vice President of North American Sales from 1995 to 1997. His prior experience included positions as a Marketing Manager at AT&T Microelectronics, Inc. and Product and Process Engineer at AT&T Network Systems. Mr. Griffin also serves as a director of Vicor Corp. (a publicly traded manufacturer and marketer of modular power components).

We believe that Mr. Griffin is qualified to serve as a director because of his breadth of leadership experience and in-depth understanding of Skyworks' business gained through serving in several different executive positions at Skyworks over the past 16 years. Mr. Griffin brings to the Board of Directors strong relationships with Skyworks' key customers, investors, employees, and other stakeholders, as well as a deep understanding of the semiconductor industry and its competitive landscape. His service as a director for Vicor Corp. gives Mr. Griffin added perspective regarding the challenges confronting public technology companies.

Balakrishnan S. Iyer, age 61, has been a director since June 2002. He served as Senior Vice President and Chief Financial Officer of Conexant Systems, Inc., from October 1998 to June 2003. Prior to joining Conexant, Mr. Iyer served as Senior Vice President and Chief Financial Officer of VLSI Technology Inc. Prior to that, he was Corporate Controller for Cypress Semiconductor Corp. and Director of Finance for Advanced Micro Devices, Inc. Mr. Iyer serves on the boards of directors of Power Integrations, Inc. (a publicly traded provider of semiconductor technologies for high-voltage power conversion), and IHS Markit Ltd. (a publicly traded company that delivers information, analytics and expertise for industries and markets worldwide). He served as a director of Conexant from February 2002 until April 2011, as a director of Life Technologies Corp. from July 2001 until February 2014, when it was acquired by Thermo Fisher Scientific Inc., as a director of IHS Inc. from December 2003 until July 2016, when it completed a merger with Markit Ltd., and as a director of QLogic Corporation from June 2003 until August 2016, when it was acquired by Cavium, Inc.

We believe that Mr. Iyer is qualified to serve as a director because his experience as an executive officer of companies in the technology industry provides him with leadership, strategic, and financial experience. Through his experiences as a director at the public companies listed above (including as a member of certain audit, governance, and compensation committees) he provides the Board of Directors with significant financial expertise as a designated "audit committee financial expert" for Skyworks' Audit Committee, bringing specific application to our industry, as well as a broad understanding of corporate governance topics.

Christine King, age 68, has been a director since January 2014. Ms. King served as Executive Chairman of QLogic Corporation (a publicly traded developer of high performance server and storage networking connectivity products) from August 2015 until August 2016, when it was acquired by Cavium, Inc. Previously, she served as a director and as Chief Executive Officer of Standard Microsystems Corporation (a publicly traded developer of silicon-based integrated circuits utilizing analog and mixed-signal technologies) from 2008 until the company's acquisition in 2012 by Microchip Technology, Inc. Prior to Standard Microsystems, Ms. King was Chief Executive Officer of AMI Semiconductor, Inc., a publicly traded company, from 2001 until it was acquired by ON Semiconductor Corp. in 2008. From 1973 to 2001, Ms. King held various engineering, business, and management positions at IBM Corp., including Vice President of Semiconductor Products. Ms. King currently serves as a director of Cirrus Logic, Inc. (a publicly traded provider of integrated circuits for audio and voice signal processing applications), IDACORP, Inc. (a publicly traded holding company), and Idaho Power Company (a subsidiary of IDACORP). She previously served as a director of QLogic Corporation, Analog Devices, Inc., and Atheros Communications, Inc., prior to its acquisition by Qualcomm, Inc.

We believe that Ms. King is qualified to serve as a director because of her extensive management and operational experience in the high tech and semiconductor industries. In particular, through her experience as Executive Chairman of QLogic and as Chief Executive Officer of Standard Microsystems and AMI Semiconductor, as well as her service as a director of other public companies, Ms. King provides the Board of Directors with significant strategic, operational, and financial expertise.

David P. McGlade, age 57, has been a director since February 2005. He has served as Executive Chairman of Intelsat S.A. (a publicly traded worldwide provider of satellite communication services) since April 2015, prior to which he served as Chairman and Chief Executive Officer. Mr. McGlade joined Intelsat in April 2005 and was the Deputy Chairman of Intelsat from August 2008 until April 2013. Previously, Mr. McGlade served as an Executive Director of mmO2 PLC and as the Chief Executive Officer of O2 UK (a subsidiary of mmO2), a position he held from October 2000 until March 2005. Before joining O2 UK, Mr. McGlade was President of the Western Region for Sprint PCS.

We believe that Mr. McGlade is qualified to serve as a director because of his over 30 years of experience in the telecommunications business, which have allowed him to acquire significant operational, strategic, and financial business acumen. Most recently, as a result of his work as the Chief Executive Officer of Intelsat, Mr. McGlade gained significant leadership and operational experience, as well as knowledge about the global capital markets.

Robert A. Schriesheim, age 57, has been a director since May 2006. He served as Executive Vice President and Chief Financial Officer of Sears Holdings from August 2011 to October 2016. From January 2010 to October 2010, Mr. Schriesheim was Chief Financial Officer of Hewitt Associates, Inc. (a global human resources consulting and outsourcing company that was acquired by Aon Corporation). From October 2006 until December 2009, he was the Executive Vice President and Chief Financial Officer of Lawson Software, Inc. (a publicly traded ERP software provider). From August 2002 to October 2006, he was affiliated with ARCH Development Partners, LLC (a seed stage venture capital fund). Before joining ARCH, Mr. Schriesheim held executive positions at Global TeleSystems, SBC Equity Partners, Ameritech, AC Nielsen, and Brooke Group Ltd. Mr. Schriesheim currently serves as a director of Houlihan Lokey Inc. (a publicly traded financial services firm) and NII Holdings, Inc. (a publicly traded provider of mobile communication services in Brazil), and previously served as a director of Lawson Software until its sale in July 2011. In addition, from 2004 until 2007, he was also a director of Dobson Communications Corp. (a former publicly traded wireless services communications company that was acquired by AT&T Inc.) and from 2007 until 2009 he served as a director of MSC Software Corp. (a former publicly traded provider of integrated simulation solutions for designing and testing manufactured products that was acquired by Symphony Technology Group).

We believe that Mr. Schriesheim is qualified to serve as a director because of his extensive knowledge of the capital markets, experience with corporate financial capital structures, and long history of evaluating and structuring merger and acquisition transactions within the technology sector. Mr. Schriesheim also has significant experience, as a senior executive and director in both public and private companies in the technology sector, leading companies through major strategic and financial corporate transformations while doing business in the global marketplace. He also serves as a designated "audit committee financial expert" for Skyworks' Audit Committee.

All nine of our currently serving directors have been nominated for reelection to our Board of Directors to serve until the 2019 Annual Meeting of Stockholders and until their successors are elected and qualified or until their earlier resignation or removal. The table below summarizes the key qualifications and attributes relied upon by the Board of Directors in nominating our current directors for reelection. Marks indicate specific areas of focus or expertise relied on by the Board of Directors. The lack of a mark in a particular area does not necessarily signify a director's lack of qualification or experience in such area.

	Aldrich	Beebe	Furey	Griffin	Iyer	King	McGlade	McLachlan	Schriesheim
Skills and Experience									
Other Public Company Boards (Current)	2	2	0	1	2	2	1	0	2
Executive Leadership	■	■	■	■	■	■	■	■	■
Public Company CEO Experience	■			■		■	■		
Public Company CFO Experience	■				■			■	■
International Business	■	■	■	■	■	■	■	■	■
Finance	■	■	■	■	■	■	■	■	■
Public Financial Reporting	■			■	■	■	■	■	■
Audit Committee Financial Expert					■			■	■
Technology	■	■	■	■	■	■	■	■	■
Semiconductors	■			■	■	■			
Sales / Marketing		■	■	■					
Mergers and Acquisitions	■	■		■	■	■	■		■
Skyworks Board Tenure (in Years)	18	14	20	2	16	4	13	18	12
Demographic Background									
Age	61	59	59	51	61	68	57	79	57
Gender									
Male	■	■	■	■	■		■	■	■
Female						■			
Race / Ethnicity									
White / Caucasian	■	■	■	■		■	■	■	■
Asian, Hawaiian, or Pacific Islander					■				

In addition to the information presented above regarding each director's specific experience, qualifications, attributes and skills that led our Board of Directors to conclude that he or she should serve as a director, we also believe that each of our directors has a reputation for integrity, honesty and adherence to high ethical standards. They have each demonstrated business acumen, an ability to exercise sound judgment, and a commitment of service to Skyworks.

Corporate Governance

Board of Director Meetings

The Board of Directors met six (6) times during fiscal year 2017. During fiscal year 2017, each director attended at least 75% of the aggregate of the total number of meetings of the Board of Directors and the total number of meetings held by all committees of the Board of Directors on which he or she served. The Company's policy with respect to directors' attendance at the Annual Meeting is available on the Investor Relations portion of the Company's website at *http://www.skyworksinc.com* (see corporate governance guidelines). At the 2017 Annual Meeting, each director then in office was in attendance.

Director Independence

Each year, the Board of Directors reviews the relationships that each director has with the Company and with other parties. Only those directors who do not have any of the categorical relationships that preclude them from being independent within the meaning of the applicable Listing Rules of the Nasdaq Stock Market LLC (the "Nasdaq Rules") and who the Board of Directors affirmatively determines have no relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, are considered to be independent directors. The Board of Directors has reviewed a number of factors to evaluate the independence of each of its members. These factors include its members' current and historic relationships with the Company and its competitors, suppliers, and customers; their relationships with management and other directors; the relationships their current and former employers have with the Company; and the relationships between the Company and other companies of which a member of the Company's Board of Directors is a director or executive officer. After evaluating these factors, the Board of Directors has determined that a majority of the members of the Board of Directors, namely, Kevin L. Beebe, Timothy R. Furey, Balakrishnan S. Iyer, Christine King, David J. McLachlan, David P. McGlade, and Robert A. Schriesheim, do not have any relationships that would interfere with the exercise of independent judgment in carrying out their responsibilities as directors and that each such director is an independent director of the Company within the meaning of applicable Nasdaq Rules.

Corporate Governance Guidelines

The Board of Directors has adopted corporate governance practices to help fulfill its responsibilities to the stockholders in overseeing the work of management and the Company's business results. These guidelines are intended to ensure that the Board of Directors has the necessary authority and practices in place to review and evaluate the Company's business operations, as needed, and to make decisions that are independent of the Company's management. In addition, the guidelines are intended to align the interests of directors and management with those of the Company's stockholders. A copy of the Company's corporate governance guidelines is available on the Investor Relations portion of the Company's website at *http://www.skyworksinc.com*.

In accordance with these corporate governance guidelines, independent members of the Board of Directors of the Company met in executive session without management present four (4) times during fiscal year 2017. Mr. McLachlan, the Lead Independent Director, served as presiding director for these meetings.

Stockholder Communications

Our stockholders may communicate directly with the Board of Directors as a whole or to individual directors by letter addressed directly to such individual or individuals at the following address: c/o Skyworks Solutions, Inc., 20 Sylvan Road, Woburn, MA 01801. The Company will forward to each director to whom such communication is addressed, and to the Chairman of the Board in his capacity as representative of the entire Board of Directors, any mail received at the Company's corporate office to the address specified by such director and the Chairman of the Board.

Code of Ethics

We have adopted a written code of business conduct and ethics that applies to our directors, officers, and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. We make available our code of business conduct and ethics through our website at *http://www.skyworksinc.com*. We intend to disclose any amendments to, or waivers from, our code of business conduct and ethics that are required to be publicly disclosed by posting any such amendment or waivers on our website pursuant to SEC requirements and Nasdaq Rules.

Executive Officer and Director Stock Ownership Requirements

As described in detail below under "*Compensation Discussion and Analysis*," we have adopted Executive Officer and Director Stock Ownership programs that require our executive officers (including those Named Executive Officers who are still currently serving as executive officers) and non-employee directors to hold a significant equity interest in Skyworks with the objective of more closely aligning the interests of our executive officers and directors with those of our stockholders. All of our Named Executive Officers and directors have met the stock ownership guidelines as of the date hereof, with the exception of Mr. Sennesael (who has until the third anniversary of the date he assumed his current position to meet the stock ownership guidelines).

Board Leadership Structure

Our Board of Directors selects the Company's Chairman of the Board and Chief Executive Officer in the manner it determines to be in the best interests of the Company. In May 2014, our Board of Directors appointed Mr. Aldrich, who had previously served as the Company's President and Chief Executive Officer, to serve as Chairman of the Board and Chief Executive Officer, and in May 2016, our Board of Directors appointed Mr. Aldrich to serve as Chairman of the Board and Executive Chairman. At the time of Mr. Aldrich's appointment as Chairman of the Board in May 2014, our Board of Directors appointed Mr. McLachlan, the prior Chairman of the Board and an independent director within the meaning of applicable Nasdaq Rules (see above under "*Director Independence*"), as the Lead Independent Director. At the time of Mr. Aldrich's appointment as Executive Chairman in May 2016, our Board of Directors appointed Mr. Griffin to serve as President and Chief Executive Officer and elected Mr. Griffin to serve as a director. Mr. McLachlan's duties as Lead Independent Director, as set forth in our corporate governance guidelines, include the following:

- Presiding at all meetings of the Board of Directors at which the Chairman of the Board is not present, including executive sessions of the independent directors;
- Calling meetings of the independent directors, as he deems appropriate, and assuring that the independent directors meet independently at least twice each year;
- Providing leadership to the Board of Directors if circumstances arise in which the Chairman of the Board may be, or may be perceived to be, in conflict with the interests of the Company and its stockholders with regard to a particular matter;
- Facilitating communications and serving as a liaison, when necessary, between the independent directors and the Chairman of the Board and/or the Chief Executive Officer;
- Consulting with the Chairman of the Board in the preparation of the schedules, agendas, and information provided to the Board of Directors for each meeting, and ensuring that there is sufficient time at each meeting for discussion of all agenda items;
- Retaining independent advisors on behalf of the Board of Directors as the Board of Directors or the independent directors may deem necessary or appropriate; and
- Being available for consultation and direct communication upon the reasonable request of major stockholders.

The Board believes our current leadership structure is appropriate and that the duties of the Lead Independent Director appropriately and effectively complement the duties of the Chairman of the Board.

Committees of the Board of Directors

The Board of Directors has a standing Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee.

Audit Committee

We have established an Audit Committee consisting of the following individuals, each of whom the Board of Directors has determined is "independent" within the meaning of applicable Nasdaq Rules and meets the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"): Messrs. Schriesheim (Chairman), Beebe, Iyer, and McLachlan.

The primary responsibility of the Audit Committee is the oversight of the quality and integrity of the Company's financial statements, the Company's internal financial and accounting processes, and the independent audit process. Additionally, the Audit Committee has the responsibilities and authority necessary to comply with Rule 10A-3 under the Exchange Act. The Audit Committee meets privately with the independent registered public accounting firm, reviews their performance and independence from management, and has the sole authority to retain and dismiss the independent registered public accounting firm. These and other aspects of the Audit Committee's authority are more particularly described in the Company's Audit Committee Charter, which the Board of Directors adopted and is reviewed annually by the committee and is available on the Investor Relations portion of our website at *http://www.skyworksinc.com.*

The Audit Committee has adopted a formal policy concerning approval of audit and non-audit services to be provided to the Company by its independent registered public accounting firm, KPMG LLP. The policy requires that all services provided by KPMG LLP, including audit services and permitted audit-related and non-audit services, be preapproved by the Audit Committee. The Audit Committee preapproved all audit and non-audit services provided by KPMG LLP for fiscal year 2017. The Audit Committee met twelve (12) times during fiscal year 2017.

Audit Committee Financial Expert

The Board of Directors has determined that each of Messrs. Schriesheim (Chairman), Iyer, and McLachlan, meets the qualifications of an "audit committee financial expert" under SEC rules and the qualifications of "financial sophistication" under the applicable Nasdaq Rules, and qualifies as "independent" as defined under the applicable Nasdaq Rules. The Board of Directors has also determined that Ms. King and Mr. McGlade each would meet the qualifications of an "audit committee financial expert" under current SEC rules and the qualifications of "financial sophistication" under current Nasdaq Rules if appointed to serve on the audit committee in the future.

Compensation Committee

We have established a Compensation Committee consisting of the following individuals, each of whom the Board of Directors has determined is "independent" within the meaning of applicable Nasdaq Rules: Ms. King (Chairman) and Messrs. Beebe, Furey, and McGlade. The Compensation Committee met five (5) times during fiscal year 2017. The functions of the Compensation Committee include establishing the appropriate level of compensation, including short and long-term incentive compensation of the Chief Executive Officer, all other executive officers, and any other officers or employees who report directly to the Chief Executive Officer. The Compensation Committee also administers Skyworks' equity-based compensation plans. The Compensation Committee's authority to grant equity awards to the Company's executive officers may not be delegated to the Company's management or others. The Board of Directors has adopted a written charter for the Compensation Committee, and it is available on the Investor Relations portion of the Company's website at *http://www.skyworksinc.com.*

The Compensation Committee has engaged Aon/Radford Consulting ("Aon/Radford") to assist it in determining the components and amounts of executive compensation. The consultant reports directly to the Compensation Committee, through its Chairman, and the Compensation Committee retains the right to terminate or replace the consultant at any time.

The process and procedures followed by the Compensation Committee in considering and determining executive and director compensation are described below under "*Compensation Discussion and Analysis*."

Nominating and Corporate Governance Committee

We have established a Nominating and Corporate Governance Committee consisting of the following individuals, each of whom the Board of Directors has determined is "independent" within the meaning of applicable Nasdaq Rules: Messrs. Iyer (Chairman), Furey, McGlade, and McLachlan. The Nominating and Corporate Governance Committee met three (3) times during fiscal year 2017. The Nominating and Corporate Governance Committee is responsible for evaluating and recommending individuals for election or reelection to the Board of Directors and its committees, including any recommendations that may be submitted by stockholders, the annual self-evaluations of the Board of Directors and its committees, and the evaluation and recommendation of the corporate governance policies. These and other aspects of the Nominating and Corporate Governance Committee's authority are more particularly described in the Nominating and Corporate Governance Committee Charter, which the Board of Directors adopted and is available on the Investor Relations portion of the Company's website at *http://www.skyworksinc.com.*

Director Nomination Procedures

The Nominating and Corporate Governance Committee evaluates director candidates in the context of the overall composition and needs of the Board of Directors, with the objective of recommending a group that can best manage the business and affairs of the Company and represent the interests of the Company's stockholders using its diversity of experience. The committee seeks directors who possess certain minimum qualifications, including the following:

- A director must have substantial or significant business or professional experience or an understanding of technology, finance, marketing, financial reporting, international business, or other disciplines relevant to the business of the Company.
- A director (other than an employee-director) must be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Board of Directors or of a Board committee.
- The committee also considers the following qualities and skills, among others, in its selection of directors and as candidates for appointment to the committees of the Board of Directors:
    - economic, technical, scientific, academic, financial, accounting, legal, marketing, or other expertise applicable to the business of the Company;
    - leadership or substantial achievement in their particular fields;
    - demonstrated ability to exercise sound business judgment;
    - integrity and high moral and ethical character;
    - potential to contribute to the diversity of viewpoints, backgrounds, or experiences of the Board of Directors as a whole;
    - capacity and desire to represent the balanced, best interests of the Company as a whole and not primarily a special interest group or constituency;
    - ability to work well with others;
    - high degree of interest in the business of the Company;
    - dedication to the success of the Company;
    - commitment to the responsibilities of a director; and
    - international business or professional experience.

The committee does not have a formal policy with respect to diversity, but believes that our Board of Directors, taken as a whole, should embody a diverse set of skills, experiences, and backgrounds in order to better inform its decisions. The committee will also take into account the fact that a majority of the Board of Directors must meet the independence requirements of the applicable Nasdaq Rules. The Company expects that a director's existing and future commitments will not materially interfere with such director's obligations to the Company. For candidates who are incumbent directors, the committee considers each director's past attendance at meetings and participation in and contributions to the activities of the Board of Directors. The committee identifies candidates for director nominees in consultation with the Chief Executive Officer of the Company and the Chairman of the Board of Directors, through the use of search firms or other advisors or through such other methods as the committee deems to be helpful to identify candidates. Once candidates have been identified, the committee confirms that the candidates meet all of the minimum qualifications for director nominees set forth above through interviews, background checks, or any other means that the committee deems to be helpful in the evaluation process. The committee then meets to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the Board of Directors. Based on the results of the evaluation process, the committee recommends candidates for director nominees for election to the Board of Directors.

Stockholder Nominees

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders provided such stockholders follow the procedures set forth below. The committee does not intend to alter the manner in which it evaluates candidates, including the criteria set forth above, based on whether the candidate was recommended by a stockholder or otherwise. Stockholders who wish to nominate director candidates for election at the 2019 Annual Meeting, but who are not to be included in the Company's proxy materials pursuant to the proxy access provisions in our By-laws, may do so in accordance with the provisions of our By-laws by submitting a written recommendation to the Secretary of the Company at the address below no earlier than the close of business on January 9, 2019, and no later than the close of business on February 8, 2019. In the event that the 2019 Annual Meeting is held more than thirty (30) days before or after the first anniversary of the Company's 2018 Annual Meeting, then the required notice must be delivered in writing to the Secretary of the Company at the address below no earlier than 120 days prior to the date of the 2019 Annual Meeting and no later than the later of 90 days prior to the 2019 Annual Meeting or the 10th day following the day on which the public announcement of the date of the 2019 Annual Meeting is first made by the Company. For nominees for election to the Board of Directors proposed by stockholders to be considered, the recommendation for nomination must be in writing and must include the following information:

- name of the stockholder, whether an entity or an individual, making the recommendation;
- a written statement disclosing such stockholder's beneficial ownership of the Company's capital stock;
- name of the individual recommended for consideration as a director nominee;
- a written statement from the stockholder making the recommendation stating why such recommended candidate would be able to fulfill the duties of a director;
- a written statement from the stockholder making the recommendation stating how the recommended candidate meets the independence requirements established by the SEC and the applicable Nasdaq Rules;
- a written statement disclosing the recommended candidate's beneficial ownership of the Company's capital stock; and
- a written statement disclosing relationships between the recommended candidate and the Company that may constitute a conflict of interest.

A stockholder (or a group of up to twenty stockholders) who has owned at least three percent of the Company's outstanding shares of common stock continuously for at least three years, and has complied with the other requirements in the Company's By-laws, may nominate and include in the Company's proxy materials a number of director nominees up to the greater of two individuals or 20% of the Board of Directors. Written notice of a proxy access nomination for inclusion in our proxy statement for the 2019 Annual Meeting of Stockholders must be submitted to the Secretary of the Company at the address below no earlier than the open of business on December 10, 2018, and no later than the close of business on January 9, 2019. In the event that the 2019 Annual Meeting is held more than thirty (30) days before, or more than sixty (60) days after, the first anniversary of the Company's 2018 Annual Meeting, then the required notice must be delivered in writing to the Secretary of the Company at the address below no earlier than 150 days prior to the date of the 2019 Annual Meeting and no later than the later of 120 days prior to the 2019 Annual Meeting or the 10th day following the day on which the public announcement of the date of the 2019 Annual Meeting is first made by the Company.

Written notice of proxy access nominations and written recommendations for nomination may be sent to the General Counsel and Secretary of the Company via U.S. mail or expedited delivery service to Skyworks Solutions, Inc., 5221 California Avenue, Irvine, California 92617.

Role of the Board of Directors in Risk Oversight

Our Board of Directors oversees our risk management processes directly and through its committees. Our management team is responsible for risk management on a day-to-day basis. The role of our Board of Directors and its committees is to oversee the risk management activities of our management team. They fulfill this duty by discussing with management the policies and practices utilized by management in assessing and managing risks and providing input on those policies and practices. In general, our Board of Directors oversees risk management activities relating to business strategy, capital allocation, organizational structure, certain operational risks, and acquisitions; our Audit Committee oversees risk management activities related to financial controls and legal and compliance risks; our Compensation Committee oversees risk management activities relating to our compensation policies and practices as well as management succession planning; and our Nominating and Corporate Governance Committee oversees risk management activities relating to Board composition. Each committee reports to the Board of Directors on a regular basis, including reports with respect to the committee's risk oversight activities as appropriate. In addition, since risk issues often overlap, committees from time to time request that the Board of Directors discuss particular risks.

Our Compensation Committee does not believe that any risks arising from our employee compensation policies and practices are reasonably likely to have a material adverse effect on our company. Our Compensation Committee believes that any such risks are mitigated by:

- The multiple elements of our compensation packages, including base salary, our annual short-term incentive compensation plan and (for our executive officers and other key employees) equity awards that vest (or are issuable) over multiple years and are intended to motivate employees to take a long-term view of our business.
- The structure of our short-term incentive compensation plan (described in greater detail in this Proxy Statement under "*Compensation Discussion and Analysis*"), which is based on (i) a number of different financial and operating performance metrics to avoid employees placing undue emphasis on any particular performance metric at the expense of other aspects of our business, and (ii) performance targets that we believe are appropriately aggressive yet will not require undue risk-taking to achieve. Further, the structure of the short-term incentive compensation plan aids in driving sustained long-term financial performance as the goals and targets from the prior year's plan are significant factors used in determining goals for the current year's plan.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee of the Board of Directors currently consists of, and during fiscal year 2017 consisted of, Ms. King (Chairman) and Messrs. Beebe, Furey, and McGlade. No member of this committee was at any time during fiscal year 2017 an officer or employee of the Company, was formerly an officer of the Company or any of its subsidiaries, or had any employment relationship with the Company or any of its subsidiaries. No executive officer of the Company has served as a director or member of the compensation committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers served as a director of or member of the Compensation Committee.

Certain Relationships and Related Person Transactions

Other than compensation agreements and other arrangements described below under "*Information About Executive and Director Compensation*," since October 1, 2016, there has not been a transaction or series of related transactions to which the Company was or is a party involving an amount in excess of $120,000 and in which any director, executive officer, holder of more than five percent (5%) of any class of our voting securities, or any member of the immediate family of any of the foregoing persons, had or will have a direct or indirect material interest. In January 2008, the Board of Directors adopted a written related person transaction approval policy that sets forth the Company's policies and procedures for the review, approval or ratification of any transaction required to be reported in its filings with the SEC. The Company's policy with regard to related person transactions is that all related person transactions between the Company and any related person (as defined in Item 404 of Regulation S-K) or their affiliates, in which the amount involved is equal to or greater than $120,000, be reviewed by the Company's General Counsel and approved in advance by the Audit Committee. In addition, the Company's code of business conduct and ethics requires that employees discuss with the Company's Compliance Officer any significant relationship (or transaction) that might raise doubt about such employee's ability to act in the best interest of the Company.

Proposal 2: Ratification of Independent Registered Public Accounting Firm

The Audit Committee has selected KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2018 and has further directed that management submit the selection of the independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. KPMG LLP was the independent registered public accounting firm for the Company for fiscal year 2017, and has been the independent registered public accounting firm for the Company and its predecessor, Alpha Industries, Inc., since 1975. We are asking the stockholders to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2018.

Representatives of KPMG LLP are expected to attend the Annual Meeting. They will have an opportunity to make a statement if they desire to do so and will be available to respond to appropriate stockholder questions.

Stockholder ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm is not required by the Company's By-laws or other applicable legal requirements. However, the Audit Committee is submitting the selection of KPMG LLP to the stockholders for ratification as a matter of good corporate practice. The affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter at the Annual Meeting is required to approve the selection of KPMG LLP as the Company's independent registered public accounting firm. In the event stockholders fail to ratify the appointment, the Audit Committee may reconsider this appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the Company's and stockholders' best interests.

Audit Fees

KPMG LLP provided audit services to the Company consisting of the annual audit of the Company's 2017 consolidated financial statements contained in the Company's Annual Report on Form 10-K and reviews of the financial statements contained in the Company's Quarterly Reports on Form 10-Q for fiscal year 2017. The following table summarizes the fees of KPMG LLP billed to the Company for the last two fiscal years.

Fee Category	Fiscal Year 2017 ($)	% of Total (%)	Fiscal Year 2016 ($)	% of Total (%)
Audit Fees(1)	1,741,700	93.7	1,769,135	93.7
Audit-Related Fees	—	—	—	—
Tax Fees(2)	67,000	3.6	76,300	4.0
All Other Fees(3)	49,560	2.7	43,650	2.3
Total Fees	**1,858,260**	**100**	**1,889,085**	**100**

(1) Audit fees consist of fees for the audit of our annual financial statements, review of the interim financial statements included in our quarterly reports on Form 10-Q, statutory audits and related filings in various foreign locations and audit procedures related to acquisition activity during fiscal years 2017 and 2016. Fiscal year 2017 and 2016 audit fees included fees for services incurred in connection with rendering an opinion under Section 404 of the Sarbanes-Oxley Act.

(2) Tax fees consist of fees for tax compliance, tax advice and tax planning services. Tax compliance services, which primarily relate to the review of our U.S. tax returns and certain trade and customs forms, accounted for $57,000 and $72,500 of the total tax fees for fiscal years 2017 and 2016, respectively.

(3) All other fees for fiscal years 2017 and 2016 relate to fees incurred for conflict mineral reporting compliance and licenses to accounting and research software.

In 2003, the Audit Committee adopted a formal policy concerning approval of audit and non-audit services to be provided to the Company by its independent registered public accounting firm, KPMG LLP. The policy requires that all services provided by KPMG LLP, including audit services and permitted audit-related and non-audit services, be preapproved by the Audit Committee. The Audit Committee preapproved all audit and non-audit services provided by KPMG LLP during fiscal year 2017 and our fiscal year ended September 30, 2016 ("fiscal year 2016").

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "*FOR*"
THE RATIFICATION OF THE SELECTION OF KPMG LLP
AS THE INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2018**

Report of the Audit Committee

The Audit Committee of Skyworks' Board of Directors is responsible for providing independent, objective oversight of Skyworks' accounting functions and internal controls. The Audit Committee is composed of four directors, each of whom is independent within the meaning of applicable Nasdaq Rules and meets the criteria for independence set forth in Rule 10A-3(b)(1) under the Exchange Act. The Audit Committee operates under a written charter approved by the Board of Directors.

Management is responsible for the Company's internal control and financial reporting process. The Company's independent registered public accounting firm is responsible for performing an independent audit of Skyworks' consolidated financial statements in accordance with generally accepted auditing standards and for issuing a report concerning such financial statements. The Audit Committee's responsibility is to monitor and oversee these processes.

In connection with these responsibilities, the Audit Committee met with management and representatives of KPMG LLP, the Company's independent registered public accounting firm, and reviewed and discussed the audited financial statements for fiscal year 2017, results of the internal and external audit examinations, evaluations of the Company's internal controls, and the overall quality of Skyworks' financial reporting. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 1301, "Communications with Audit Committees," issued by the Public Company Accounting Oversight Board. In addition, the Audit Committee has received the written disclosures and the letter from its independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence and has discussed with the independent registered public accounting firm the independent registered public accounting firm's independence from the Company and its management, including the matters in the written disclosures and letter that were received by the committee from such firm.

Based upon the Audit Committee's review and discussions described above, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for fiscal year 2017, as filed with the SEC.

THE AUDIT COMMITTEE

Kevin L. Beebe
Balakrishnan S. Iyer
David J. McLachlan
Robert A. Schriesheim, Chairman

Proposal 3:
Advisory Vote on the Compensation of Our Named Executive Officers ("Say-on-Pay Vote")

We are providing our stockholders with the opportunity to vote to approve, on a non-binding basis, the compensation of our Named Executive Officers as described below under "*Information About Executive and Director Compensation*" pursuant to Section 14A of the Exchange Act. At our 2017 Annual Meeting of Stockholders, approximately 95% of the votes cast by our stockholders were in favor of the compensation of the Company's named executive officers as disclosed in the proxy statement delivered to our stockholders in connection with the 2017 Annual Meeting.

As we describe below under "*Compensation Discussion and Analysis*," our executive compensation program embodies a pay-for-performance philosophy that supports our business strategy and aligns the interests of our executives with our stockholders. In addition, our Board of Directors believes that the Company's financial performance over the last fiscal year demonstrates that our executive compensation program was designed appropriately and is working effectively to support long-term value creation.

Our Board of Directors is asking stockholders to approve a non-binding advisory vote on the following resolution:

> RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables, and any related material disclosed in this Proxy Statement.

As an advisory vote, this proposal is not binding and will not overrule any decision by the Company or the Board of Directors (or any committee thereof), nor will it create or imply any change or addition to the fiduciary duties of the Company or the Board of Directors (or any committee thereof). However, our Compensation Committee and Board of Directors value the opinions expressed by our stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for Named Executive Officers. The next non-binding say-on-pay vote is scheduled to be held at our 2019 Annual Meeting of Stockholders.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS BY VOTING "*FOR*" PROPOSAL 3

Information About Executive and Director Compensation

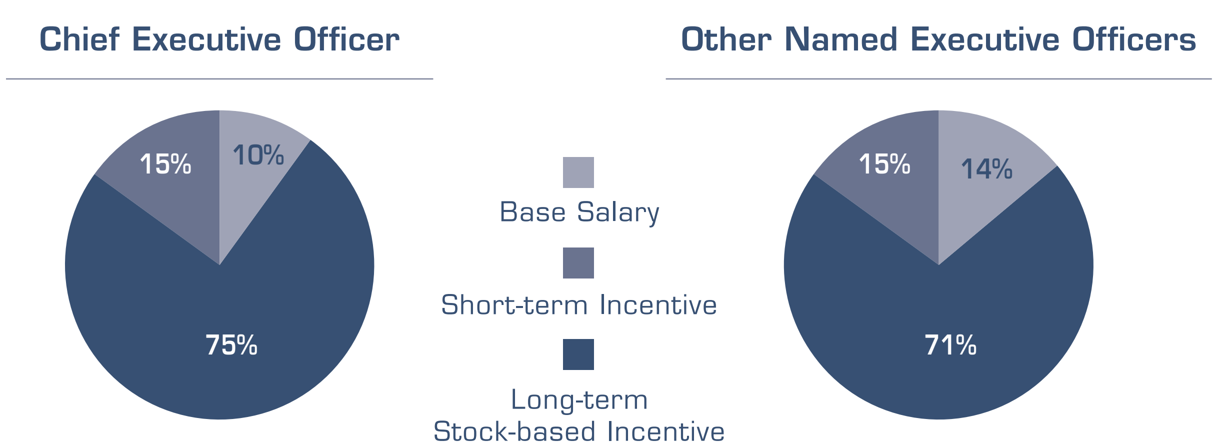
Summary and Highlights

Financial Performance

- For fiscal year 2017, we achieved record net revenue of approximately $3.7 billion, operating margin of approximately 34% on a GAAP basis (approximately 38% on a non-GAAP basis), and diluted earnings per share of $5.41 on a GAAP basis ($6.45 on a non-GAAP basis).[1]
- During fiscal year 2017, we returned approximately $647 million to shareholders through repurchasing 4.7 million shares of our common stock for $432 million and through payments of $215 million in cash dividends.
- Our ending cash and cash equivalents balance increased 49% to $1,617 million in fiscal year 2017 from $1,084 million in fiscal year 2016. This was the result of a 34% increase in cash from operations to $1,471 million in fiscal year 2017 due to higher net income and changes in working capital. In addition, during fiscal year 2017, we invested approximately $303 million in capital expenditures.
- Total stockholder return ("TSR") for the five-year period ending September 29, 2017, was 350%, compared to a weighted average TSR of 183% for the companies in the S&P 500 Semiconductors Index.

Compensation Program Alignment with Long-Term Interests of Stockholders

- We emphasize pay-for-performance and tie a significant amount of our Named Executive Officers' annual compensation to our performance in the form of incentive-based compensation, with the majority being in equity-based compensation. We believe that through the combination of our equity-based incentive compensation program and executive stock ownership guidelines, the interests of our executives are strongly aligned with those of our long-term stockholders—namely, increasing stockholder value over time.
- The charts below show the target total direct compensation mix for fiscal year 2017 for our Chief Executive Officer and the average for the other Named Executive Officers. The target total direct compensation mix for fiscal year 2017 reflects actual salary, target short-term incentive award, and the grant date fair value of stock option, performance share, and restricted stock unit awards.



1 Please see table on page 73 for a full reconciliation of non-GAAP results to GAAP results.

- We provide short-term incentive compensation to motivate executives to achieve key near-term (i.e., a year or less) financial and/or operational objectives. Based on the Company's performance under the revenue and non-GAAP operating margin goals established by the Compensation Committee, the total short-term incentive award payment to each of the Named Executive Officers for fiscal year 2017 was 93.6% of the target payment level for such Named Executive Officer.
- We provide longer-term equity-based compensation in the form of performance share awards, restricted stock unit awards, and stock options to incentivize our executive officers to achieve goals each year that we believe will result in significant increases in stockholder value over the longer term, thereby aligning their interests with those of our stockholders. Shares are received under performance share awards only upon satisfaction of "performance" and "continued employment" conditions (i.e., to receive all shares earned based on actual performance, the executive would typically need to remain employed for three years following the grant of a performance share award). Based on the Company's non-GAAP free cash flow growth achieved and TSR percentile ranking obtained during fiscal year 2017, each Named Executive Officer earned the "maximum" level of shares under the performance share awards granted in November 2016.
- The Compensation Committee of our Board of Directors, with assistance from its independent compensation consultant, annually reviews our executive compensation program to ensure that it is competitive with the companies in our industry with which we compete for executive talent. We generally target the median of our comparison group for our base salary and short-term incentive compensation levels. For fiscal year 2017, we granted equity-based incentive awards with a target incentive level at approximately the median of our comparison group, with the opportunity to earn above the target incentive levels based on performance. We feel that this level of executive compensation, with its emphasis on long-term results, alignment with stockholder interests, and long-term retention, enables us to attract and retain the executive talent necessary to meet our business objectives.

Corporate Governance and Compensation Best Practices

- As part of its commitment to strong corporate governance and best practices, our Compensation Committee has engaged an independent compensation consultant, Aon/Radford, to perform an annual comprehensive analysis of our executive compensation practices and pay levels, using analytical tools such as market data, tally sheets, compensation history, and walk-away analysis for each executive.
- We have adopted Executive Officer and Director Stock Ownership programs that require our executive officers and non-employee directors to hold a significant equity interest in the Company with the objective of more closely aligning the interests of our executive officers and directors with those of our stockholders.
- We prohibit our directors, officers, and employees from hedging or pledging their economic interests in Company securities and from engaging in any short-term, speculative securities transactions, including purchasing securities on margin, engaging in short sales, or buying or selling put or call options.
- Equity awards granted to our Named Executive Officers under the 2015 Long-Term Incentive Plan are not subject to automatic accelerated vesting solely upon a change in control of the Company.
- None of the Named Executive Officers is entitled to any future excise tax gross-up payment in connection with a change in control of the Company.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis section discusses the compensation policies and programs for our Chief Executive Officer, our Chief Financial Officer and our three next most highly paid executive officers during fiscal year 2017 as determined under the rules of the SEC. We refer to this group of executive officers as our "Named Executive Officers." For fiscal year 2017, our Named Executive Officers were:

- Liam K. Griffin, President and Chief Executive Officer;
- Kris Sennesael, Senior Vice President and Chief Financial Officer;
- David J. Aldrich, Executive Chairman;
- Carlos S. Bori, Senior Vice President, Sales and Marketing; and
- Peter L. Gammel, Chief Technology Officer.

Approach for Determining Form and Amounts of Compensation

The Compensation Committee, which is composed solely of independent directors within the meaning of applicable Nasdaq Rules, outside directors within the meaning of Section 162 of the Internal Revenue Code ("IRC"), and non-employee directors within the meaning of Rule 16b-3 under the Exchange Act, is responsible for determining all components and amounts of compensation to be paid to our Named Executive Officers, as well as any other executive officers or employees who report directly to the Chief Executive Officer. The Compensation Committee sets compensation for the Named Executive Officers, including base salary, short-term incentives, and long-term stock-based incentives, at levels generally intended to be competitive with the compensation of comparable executives in semiconductor companies with which the Company competes for executive talent.

Compensation Program Objectives

The objectives of our executive compensation program are to attract, retain and motivate highly qualified executives to operate our business, and to link the compensation of those executives to improvements in the Company's financial performance and increases in stockholder value. Accordingly, the Compensation Committee's goals in establishing our executive compensation program include:

- ensuring that our executive compensation program is competitive with a group of companies in the semiconductor industry with which we compete for executive talent;
- providing a base salary that serves as the foundation of a compensation package that attracts and retains the executive talent needed to achieve our business objectives;
- providing short-term variable compensation that motivates executives and rewards them for achieving Company financial performance targets;
- providing long-term stock-based compensation that aligns the interest of our executives with stockholders by rewarding them for long-term increases in stockholder value; and
- ensuring that our executive compensation program is perceived as fundamentally fair to all of our employees.

Retention of Compensation Consultant

The Compensation Committee has engaged Aon/Radford to assist in determining the components and amount of executive compensation. Aon/Radford reports directly to the Compensation Committee, through its chairman, and the Compensation Committee retains the right to terminate or replace the consultant at any time. The consultant advises the Compensation Committee on such compensation matters as are requested by the Compensation Committee. The Compensation Committee considers the consultant's advice on such matters in addition to any other information or factors it considers relevant in making its compensation determinations. In fiscal year 2017, Aon/Radford received $134,778 for survey data and compensation consulting services to the Compensation Committee.

The Compensation Committee has considered the relationships that Aon/Radford has with the Company, the members of the Compensation Committee and our executive officers, as well as the policies that Aon/Radford has in place to maintain its independence and objectivity, and has determined that Aon/Radford's work for the Compensation Committee has not raised any conflicts of interest. Company management has separately engaged Aon Risk Solutions, an affiliate of Aon/Radford, for risk management and insurance brokerage services. The Company paid $430,000 to Aon Risk Solutions in fiscal year 2017 for those services. The Company's management did not seek the Compensation Committee's approval for the engagement of Aon Risk Solutions.

Role of Chief Executive Officer

The Compensation Committee also considers the recommendations of the Chief Executive Officer regarding the compensation of the other Named Executive Officers and each of his other direct reports. These recommendations include an assessment of each individual's responsibilities, experience, performance and contribution to the Company's performance, and also generally take into account internal factors such as historical compensation and level in the organization, in addition to external factors such as the current environment for attracting and retaining executives.

Establishment of Comparator Group Data

In determining compensation for each of the Named Executive Officers, the committee utilizes "Comparator Group" data for each position. For fiscal year 2017, the Compensation Committee approved Comparator Group data consisting of a 50/50 blend of (i) Aon/Radford survey data of 20 semiconductor companies (where sufficient data was not available in the Aon/Radford semiconductor survey data for a given executive position, the Comparator Group data also included survey data regarding high-technology companies), and (ii) the "peer" group data for 12 publicly traded semiconductor companies with which the Company competes for executive talent:

*Analog Devices	*Maxim Integrated Products	*ON Semiconductor
*Applied Materials	*Microchip Technology	*Qorvo
*Broadcom Limited	*Micron Technology	*Texas Instruments
*Linear Technology	*NVIDIA	*Xilinx

Use of Comparator Group Data

The Compensation Committee annually compares the components and amounts of compensation that we provide to our Chief Executive Officer and other Named Executive Officers with the components and amounts of compensation provided to their counterparts in the Comparator Group and uses this comparison data as a guideline in its review and determination of base salaries, short-term incentives, and long-term stock-based compensation awards, as discussed in further detail below under "*Components of Compensation*." In addition, in setting fiscal year 2017 compensation, the Compensation Committee sought and received input from Aon/Radford regarding the base salaries for the Chief Executive Officer and each of the other executive officers, the incentive targets relating to the short-term incentive program for executive officers, and the individual stock-based compensation awards for executive officers, as well as the related vesting schedules.

After reviewing the data and considering the input, the Compensation Committee established (and the full Board of Directors was advised of) the base salary, short-term incentive target, and long-term stock-based compensation award for each Named Executive Officer. In establishing individual compensation, the Compensation Committee also considered the input of the Chief Executive Officer, as well as the individual experience and performance of each executive.

In determining the compensation of our Chief Executive Officer for fiscal year 2017, the Compensation Committee focused on (i) competitive levels of compensation for chief executive officers who are leading a company of similar size and complexity, (ii) the importance of retaining a chief executive officer with the strategic, financial, and leadership skills necessary to ensure our continued growth and success, (iii) our Chief Executive Officer's role relative to the other Named Executive Officers, (iv) input from the full Board of Directors on our Chief Executive Officer's performance, and (v) the length of our Chief Executive Officer's service to the Company. Aon/Radford advised the Compensation Committee that the base salary, annual performance targets, short-term incentive target opportunity, and equity-based compensation established by the Compensation Committee for fiscal year 2017 were competitive for chief executive officers leading companies of similar size and complexity in the semiconductor industry. Our Chief Executive Officer was not present during the voting or deliberations of the Compensation Committee concerning his compensation. As stated above, however, the Compensation Committee did consider the recommendations of the Chief Executive Officer regarding the compensation of the other Named Executive Officers and each of his other direct reports.

Response to Stockholder Vote on Executive Compensation at 2017 Annual Meeting

At our 2017 Annual Meeting of Stockholders, approximately 95% of the votes cast approved the compensation of the Company's named executive officers as disclosed in the proxy statement delivered to our stockholders in connection with the 2017 Annual Meeting. We understood this to mean that stockholders generally approved of our compensation policies and determinations in 2017. However, the Compensation Committee still undertook a review of our compensation policies and determinations following the 2017 Annual Meeting with the assistance of Aon/Radford. After this review and consideration of evolving best practices in executive compensation by public companies generally, upon the recommendation of the Compensation Committee, we determined not to make any significant changes to our executive compensation decisions and policies. The Compensation Committee periodically reviews the goals we would like to achieve through our executive compensation practices and explores ways to modify those practices to either achieve new goals or to enhance our ability to achieve existing goals.

Components of Compensation

The key elements of compensation for our Named Executive Officers are base salary, short-term incentives, long-term stock-based incentives, 401(k) plan retirement benefits, medical, dental, vision, life and disability insurance, and financial planning benefits. Consistent with our objective of ensuring that executive compensation is perceived as fair to all employees, the Named Executive Officers do not receive any retirement benefits beyond those generally available to our full-time employees, and we do not provide medical, dental, vision, or other insurance benefits to Named Executive Officers that are different from those offered to other full-time employees.

Base Salary

Base salaries provide our executive officers with a degree of financial certainty and stability. The Compensation Committee determines a competitive base salary for each executive officer using the Comparator Group data and input provided by Aon/Radford. Based on these factors, base salaries of the Named Executive Officers for fiscal year 2017 were generally targeted at the Comparator Group median, with consideration given to role, responsibility, performance and length of service. After taking these factors into account, the Compensation Committee elected not to increase the base salaries for Messrs. Aldrich, Griffin, and Sennesael for fiscal year 2017, noting that the base salaries of Messrs. Aldrich and Griffin had been established in May 2016 at the time of their appointments to their current positions and that the base salary of Mr. Sennesael had been established in August 2016 upon the commencement of his employment with the Company. The base salary for fiscal year 2017 for each remaining Named Executive Officer increased on average 6.4% from the Named Executive Officer's base salary in fiscal year 2016 as a result of market-based salary adjustments recommended by Aon/Radford, with increases ranging from 2.4% to 10.4%.

Short-Term Incentives

Our short-term incentive compensation plan for executive officers is established annually by the Compensation Committee. For fiscal year 2017, the Compensation Committee adopted the Fiscal Year 2017 Executive Incentive Plan (the "Incentive Plan"). The Incentive Plan established short-term incentive awards for fiscal year 2017 for certain officers of the Company, including the Named Executive Officers, based on the Company's achievement of certain corporate performance goals established for fiscal year 2017. Short-term incentive compensation is intended to motivate and reward executives by tying a significant portion of their total compensation to the Company's achievement of pre-established performance goals that are generally short-term (i.e., one year or less). Pursuant to the Incentive Plan, the Compensation Committee sets a range of short-term compensation that can be earned by each executive officer based on the Comparator Group data, which is expressed as a percentage of the executive officer's base salary and which corresponds to the level of achievement of the performance goals. The low end of that range, referred to as the "threshold" percentage, is equal to the amount of compensation payable to the executive if the level of achievement of each performance goal applicable to the executive was at the minimum set by the Compensation Committee to be eligible to receive a payment for that goal under the Incentive Plan (referred to as the "threshold" level). At the threshold payout level, the short-term compensation was designed to result in a payout less than the median short-term compensation of the Comparator Group. The middle of the range, referred to as the "target" percentage, is equal to the amount of short-term compensation payable to the executive if the level of achievement of each performance goal applicable to the executive met the expectations set by the Compensation Committee (referred to as the "target" level). Achievement of all performance goals at the "target" level would result in a short-term compensation payout equal to the "target" percentage, which is designed to be the median short-term compensation of the Comparator Group. The high end of the range, referred to as the "maximum" percentage, is equal to the amount of compensation payable to the executive if the level of achievement of each performance goal applicable to the executive reached the high-end target set by the Compensation Committee for such goal (referred to as the "maximum" level). Achievement of all performance goals at the "maximum" level would result in a short-term compensation payout at the "maximum" percentage, which is designed to be above the median short-term compensation of the Comparator Group. Absent an exercise of discretion by the Compensation Committee, the total short-term compensation paid to each executive would not exceed the "maximum" percentage and, in the event that the level of achievement of all performance goals was below the "threshold" level, no short-term compensation payment would be made to the executive. The following table shows the range of short-term compensation that each Named Executive Officer could earn in fiscal year 2017 as a percentage of such executive officer's annual base salary.

	Threshold	Target	Maximum
Chief Executive Officer and Executive Chairman	80%	160%	320%
Chief Financial Officer	45%	90%	180%
Other Executive Officers	35%	70%	140%

The actual total amount of short-term compensation payable to an executive depends on the level of achievement of each performance goal assigned to him. The Compensation Committee established performance goals for fiscal year 2017 based on achieving revenue and non-GAAP operating margin targets. Each of the performance goals was weighted equally (50% each) toward each Named Executive Officer's payment under the Incentive Plan. The non-GAAP operating margin performance goal is based on the Company's actual non-GAAP operating margin, which it calculates by excluding from GAAP operating income share-based compensation expense, acquisition-related expenses, amortization of intangibles, restructuring-related charges, and litigation settlement gains, losses, and expenses.

The Compensation Committee determines with respect to each performance goal the "threshold," "target," and "maximum" levels of achievement, which correspond to the matching descriptions set forth above. For Company performance goals, the levels of achievement will be consistent across the executives to which such goals apply.

Following the end of the fiscal year, the Compensation Committee determines the total amount of short-term compensation payable to each executive for such period by comparing the actual level of achievement of each performance goal assigned to such executive against the "threshold," "target," and "maximum" levels of achievement that it set for that performance goal. The Compensation Committee determines the amount of short-term compensation the executive is eligible to receive with respect to each performance goal as follows:

- If the level of achievement for that performance goal falls below the "threshold" level, then the executive will not earn any short-term compensation with respect to that performance goal (absent an exercise of discretion by the Compensation Committee).
- If the level of achievement for that performance goal is equal to the "threshold," "target," or "maximum" level, then the executive earns the product obtained by *multiplying* (i) the "threshold," "target," or "maximum" percentage, as applicable, *times* (ii) the executive's base salary during the fiscal year, *times* (iii) the weighting assigned to that performance goal.
- If the level of achievement for the performance goal falls in between either the "threshold" and "target" levels or the "target" and "maximum" levels, the executive would earn short-term compensation equal to the short-term compensation payable at the "threshold" or "target" level, respectively, *plus* a pro rata amount of the difference between the short-term compensation payable for that performance goal at, respectively, the "threshold" and "target" levels or the "target" and "maximum" levels.

- Absent an exercise of discretion by the Compensation Committee, if the level of achievement for the performance goal exceeds the "maximum" level, the executive will only earn the amount payable for achievement at the "maximum" level.

Each executive's short-term compensation under the Incentive Plan is calculated by evaluating achievement of each performance goal individually, determining the portion of the total eligible bonus earned with respect to each such performance goal, and totaling the resulting amounts.

The target level performance goals established by the Compensation Committee under the Incentive Plan are based on the Company's historical operating results and growth rates as well as the Company's expected future results and are designed to require significant effort and operational success on the part of our executives and the Company. The maximum level performance goals established by the Compensation Committee have historically been difficult to achieve and are designed to represent outstanding performance that the Compensation Committee believes should be rewarded. Typically, financial performance goals are set with the expectation that the "target" level will be higher than the consensus analyst estimates for the Company.

The Incentive Plan stipulated that all payouts to executives under the Incentive Plan were conditioned upon the Company achieving a nominal performance goal based on non-GAAP operating income (after accounting for any incentive award payments, including those to be made under the Incentive Plan). The nominal non-GAAP operating income performance goal is based on the Company's actual non-GAAP operating income, which it calculates in the manner described above with respect to non-GAAP operating margin. The Compensation Committee retains the discretion, based on the recommendation of the Chief Executive Officer, to make payments even if the threshold performance metrics are not met or to make payments in excess of the maximum level if the Company's performance exceeds the maximum metrics. The Compensation Committee believes it is appropriate to retain this discretion in order to make short-term compensation awards in extraordinary circumstances.

The Company's actual revenue and non-GAAP operating margin achieved in fiscal year 2017 resulted in a short-term compensation award for each Named Executive Officer equal to 93.6% of the Named Executive Officer's target payment level.

Long-Term Stock-Based Compensation

The Compensation Committee generally makes long-term stock-based compensation awards to executive officers on an annual basis. Long-term stock-based compensation awards are intended to align the interests of our executive officers with those of our stockholders, and to reward our executive officers for increases in stockholder value over long periods of time (i.e., greater than one year). It is the Company's practice to make stock-based compensation awards to executive officers in November of each year at a prescheduled Compensation Committee meeting. For fiscal year 2017, the Compensation Committee made awards to each of the Named Executive Officers on November 9, 2016, at a regularly scheduled Compensation Committee meeting. Stock options awarded to the Named Executive Officers at the meeting had an exercise price equal to the closing sale price on the meeting date of the Company's common stock on the Nasdaq Global Select Market.

In making annual stock-based compensation awards to executive officers for fiscal year 2017, the Compensation Committee first reviewed the Comparator Group data to determine the percentage of the total number of outstanding shares of stock that companies in the Comparator Group typically made for annual awards under employee equity compensation programs. The Compensation Committee then set the number of shares of the Company's common stock that would be made available for annual equity awards at approximately the median of the Comparator Group after its evaluation of the Company's business needs for the attraction and retention of executives and employees, internal and external circumstances impacting the Company and its employees, and proxy advisor (e.g., ISS) guidelines. The Compensation Committee then reviewed the Comparator Group competitive grant data by executive position. The Compensation Committee then used that data and the Comparator Group data to determine a dollar value equivalent for the long-term equity-based award for each executive officer. Twenty percent (20%) of that dollar equivalent value served as the basis for determining a number of stock options to award to the executive using an estimated Black-Scholes value, twenty percent (20%) of the dollar equivalent value served as the basis for determining a number of restricted stock units to award to the executive using the fair market value of the Company's common stock on the date of such award, and the remaining sixty percent (60%) of the dollar equivalent value served as the basis for determining a number of performance share awards ("PSAs") for the executive using the fair market value of the Company's common stock on the date of such award and an assumption that the Company would achieve the "target" level of performance required to earn the PSA. The Compensation Committee's rationale for awarding PSAs is to further align the executive's interest with those of the Company's stockholders by using equity awards that will vest only if the Company achieves pre-established performance metrics. A description of the PSAs, including the method by which they vest and the related performance metrics, is set forth below in the "*Grants of Plan-Based Awards Table*."

Other Compensation and Benefits

We provide other benefits to our executive officers that are intended to be part of a competitive overall compensation program and are not tied to any company performance criteria. Consistent with the Compensation Committee's goal of ensuring that executive compensation is perceived as fair to all stakeholders, the Company offers medical, dental, vision, life, and disability insurance plans to executive officers under the same terms as such benefits are offered to other employees. Additionally, executive officers are permitted to participate in the Company's 401(k) Savings and Investment Plan and Employee Stock Purchase Plan under the same terms as other employees. The Company does not provide executive officers with any enhanced retirement benefits (i.e., executive officers are subject to the same limits on contributions as other employees, as the Company does not offer any supplemental executive retirement plan or other similar non-qualified deferred compensation plan), and they are eligible for 401(k) company-match contributions under the same terms as other employees. In fiscal year 2017, the Company offered executives the opportunity to participate in financial planning services through The Ayco Company, L.P. ("Ayco"), at a cost of up to approximately $18,000 per executive paid by the Company. In fiscal year 2017, Mr. Aldrich is the only Named Executive Officer who received financial planning services through Ayco, and he elected to pay personally for such services.

In prior fiscal years certain executive officers were provided an opportunity to participate in the Company's Executive Compensation Plan (the "Executive Compensation Plan"), an unfunded, non-qualified deferred compensation plan, under which participants were allowed to defer a portion of their compensation. As a result of deferred compensation legislation under Section 409A of the IRC, which became effective on December 31, 2005, the Company no longer permits employees to make contributions to the plan. Upon retirement, as defined in the Executive Compensation Plan, or other separation from service, or, if so elected, upon any earlier change in control of the Company, a participant is entitled to a payment of his vested account balance, either in a single lump sum or in annual installments, as elected in advance by the participant. Although the Company had discretion to make additional contributions to the accounts of participants while the Executive Compensation Plan was active, it never did so. Mr. Aldrich is the only Named Executive Officer who participated in the Executive Compensation Plan while it was active.

Severance and Change-in-Control Benefits

None of our executive officers, including the Named Executive Officers, has an employment agreement that provides a specific term of employment with the Company. Accordingly, the employment of any such employee may be terminated at any time. We do provide certain benefits to our Named Executive Officers upon certain qualifying terminations of employment and in connection with terminations of employment under certain circumstances following a change in control. A description of the material terms of our severance and change-in-control arrangements with the Named Executive Officers can be found immediately below and further below under "*Potential Payments Upon Termination or Change in Control.*"

The Compensation Committee believes that severance protections can play a valuable role in recruiting and retaining superior talent. Severance and other termination benefits are an effective way to offer executives financial security to incent them to forego an opportunity with another company. These agreements also protect the Company as the Named Executive Officers are bound by restrictive non-compete and non-solicit covenants for up to two years after termination of employment. Outside of the change-in-control context, each Named Executive Officer is entitled to severance benefits if his employment is involuntarily terminated by the Company without cause and, in the case of the Executive Chairman and the Chief Executive Officer, if he terminates his own employment for good reason (as defined in each executive's respective agreement). In addition, the Executive Chairman is entitled to certain severance benefits upon the expiration of the term of his agreement. The Compensation Committee believes that this provision facilitates his retention with the Company. The level of each Named Executive Officer's cash severance or other termination benefit is generally tied to his annual base salary and short-term incentive amounts.

Additionally, each Named Executive Officer would receive enhanced severance benefits and accelerated vesting of equity awards if his employment were terminated under certain circumstances in connection with a change in control of the Company. These benefits are described in detail further below under "*Potential Payments Upon Termination or Change in Control.*" The Compensation Committee believes these enhanced severance benefits and accelerated vesting are appropriate because the occurrence, or potential occurrence, of a change-in-control transaction would likely create uncertainty regarding the continued employment of executive officers that typically occurs in a change-in-control context, and such severance benefits and accelerated vesting encourage the Named Executive Officers to remain employed with the Company through the change-in-control process and to focus on enhancing stockholder value both before and during the process. In addition, the vesting protection helps assure the Named Executive Officers that they will not lose the expected value of their equity awards because of a change in control of the Company.

Executive Officer Stock Ownership Requirements

We have adopted Executive Stock Ownership guidelines with the objective of more closely aligning the interests of our executive officers with those of our stockholders. Under the Executive Officer Ownership guidelines, our Executive Chairman and our Chief Executive Officer are each required to hold the *lower* of (a) the number of shares with a fair market value equal to six (6) times such executive's current base salary, or (b) 120,000 or 127,500 shares, respectively; our Senior Vice President and Chief Financial Officer and our Senior Vice President, Sales and Marketing, are each required to hold the *lower* of (a) the number of shares with a fair market value equal to two and one-half (2½) times such executive's current base salary, or (b) 26,600 or 25,200 shares, respectively; and our Chief Technology Officer is required to hold the *lower* of (a) the number of shares with a fair market value equal to two (2) times his current base salary, or (b) 19,500 shares. For purposes of the Executive Stock Ownership guidelines, the fair market value of the Company's common stock is the average closing price per share of the Company's common stock as reported on the Nasdaq Global Select Market (or if the common stock is not then traded on such market, such other market on which the common stock is traded) for the twelve (12) month period ending with the determination date. All of our Named Executive Officers are in compliance with the stock ownership guidelines as of the date hereof (with the exception of Mr. Sennesael, who has until the third anniversary of the date he assumed his current position to comply with the guidelines).

Compliance with Internal Revenue Code Section 162(m)

For fiscal year 2017, Section 162(m) of the IRC generally disallowed a tax deduction for compensation in excess of $1 million paid to our Chief Executive Officer and any of our three other most highly compensated executive officers, other than our Chief Financial Officer. Pursuant to tax legislation signed into law on December 22, 2017 (the "Tax Act"), for fiscal years beginning after December 31, 2017, the compensation of our Chief Financial Officer will also be subject to the deduction limitation. For fiscal years beginning on or before December 31, 2017, certain compensation, including qualified performance-based compensation, was not subject to the deduction limit if applicable requirements were met. Pursuant to the Tax Act, subject to certain transition rules, for fiscal years beginning after December 31, 2017, the performance-based compensation exception to the deduction limitations under Section 162(m) will no longer be available. As a result, with the exception of compensation grandfathered pursuant to the transition rules, for fiscal years beginning after December 31, 2017, all compensation in excess of $1 million paid to the specified executives will not be deductible. For the Company's fiscal year 2017 (which began before the Tax Act changes to Section 162(m) became effective), the Compensation Committee generally sought to structure the compensation of our executive officers in a manner that was intended to avoid disallowance of deductions under Section 162(m). However, the Compensation Committee reserved the right to use its judgment to authorize compensation payments to the Company's executives that were subject to the Section 162(m) deduction limit when the Compensation Committee believed such payments were appropriate and in the best interests of the Company and our stockholders.

Compensation Tables for Named Executive Officers

Summary Compensation Table

The following table summarizes compensation earned by, or awarded or paid to, our Named Executive Officers for fiscal year 2017, fiscal year 2016, and our fiscal year ended October 2, 2015 ("fiscal year 2015").

Name and Principal Position	Year	Salary ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	All Other Compensation ($)(3)	Total ($)
Liam K. Griffin	2017	850,000	5,336,603	1,230,158	1,273,055	12,042	8,701,858
President and	2016	660,404	3,465,060	2,591,488	—	11,751	6,728,703
Chief Executive Officer	2015	513,558	1,752,182	932,904	927,000	11,410	4,137,054
Kris Sennesael	2017	425,000	1,289,639	297,268	358,047	235,494	2,605,448
Senior Vice President and	2016	40,865	1,880,500	926,700	—	78	2,848,143
Chief Financial Officer							
David J. Aldrich	2017	800,000	4,802,995	1,107,130	1,198,170	16,493	7,924,788
Executive Chairman	2016	822,981	3,720,250	2,457,108	—	15,043	7,015,382
	2015	771,635	4,603,190	2,443,320	2,325,000	14,910	10,158,055
Carlos S. Bori(4)	2017	356,493	1,245,174	287,025	235,890	31,244	2,155,826
Senior Vice President,							
Sales and Marketing							
Peter L. Gammel	2017	389,065	978,287	225,523	255,547	73,367	1,921,789
Chief Technology Officer	2016	379,900	818,455	546,024	—	18,075	1,762,454
	2015	364,700	742,450	399,816	407,000	16,218	1,930,184

(1) The amounts in the Stock Awards and Option Awards columns represent the grant date fair values, computed in accordance with the provisions of FASB ASC Topic 718—Compensation—Stock Compensation ("ASC 718"), of stock options, PSAs, and RSUs granted during the applicable fiscal year, without regard to estimated forfeiture rates. For fiscal years 2015, 2016, and 2017, assuming the highest level of performance achievement with respect to the PSAs, the grant date fair values of the Stock Awards would be as follows: Mr. Griffin (FY 2015: $2,471,628; FY 2016: $4,483,740; FY 2017: $7,136,568), Mr. Sennesael (FY 2016: $1,880,500; FY 2017: $1,724,613), Mr. Aldrich (FY 2015: $6,493,260; FY 2016: $5,842,500; FY 2017: $6,422,983), Mr. Bori (FY 2017: $1,665,160), and Mr. Gammel (FY 2015: $1,047,300; FY 2016: $1,285,350; FY 2017: $1,308,264). For a description of the assumptions used in calculating the fair value of equity awards in 2017 under ASC 718, see Note 9 of the Company's financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on November 13, 2017.

(2) Reflects amounts paid to the Named Executive Officers pursuant to the executive incentive plan adopted by the Compensation Committee for each year indicated. For fiscal year 2015, the portion of the respective executive incentive plan attributable to Company performance above the "target" performance metric was paid in the form of unrestricted common stock of the Company as follows: Mr. Griffin ($463,500), Mr. Aldrich ($1,162,500), and Mr. Gammel ($203,500). The number of shares awarded in lieu of cash was based on the fair market value of the Company's common stock on November 9, 2015, which is the date that the payments under the fiscal year 2015 executive incentive plan were approved by the Compensation Committee.

(3) "All Other Compensation" includes the Company's contributions to the executive's 401(k) Plan account, the cost of group term life insurance premiums, relocation expenses, and dividend accruals on unvested shares of restricted stock (which became payable when the underlying shares vested). For fiscal year 2017, it specifically includes $223,290 and $58,809 in relocation expenses for Messrs. Sennesael and Gammel, respectively, and $19,250 in dividend accruals for Mr. Bori.

(4) Mr. Bori was not a named executive officer prior to fiscal year 2017.

Grants of Plan-Based Awards Table

The following table summarizes all grants of plan-based awards made to the Named Executive Officers in fiscal year 2017, including incentive awards payable under our Fiscal Year 2017 Executive Incentive Plan.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Stock Or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)(3)	(#)(4)	($/Sh) (5)	Awards ($)
Liam K. Griffin		680,000	1,360,000	2,720,000							
	11/9/2016				23,178	46,355	92,710				4,136,679(6)
	11/9/2016							15,451			1,199,925(7)
	11/9/2016								52,845	77.66	1,230,158(8)
Kris Sennesael		191,250	382,500	765,000							
	11/9/2016				5,601	11,202	22,404				999,656(6)
	11/9/2016							3,734			289,982(7)
	11/9/2016								12,770	77.66	297,268(8)
David J. Aldrich		640,000	1,280,000	2,560,000							
	11/9/2016				20,860	41,720	83,440				3,723,056(6)
	11/9/2016							13,906			1,079,940(7)
	11/9/2016								47,560	77.66	1,107,130(8)
Carlos S. Bori		126,000	252,000	504,000							
	11/9/2016				5,408	10,816	21,632				965,210(6)
	11/9/2016							3,605			279,964(7)
	11/9/2016								12,330	77.66	287,025(8)
Peter L. Gammel		136,500	273,000	546,000							
	11/9/2016				4,249	8,498	16,996				758,354(6)
	11/9/2016							2,832			219,933(7)
	11/9/2016								9,688	77.66	225,523(8)

(1) The amounts shown represent the potential value of awards earned under the Incentive Plan. The amounts actually paid to the Named Executive Officers under the Incentive Plan are shown above in the "*Summary Compensation Table*" under "*Non-Equity Incentive Plan Compensation.*" For a more complete description of the Incentive Plan, please see description above under "*Components of Compensation—Short-Term Incentives*."

(2) The amounts shown represent shares potentially issuable pursuant to PSAs granted on November 9, 2016, under the Company's Amended and Restated 2015 Long-Term Incentive Plan (the "FY17 PSAs"). The FY17 PSAs have both "performance" and "continued employment" conditions that must be met in order for the executive to receive shares underlying the award.

The "performance" condition guides the initial eligibility of the grantee to receive shares under the PSA and compares the non-GAAP free cash flow growth achieved (related to fifty percent (50%) of the shares underlying the award) and the total stockholder return, or TSR, percentile ranking achieved with respect to our peer group (related to the other fifty percent (50%) of the shares underlying the award) during the performance period against a range of pre-established targets. The peer group for purposes of the TSR percentile ranking metric includes each of the companies in the Comparator Group and excludes any such company that during fiscal year 2017 is acquired by or merged with (or enters into an agreement to be acquired by or merged with) another entity. The Compensation Committee determines the "threshold" or minimum level of performance that would be acceptable to the Company to justify a payout. The "maximum" level represents a best-case performance scenario. The middle of the range is referred to by the Company as the "target" level and represents the expected performance of the Company. The number of shares issuable under the FY17 PSAs corresponds to the level of achievement of the performance goals. The "target" number of shares is determined with reference to the competitive level of long-term equity compensation determined by the Compensation Committee in the manner described above. Performance at the "threshold" level results in an issuance of a number of shares equal to one-half (½) the "target" number of shares, and performance at the "maximum" level results in the issuance of a number of shares equal to two (2) times the "target" number of shares. Performance in between either the "threshold" and "target" levels or the "target" and "maximum" levels results in an issuance of a number of shares between the number of shares issuable under the FY17 PSAs at, respectively, the "threshold" and "target" levels or the "target" and "maximum" levels. The non-GAAP free cash flow growth performance goal is based on the Company's non-GAAP free cash flow, which it calculates by deducting capital expenditures from, and making certain other adjustments to, GAAP cash from operations.

The "continued employment" condition of the FY17 PSAs provides that, to the extent that the non-GAAP free cash flow growth and TSR percentile ranking performance metrics are met for the fiscal year, then twenty-five percent (25%) of the total shares for which the performance metric was met would be issuable to the executive on the first anniversary of the grant date, twenty-five percent (25%) of such shares would be issuable to the executive on the second anniversary of the grant date, and the remaining fifty percent (50%) of such shares would be issuable to the executive on the third anniversary of the grant date, provided that the executive remains employed by the Company through each such vesting date. In the event of termination by reason of death or permanent disability, the holder of an FY17 PSA (or his estate) would receive any shares that would have been issuable thereunder during the remaining term of the award (i.e., earned but unissued shares).

(3) Represents shares underlying RSU awards granted under the Company's 2015 Long-Term Incentive Plan. The RSU award vests over four years at a rate of twenty-five percent (25%) per year commencing one year after the date of grant and on each subsequent anniversary of the grant date for the following three years, provided the executive remains employed by the Company through each such vesting date.

(4) The options vest over four years at a rate of twenty-five percent (25%) per year commencing one year after the date of grant and on each subsequent anniversary of the grant date for the following three years, provided the executive remains employed by the Company through each such vesting date. Options may not be exercised more than three months after the executive ceases to be employed by the Company, except in the event of certain qualifying terminations of employment, including by reason of death or permanent disability, in which event the option may be exercised for specific periods following the termination of employment (but in no case shall the period of exercisability be extended beyond the expiration of the option's maximum term).

(5) Stock options awarded to executive officers have an exercise price equal to the closing price of the Company's common stock on the grant date.

(6) Reflects the grant date fair value of the FY17 PSAs, computed in accordance with the provisions of ASC 718, using (a) a Monte Carlo simulation (which weights the probability of multiple potential outcomes) to value the portion of the award related to TSR percentile ranking, and (b) a price of $77.66 per share, which was the closing sale price of the Company's common stock on the Nasdaq Global Select Market on November 9, 2016, to value the portion of the award related to non-GAAP free cash flow growth, assuming performance at the "target" level. For a description of the assumptions used in calculating the fair value of equity awards granted in fiscal year 2017 under ASC 718, see Note 9 of the Company's financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on November 13, 2017.

(7) Reflects the grant date fair value of the RSUs granted on November 9, 2016, computed in accordance with the provisions of ASC 718 using a price of $77.66 per share, which was the closing price of the Company's common stock on the Nasdaq Global Select Market on November 9, 2016.

(8) Reflects the grant date fair value of the stock options granted on November 9, 2016, computed in accordance with the provisions of ASC 718 using the Black-Scholes model of option valuation. The actual value, if any, the executive may realize will depend on the excess of the stock price over the exercise price on the date the option is exercised. For a description of the assumptions used in calculating the fair value of equity awards granted in fiscal year 2017 under ASC 718, see Note 9 of the Company's financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on November 13, 2017.

Outstanding Equity Awards at Fiscal Year End Table

The following table summarizes the unvested stock awards and all stock options held by the Named Executive Officers as of the end of fiscal year 2017.

	Option Awards				Stock Awards	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested ($)(1)
Liam K. Griffin	0	16,250(2)	25.25	11/7/2020	23,600(7)	2,404,840
	0	21,000(3)	60.97	11/10/2021	6,642(8)	676,820
	10,750	32,250(4)	84.89	11/9/2022	92,710(9)	9,447,149
	0	54,750(5)	64.59	5/11/2023	8,750(10)	891,625
	0	52,845(6)	77.66	11/9/2023	19,500(11)	1,987,050
					15,451(12)	1,574,457
Kris Sennesael	10,000	30,000(13)	75.22	8/29/2023	22,404(9)	2,282,968
	0	12,770(6)	77.66	11/9/2023	18,750(14)	1,910,625
					3,734(12)	380,495
David J. Aldrich	7,784	0	20.02	11/8/2019	62,000(7)	6,317,800
	85,715	35,000(2)	25.25	11/7/2020	13,837(8)	1,409,990
	55,000	55,000(3)	60.97	11/10/2021	83,440(9)	8,502,536
	22,500	67,500(4)	84.89	11/9/2022	13,906(12)	1,417,021
	0	47,560(6)	77.66	11/9/2023		
Carlos S. Bori	0	2,000(2)	25.25	11/7/2020	4,500(7)	458,550
	350	3,000(3)	60.97	11/10/2021	684(8)	69,700
	1,298	3,893(4)	84.89	11/9/2022	21,632(9)	2,204,301
	0	12,330(6)	77.66	11/9/2023	3,605(12)	367,350
Peter L. Gammel	500	0	24.32	6/10/2018	10,000(7)	1,019,000
	2,500	0	19.08	11/10/2018	3,043(8)	310,082
	4,800	0	20.02	11/8/2019	16,996(9)	1,731,892
	12,500	6,250(2)	25.25	11/7/2020	2,832(12)	288,581
	9,000	9,000(3)	60.97	11/10/2021		
	5,000	15,000(4)	84.89	11/9/2022		
	0	9,688(6)	77.66	11/9/2023		

(1) Reflects a price of $101.90 per share, which was the closing sale price of the Company's common stock on the Nasdaq Global Select Market on September 29, 2017.

(2) These options were granted on November 7, 2013, and vested at a rate of twenty-five percent (25%) per year on each anniversary of the grant date until they became fully vested on November 7, 2017.

(3) These options were granted on November 10, 2014, and vest at a rate of twenty-five percent (25%) per year on each anniversary of the grant date through November 10, 2018.

(4) These options were granted on November 9, 2015, and vest at a rate of twenty-five percent (25%) per year on each anniversary of the grant date through November 9, 2019.

(5) These options were granted on May 11, 2016, and vest at a rate of twenty-five percent (25%) per year on each anniversary of the grant date through May 11, 2020.

(6) These options were granted on November 9, 2016, and vest at a rate of twenty-five percent (25%) per year on each anniversary of the grant date through November 9, 2020.

(7) Represents shares issuable under the PSAs granted on November 10, 2014, under the Company's Amended and Restated 2005 Long-Term Incentive Plan (the "FY15 PSAs"). Twenty-five percent (25%) of the shares earned under the FY15 PSAs were issued on each of November 10, 2015, and November 10, 2016, and the remaining fifty percent (50%) of the shares earned were issued on November 10, 2017.

(8) Represents shares issuable under the PSAs granted on November 9, 2015, under the Company's Amended and Restated 2015 Long-Term Incentive Plan (the "FY16 PSAs"). Twenty-five percent (25%) of the shares earned under the FY16 PSAs were issued on each of November 9, 2016, and November 9, 2017, and the remaining fifty percent (50%) of the shares earned will be issued on November 9, 2018, provided the executive meets the continued employment condition.

(9) Represents shares issuable under the FY17 PSAs (awarded on November 9, 2016, as described in footnote 2 of the "*Grants of Plan-Based Awards Table*" above). With respect to the FY17 PSAs, the Company achieved the "maximum" level of performance and, accordingly, on November 9, 2017, the Company issued twenty-five percent (25%) of the number of shares earned by each executive under his FY17 PSA. Twenty-five percent (25%) of the shares earned under the FY17 PSAs will be issued on November 9, 2018, and the remaining fifty percent (50%) of the shares earned will be issued on November 9, 2019, provided, in each case, that the executive meets the continued employment condition.

(10) Represents shares issuable under an RSU award granted on May 6, 2014, under the Company's Amended and Restated 2005 Long-Term Incentive Plan. The RSU award vests at a rate of twenty-five percent (25%) per year on each anniversary of the grant date through May 6, 2018.

(11) Represents shares issuable under an RSU award granted on May 11, 2016, under the Company's 2015 Long-Term Incentive Plan. The RSU award vests at a rate of twenty-five percent (25%) per year on each anniversary of the grant date through May 11, 2020.

(12) Represents shares issuable under an RSU award granted on November 9, 2016, under the Company's 2015 Long-Term Incentive Plan. The RSU award vests at a rate of twenty-five percent (25%) per year on each anniversary of the grant date through November 9, 2020.

(13) These options were granted on August 29, 2016, and vest at a rate of twenty-five percent (25%) per year on each anniversary of the grant date through August 29, 2020.

(14) Represents shares issuable under an RSU award granted on August 29, 2016, under the Company's 2015 Long-Term Incentive Plan. The RSU award vests at a rate of twenty-five percent (25%) per year on each anniversary of the grant date through August 29, 2020.

Option Exercises and Stock Vested Table

The following table summarizes the Named Executive Officers' option exercises and stock award vesting during fiscal year 2017.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(2)
Liam K. Griffin	114,250	6,011,579	73,264	6,017,127
Kris Sennesael	—	—	6,250	634,500
David J. Aldrich	55,000	4,186,869	125,612	9,662,978
Carlos S. Bori	6,650	411,315	15,478	1,319,324
Peter L. Gammel	—	—	23,014	1,771,377

(1) The value realized on exercise is based on the amount by which the market price of a share of the Company's common stock on the dates of exercise exceeded the applicable exercise price per share of the exercised option.

(2) The value realized upon vesting is determined by multiplying (a) the number of shares underlying the stock awards that vested, by (b) the closing price of the Company's common stock on the Nasdaq Global Select Market on the applicable vesting date.

Nonqualified Deferred Compensation Table

As described above under "*Components of Compensation—Other Compensation and Benefits*," Mr. Aldrich is the only Named Executive Officer who participated in the Executive Compensation Plan while it was active, and he elected to be paid his aggregate account balance under the plan in a single lump sum upon his future retirement or other separation from service. Mr. Aldrich's contributions are credited with earnings/losses based upon the performance of the investments he selects.

The following table summarizes Mr. Aldrich's aggregate earnings and aggregate account balance under the Executive Compensation Plan in fiscal year 2017. In fiscal year 2017, there were no withdrawals by or distributions to Mr. Aldrich.

Name	Aggregate Earnings in Last Fiscal Year ($)	Aggregate Balance at Last Fiscal Year-End ($)(1)
David J. Aldrich	230,206	1,481,082

(1) Balance as of September 29, 2017. This amount consists of Mr. Aldrich's individual contributions and the return/(loss) generated from the investment of those contributions. The full amount of Mr. Aldrich's individual contributions was previously reported as compensation to Mr. Aldrich in the Summary Compensation Tables of the fiscal years in which such contributions were made.

Potential Payments Upon Termination or Change in Control

Mr. Aldrich

On May 11, 2016, in connection with the transition of Mr. Aldrich from Chief Executive Officer to Executive Chairman of the Company, the Company entered into a second amended and restated Change of Control / Severance Agreement with Mr. Aldrich (the "Aldrich Agreement"). The Aldrich Agreement sets out severance benefits that become payable if, while employed by the Company, other than following a change of control, Mr. Aldrich either (i) is terminated without cause, or (ii) terminates his employment for good reason. The severance benefits provided to Mr. Aldrich under either of these circumstances would consist of: (i) a lump-sum payment equal to two (2) times the sum of (A) his then-current annual base salary immediately prior to such termination and (B) the Bonus Amount (as defined below), and (ii) full acceleration of the vesting of all of Mr. Aldrich's outstanding stock options, which stock options would become exercisable for a period of two (2) years after the termination date (but not beyond the expiration of their respective maximum terms), full acceleration of the vesting of all outstanding restricted stock awards, and the right to receive the number of performance shares under outstanding PSAs that he would have earned had he remained employed through the end of the applicable performance period. The Bonus Amount is an amount equal to the greater of (x) the average of the short-term cash incentive awards received for the three (3) years prior to the year in which the termination occurs, and (y) the target annual short-term cash incentive award for the year in which the termination occurs.

The Aldrich Agreement also sets out severance benefits that become payable if (i) within two (2) years after a change of control, Mr. Aldrich's employment is either (A) terminated by the Company without cause, or (B) terminated by him for good reason, or (ii) the term of the Aldrich Agreement expires within ninety (90) days following a change of control. The severance benefits provided to Mr. Aldrich in such circumstances would consist of: (i) a lump-sum payment equal to two and one-half (2½) times the sum of (A) his annual base salary immediately prior to the change of control, and (B) the CIC Bonus Amount (as defined below); (ii) Mr. Aldrich's then-outstanding stock options would become exercisable for a period of thirty (30) months after the termination date (but not beyond the expiration of their respective maximum terms); and (iii) provided he is eligible for and timely elects to continue receiving group medical coverage, certain COBRA continuation for him and his eligible dependents ("COBRA continuation") for a period of eighteen (18) months after the termination. Additionally, except as may otherwise be provided in an award agreement documenting an award made under the Company's 2015 Long-Term Incentive Plan with respect to a change in control (as that term is defined in the 2015 Long-Term Incentive Plan), in the event of a change of control, the Aldrich Agreement provides for full acceleration of the vesting of all of Mr. Aldrich's then-outstanding stock options and restricted stock awards and partial acceleration of any outstanding PSAs. The CIC Bonus Amount is an amount equal to the greater of (x) the average of the annual short-term cash incentive awards received for the three (3) years prior to the year in which the change of control occurs and (y) the target annual short-term cash incentive award for the year in which the change of control occurs.

The Aldrich Agreement also sets out the benefits that become payable upon the earlier of the expiration of the term of the Aldrich Agreement (including an early expiration of the term by mutual agreement of the Company and Mr. Aldrich) or Mr. Aldrich's death or disability. The benefits provided to Mr. Aldrich under these circumstances would consist of: (i) a lump-sum payment equal to one (1) times the sum of (A) his then-current annual base salary and (B) the Bonus Amount; (ii) full acceleration of the vesting of all of Mr. Aldrich's outstanding stock options, which stock options would become exercisable for a period of two (2) years after the termination date (but not beyond the expiration of their respective maximum terms), full acceleration of the vesting of all outstanding restricted stock awards, and the right to receive the number of performance shares under outstanding PSAs that he would have earned had he remained employed through the end of the applicable performance period (provided that such acceleration shall only apply to a prorated portion of any awards granted to Mr. Aldrich in the final fiscal year of the term of the Aldrich Agreement, based on the number of days he performed services for the Company in such fiscal year); (iii) COBRA continuation for a period of eighteen (18) months after the termination; and (iv) a lump-sum payment of his annual short-term incentive award for the fiscal year in which termination occurs, based on the achievement of any and all applicable performance milestones determined by the Board of Directors in accordance with the terms of the applicable executive bonus plan and prorated based on the number of days he performed services for the Company in such fiscal year.

The Aldrich Agreement sets Mr. Aldrich's annual base salary at $800,000. Mr. Aldrich will be eligible to participate in any fiscal year executive incentive plan adopted by the Company during the term of the agreement. His annual cash bonus opportunity (i) under the Fiscal Year 2016 Incentive Plan remained in effect for fiscal year 2016, and (ii) under any executive bonus plan adopted by the Company for any other fiscal year during the term of the Aldrich Agreement shall be the same as the annual cash bonus opportunity for the Company's then-Chief Executive Officer. The Aldrich Agreement also provides that Mr. Aldrich will be eligible to receive an annual award of stock options and PSAs in each fiscal year during the term of the Aldrich Agreement at the same time as annual equity awards are made to the Company's executives, in each case, in such amount as is equal to 90% of any such award made by the Company to the Company's then-Chief Executive Officer.

The Aldrich Agreement has an initial term that lasts until the date on which the Company's 2018 annual meeting of stockholders occurs and that automatically extends until the date on which the Company's 2019 annual meeting of stockholders occurs, unless either the Company or Mr. Aldrich timely provides a notice of non-renewal to the other. The Aldrich Agreement is intended to be compliant with Section 409A of the IRC. Additionally, the Aldrich Agreement requires Mr. Aldrich to sign a release of claims in favor of the Company before he is eligible to receive any benefits under the agreement, and contains non-compete and non-solicitation provisions applicable to him while he is employed by the Company and for a period of twenty-four (24) months following the termination of his employment.

Additionally, award agreements for any equity awards granted to Mr. Aldrich under the Company's 2015 Long-Term Incentive Plan, which became effective on May 18, 2015, provide that, notwithstanding the provision in the Aldrich Agreement providing that his equity awards would vest automatically upon a change of control of the Company, such new equity awards shall instead be governed by the terms of the 2015 Long-Term Incentive Plan, which does not provide for automatic accelerated vesting of outstanding equity awards solely upon a change of control.

On February 8, 2018, Mr. Aldrich informed the Company that he would not extend his term as Executive Chairman beyond the initial two-year period provided for in the Aldrich Agreement. Accordingly, on May 9, 2018, the date of the Annual Meeting, Mr. Aldrich's tenure as Skyworks' Executive Chairman will end, with the terms of the Aldrich Agreement governing the cessation of his employment. Mr. Aldrich continues to serve as the Chairman of the Board and, as noted above, is standing for reelection as a director at the Annual Meeting.

The terms "change of control," "cause," and "good reason" are each defined in the Aldrich Agreement. Change of control means, in summary: (i) the acquisition by a person or a group of 40% or more of the outstanding stock of the Company; (ii) a change, without approval by the Board of Directors, of a majority of the Board of Directors of the Company; (iii) the acquisition of the Company by means of a reorganization, merger, consolidation, or asset sale; or (iv) stockholder approval of a liquidation or dissolution of the Company. Cause means, in summary: (i) deliberate dishonesty that is significantly detrimental to the best interests of the Company; (ii) conduct constituting an act of moral turpitude; (iii) willful disloyalty or insubordination; or (iv) incompetent performance or substantial or continuing inattention to or neglect of duties. Good reason means, in summary: (i) a material diminution in his base salary, authority, duties, or responsibilities; (ii) a requirement that Mr. Aldrich report to a corporate officer or employee instead of reporting directly to the Board of Directors; (iii) a material change in his office location; or (iv) any action or inaction constituting a material breach by the Company of the terms of the agreement.

Mr. Griffin

On May 11, 2016, in connection with the appointment of Mr. Griffin as Chief Executive Officer, the Company entered into an amended and restated Change in Control / Severance Agreement with Mr. Griffin (the "Griffin Agreement"). The Griffin Agreement sets out severance benefits that become payable if, while employed by the Company, other than following a change in control, Mr. Griffin either (i) is terminated without cause, or (ii) terminates his employment for good reason. The severance benefits provided to Mr. Griffin under either of these circumstances would consist of: (i) a lump-sum payment equal to two (2) times the sum of (A) his then-current annual base salary immediately prior to such termination and (B) the Bonus Amount; (ii) full acceleration of the vesting of all of Mr. Griffin's outstanding stock options, which stock options would become exercisable for a period of two (2) years after the termination date (but not beyond the expiration of their respective maximum terms), full acceleration of the vesting of all outstanding restricted stock awards, and the right to receive the number of performance shares under outstanding PSAs that are earned but unissued and that he would have earned had he remained employed through the end of the applicable performance period; and (iii) COBRA continuation for up to fifteen (15) months after the termination date.

The Griffin Agreement also sets out severance benefits that become payable if, within the period of time commencing three (3) months prior to and ending two (2) years following a change in control, Mr. Griffin's employment is either (i) terminated by the Company without cause, or (ii) terminated by him for good reason (a "Qualifying Termination"). The severance benefits provided to Mr. Griffin in such circumstances would consist of the following: (i) a lump-sum payment equal to two and one-half (2½) times the sum of (A) his annual base salary immediately prior to the change in control, and (B) the CIC Bonus Amount; (ii) all of Mr. Griffin's then-outstanding stock options would become exercisable for a period of thirty (30) months after the termination date (but not beyond the expiration of their respective maximum terms); and (iii) COBRA continuation for up to eighteen (18) months after the termination date.

The Griffin Agreement also provides that in the event of a Qualifying Termination, Mr. Griffin is entitled to full acceleration of the vesting of all of his outstanding equity awards (including stock options, restricted stock awards, RSU awards, and all earned but unissued performance-based equity awards) granted after January 22, 2015. At the time of a change in control, all such outstanding equity awards would continue to be subject to the same time-based vesting schedule to which the awards were subject prior to the change in control (including performance-based equity awards that are deemed earned at the time of the change in control as described below). For performance-based equity awards where the change in control occurs prior to the end of the performance period, such awards would be deemed earned as to the greater of (i) the target level of shares for such awards, or (ii) the number of shares that would have been earned pursuant to the terms of such awards based upon performance up through and including the day prior to the date of the change in control. In the event that the successor or surviving company does not agree to assume, or to substitute for, such outstanding equity awards on substantially similar terms with substantially equivalent economic benefits as exist for such award immediately prior to the change in control, then such awards would accelerate in full as of the change in control.

The Griffin Agreement also provides that all outstanding equity awards held by Mr. Griffin on January 22, 2015, that were granted under the Company's Amended and Restated 2005 Long-Term Incentive Plan will continue, following January 22, 2015, to be governed by the terms of the 2005 Long-Term Incentive Plan and the applicable award agreements thereunder, which terms include automatic accelerated vesting upon a change in control event; provided, however, that for purposes of these awards, a "change in control event" will be deemed to have occurred in the event of a change in control as defined in the Griffin Agreement.

In the event of Mr. Griffin's death or permanent disability (within the meaning of Section 22(e)(3) of the IRC), the Griffin Agreement provides for full acceleration of the vesting of all then-outstanding equity awards subject to time-based vesting (including stock options, restricted stock awards, RSU awards, and all performance-based equity awards where the performance period has ended and the shares are earned but unissued). The Griffin Agreement also provides that if Mr. Griffin's death or permanent disability occurs prior to the end of the performance period of a performance-based equity award, each such award would be deemed earned as to the greater of (i) the target level of shares for such award, or (ii) the number of shares that would have been earned pursuant to the terms of such award had he remained employed through the end of the performance period, and such earned shares would become vested and issuable to him after the performance period ends. In addition, all outstanding stock options would be exercisable for a period of twelve (12) months following the termination of employment (but not beyond the expiration of their respective maximum terms).

The Griffin Agreement is intended to be exempt from or compliant with Section 409A of the IRC and has an initial two (2) year term from May 11, 2016, and thereafter renews automatically on an annual basis for up to five (5) additional years unless either the Company or Mr. Griffin timely provides a notice of non-renewal to the other prior to the end of the then-current term. The payments due to Mr. Griffin under the Griffin Agreement are subject to potential reduction in the event that such payments would otherwise become subject to excise tax incurred under Section 4999 of the IRC, if such reduction would result in his retaining a larger amount, on an after-tax basis, than if he had received all of the payments due.

Additionally, the Griffin Agreement requires that Mr. Griffin sign a release of claims in favor of the Company before he is eligible to receive any benefits under the Griffin Agreement and contains a non-solicitation provision applicable to Mr. Griffin while he is employed by the Company and for twelve (12) months following the termination of his employment.

The terms "change in control," "cause," and "good reason" are each defined in the Griffin Agreement. Change in control means, in summary: (i) the acquisition by a person or a group of 40% or more of the outstanding stock of the Company; (ii) a change, without approval by the Board of Directors, of a majority of the Board of Directors of the Company; (iii) the acquisition of the Company by means of a reorganization, merger, consolidation, or asset sale; or (iv) stockholder approval of a liquidation or dissolution of the Company. Cause means, in summary: (i) deliberate dishonesty that is significantly detrimental to the best interests of the Company; (ii) conduct constituting an act of moral turpitude; (iii) willful disloyalty or insubordination; or (iv) incompetent performance or substantial or continuing inattention to or neglect of duties. Good reason means, in summary: (i) a material diminution in his base compensation, authority, duties, responsibilities, or budget over which he retains authority; (ii) a requirement that Mr. Griffin report to a corporate officer or employee instead of reporting directly to the Board of Directors; (iii) a material change in his office location; or (iv) any action or inaction constituting a material breach by the Company of the terms of the agreement.

Messrs. Sennesael, Bori, and Gammel

The Company entered into Change in Control / Severance Agreements with each of Messrs. Gammel, Sennesael, and Bori on December 16, 2014, August 29, 2016, and November 9, 2016, respectively. Each such Change in Control / Severance Agreement is referred to herein as a "CIC Agreement."

Each CIC Agreement sets out severance benefits that become payable if, within the period of time commencing three (3) months prior to and ending twelve (12) months following a change in control, the executive officer's employment is either (i) terminated by the Company without cause, or (ii) terminated by the executive for good reason (for each such executive, a "Qualifying Termination"). The severance benefits provided to the executive in such circumstances would consist of the following: (i) a lump sum payment equal to one and one-half (1½) times (two (2) times, in the case of Mr. Gammel) the sum of (A) his annual base salary immediately prior to the change in control, and (B) the CIC Bonus Amount; (ii) all of the executive's then-outstanding stock options would remain exercisable for a period of eighteen (18) months after the termination date (but not beyond the expiration of their respective maximum terms); and (iii) COBRA continuation for up to eighteen (18) months after the termination date.

Each CIC Agreement also provides that in the event of a Qualifying Termination, the executive is entitled to full acceleration of the vesting of all of his outstanding equity awards (including stock options, restricted stock awards, RSU awards, and all earned but unissued performance-based equity awards) granted after January 22, 2015. At the time of a change in control, all such outstanding equity awards would continue to be subject to the same time-based vesting schedule to which the awards were subject prior to the change in control (including performance-based equity awards that are deemed earned at the time of the change in control as described below). For performance-based equity awards where the change in control occurs prior to the end of the performance period, such awards would be deemed earned as to the greater of (i) the target level of shares for such awards, or (ii) the number of shares that would have been earned pursuant to the terms of such awards based upon performance up through and including the day prior to the date of the change in control. In the event that the successor or surviving company does not agree to assume, or to substitute for, such outstanding equity awards on substantially similar terms with substantially equivalent economic benefits as exist for such award immediately prior to the change in control, then such awards would accelerate in full as of the change in control.

The CIC Agreement for each of Messrs. Gammel and Bori also provides that all outstanding equity awards held by the executive on the effective date of the agreement (January 22, 2015, in the case of Mr. Gammel, and November 10, 2016, in the case of Mr. Bori) that were granted under the Company's Amended and Restated 2005 Long-Term Incentive Plan will continue, following the agreement effective date, to be governed by the terms of the 2005 Long-Term Incentive Plan and the applicable award agreements thereunder, which terms include automatic accelerated vesting upon a change in control event; provided, however, that for purposes of these awards, a "change in control event" will be deemed to have occurred in the event of a change in control as defined in the CIC Agreement. On May 18, 2015, the Company's stockholders approved the 2015 Long-Term Incentive Plan, which does not provide for automatic accelerated vesting of outstanding equity awards upon a change in control. Since May 18, 2015, no awards have been made, and in the future no awards will be made, to the Named Executive Officers or other employees under the 2005 Long-Term Incentive Plan.

Each CIC Agreement also sets out severance benefits outside a change in control that become payable if the executive's employment is terminated by the Company without cause. The severance benefits provided to the executive under such circumstance would consist of the following: (i) in the case of Mr. Gammel, a lump sum payment equal to the sum of (x) his annual base salary, and (y) any short-term cash incentive award then due, and in the case of Messrs. Sennesael and Bori, biweekly compensation continuation payments for a period of twelve (12) months, with each such compensation continuation payment being equal to the aggregate payment amount divided by twenty-six (26), where the aggregate payment is equal to the sum of (x) his annual base salary, and (y) any short-term cash incentive award then due; (ii) all then-vested outstanding stock options would remain exercisable for a period of twelve (12) months after the termination date (but not beyond the expiration of their respective maximum terms); and (iii) COBRA continuation coverage for up to twelve (12) months after the termination date.

In the event of the executive's death or permanent disability (within the meaning of Section 22(e)(3) of the IRC), each CIC Agreement provides for full acceleration of the vesting of all then-outstanding equity awards subject to time-based vesting (including stock options, restricted stock awards, RSU awards, and all performance-based equity awards where the performance period has ended and the shares are earned but unissued). Each CIC Agreement also provides that for a performance-based equity award where the executive's death or permanent disability occurs prior to the end of the performance period, such award would be deemed earned as to the greater of (i) the target level of shares for such award, or (ii) the number of shares that would have been earned pursuant to the terms of such award had the executive remained employed through the end of the performance period, and such earned shares would become vested and issuable to the executive after the performance period ends. In addition, all outstanding stock options would remain exercisable for a period of twelve (12) months following the termination of employment (but not beyond the expiration of their respective maximum terms).

Each CIC Agreement is intended to be exempt from or compliant with Section 409A of the IRC and has an initial two (2) year term, and thereafter renews automatically on an annual basis for up to five (5) additional years unless either the Company or the executive timely provides a notice of non-renewal to the other prior to the end of the then-current term. The payments due to each executive under his CIC Agreement are subject to potential reduction in the event that such payments would otherwise become subject to excise tax incurred under Section 4999 of the IRC, if such reduction would result in the executive retaining a larger amount, on an after-tax basis, than if he had received all of the payments due.

Additionally, each CIC Agreement requires that the executive sign a release of claims in favor of the Company before he is eligible to receive any benefits under the agreement. The CIC Agreement for Mr. Gammel contains non-compete and non-solicitation provisions applicable to the executive while he is employed by the Company and for a period of twenty-four (24) months following the termination of his employment. The CIC Agreement for each of Messrs. Sennesael and Bori contains non-solicitation provisions applicable to the executive while he is employed by the Company and for a period of twelve (12) months following the termination of his employment.

The terms "change in control," "cause," and "good reason" are each defined in the CIC Agreements. Change in control means, in summary: (i) the acquisition by a person or a group of 40% or more of the outstanding stock of the Company; (ii) a change, without approval by the Board of Directors, of a majority of the Board of Directors of the Company; (iii) the acquisition of the Company by means of a reorganization, merger, consolidation, or asset sale; or (iv) stockholder approval of a liquidation or dissolution of the Company. Cause means, in summary: (i) deliberate dishonesty that is significantly detrimental to the best interests of the Company; (ii) conduct constituting an act of moral turpitude; (iii) willful disloyalty or insubordination; or (iv) incompetent performance or substantial or continuing inattention to or neglect of duties. Good reason means, in summary: (i) a material diminution in the executive's base compensation, authority, duties, or responsibilities; (ii) a material diminution in the authority, duties, or responsibilities of the executive's supervisor; (iii) a material change in the executive's office location; or (iv) any action or inaction constituting a material breach by the Company of the terms of the agreement.

The following table summarizes the payments and benefits that would be made to the Named Executive Officers as of September 29, 2017, in the following circumstances as of such date:

- termination without cause outside of a change in control;
- termination without cause or for good reason in connection with a change in control;
- in the event of a termination of employment because of death or disability; and
- upon a change in control not involving a termination of employment.

The accelerated equity values in the table reflect a price of $101.90 per share, which was the closing sale price of the Company's common stock on the Nasdaq Global Select Market on September 29, 2017. The table does not reflect any equity awards made after September 29, 2017.

Name	Benefit	Termination w/o Cause Outside Change in Control ($)(1)	Termination w/o Cause or for Good Reason, After Change in Control ($)	Death/ Disability ($)	Change in Control w/o Termination ($)(2)
Liam K. Griffin(3)	Salary and Short-Term Incentive	4,420,000(4)	5,525,000(5)	—	—
	Accelerated Options	5,977,350	5,977,350	5,977,350	2,105,093
	Accelerated RSUs	4,453,132	4,453,132	4,453,132	891,625
	Accelerated PSAs	12,528,809	12,528,809	12,528,809	2,404,840
	Medical	20,598	24,718	—	—
	TOTAL	**27,399,889**	**28,509,009**	**22,959,291**	**5,401,558**
Kris Sennesael(3)	Salary and Short-Term Incentive	425,000(6)	1,211,250(7)	—	—
	Accelerated Options	—	1,109,945	1,109,945	—
	Accelerated RSUs	—	2,291,120	2,291,120	—
	Accelerated PSAs	—	2,282,968	2,282,968	—
	Medical	17,970	26,955	—	—
	TOTAL	**442,970**	**6,922,238**	**5,684,033**	**—**
David J. Aldrich(3)	Salary and Short-Term Incentive	4,630,000(8)	5,787,500(9)	2,315,000	—
	Accelerated Options	7,234,929	7,234,929	7,234,929	4,933,900
	Accelerated RSUs	1,417,021	1,417,021	1,417,021	—
	Accelerated PSAs	16,230,326	16,230,326	16,230,326	6,317,800
	Medical	—	26,955	26,955	—
	TOTAL	**29,512,276**	**30,696,731**	**27,224,231**	**11,251,700**
Carlos S. Bori(3)	Salary and Short-Term Incentive	360,000(6)	918,000(7)	—	—
	Accelerated Options	—	641,189	641,189	276,090
	Accelerated RSUs	—	367,350	367,350	—
	Accelerated PSAs	—	2,732,550	2,732,550	458,550
	Medical	17,970	26,955	—	—
	TOTAL	**377,970**	**4,686,044**	**3,741,089**	**734,640**
Peter L. Gammel(3)	Salary and Short-Term Incentive	390,000(6)	1,326,000(10)	—	—
	Accelerated Options	—	1,337,420	1,337,420	847,433
	Accelerated RSUs	—	288,581	288,581	—
	Accelerated PSAs	—	3,060,974	3,060,974	1,019,000
	Medical	17,970	26,955	—	—
	TOTAL	**407,970**	**6,039,930**	**4,686,975**	**1,866,433**

(1) For Mr. Griffin and Mr. Aldrich, includes amounts payable pursuant to a termination for good reason outside of a change in control.

(2) Represents the value of unvested equity awards granted to Named Executive Officers under the 2005 Long-Term Incentive Plan, which accelerate automatically upon a change in control of the Company. Equity awards granted to Named Executive Officers under the 2015 Long-Term Incentive Plan are not subject to

accelerated vesting solely upon a change in control of the Company (unless the successor or surviving company does not agree to assume, or to substitute for, outstanding equity awards on substantially similar terms with substantially equivalent economic benefits as exist for such award immediately prior to the change in control, in which case the awards would accelerate in full as of the change in control).

(3) Excludes the value of accrued vacation/paid time off required by law to be paid upon termination. For Mr. Aldrich, excludes any distributions under the Executive Compensation Plan (see the discussion above regarding this inactive plan in the "*Nonqualified Deferred Compensation Table*").

(4) Represents an amount equal to two (2) times the sum of (A) Mr. Griffin's annual base salary as of September 29, 2017, and (B) an Incentive Plan payment, which is equal to Mr. Griffin's "target" short-term cash incentive award for fiscal year 2017, since such "target" payout level is greater than the three (3) year average of the actual incentive payments made to Mr. Griffin for fiscal years 2014, 2015, and 2016.

(5) Represents an amount equal to two and one-half (2½) times the sum of (A) Mr. Griffin's annual base salary as of September 29, 2017, and (B) an Incentive Plan payment, which is equal to Mr. Griffin's "target" short-term cash incentive award for fiscal year 2017, since such "target" payout level is greater than the three (3) year average of the actual incentive payments made to Mr. Griffin for fiscal years 2014, 2015, and 2016.

(6) Represents an amount equal to the Named Executive Officer's annual base salary as of September 29, 2017.

(7) Represents an amount equal to one and one-half (1½) times the sum of (A) the Named Executive Officer's annual base salary as of September 29, 2017, and (B) an Incentive Plan payment, which is equal to the Named Executive Officer's "target" short-term cash incentive award for fiscal year 2017, since such "target" payout level is greater than the three (3) year average of the actual incentive payments made to the Named Executive Officer for fiscal years 2014, 2015, and 2016.

(8) Represents an amount equal to two (2) times the sum of (A) Mr. Aldrich's annual base salary as of September 29, 2017, and (B) an Incentive Plan payment, which is equal to the three (3) year average of the actual incentive payments made to Mr. Aldrich for fiscal years 2014, 2015, and 2016, since such average is greater than the "target" payout level.

(9) Represents an amount equal to two and one-half (2½) times the sum of (A) Mr. Aldrich's annual base salary as of September 29, 2017, and (B) an Incentive Plan payment equal to the three (3) year average of the actual incentive payments made to Mr. Aldrich for fiscal years 2014, 2015, and 2016, since such average is greater than the "target" payout level.

(10) Represents an amount equal to two (2) times the sum of (A) Mr. Gammel's annual base salary as of September 29, 2017, and (B) an Incentive Plan payment, which is equal to Mr. Gammel's "target" short-term cash incentive award for fiscal year 2017, since such "target" payout level is greater than the three (3) year average of the actual incentive payments made to Mr. Gammel for fiscal years 2014, 2015, and 2016.

Director Compensation

The Board of Directors sets the compensation for the Company's non-employee directors, after receiving the recommendations of the Compensation Committee. In formulating its recommendations, the Compensation Committee seeks and receives input from Aon/Radford related to the amounts, terms and conditions of director cash compensation and stock-based compensation awards, with the goal of establishing non-employee director compensation that is similar to, and competitive with, the compensation of non-employee directors at peer companies in the semiconductor industry.

Cash Compensation

Non-employee directors of the Company are paid, in quarterly installments, an annual retainer of $70,000. Additional annual retainers for Chairman and/or committee service (paid in quarterly installments) are as follows: the Chairman of the Board ($50,000); the Chairman of the Audit Committee ($24,000, which increased to $30,000 as of January 2018); the Chairman of the Compensation Committee ($20,000); the Chairman of the Nominating and Governance Committee ($10,000, which increased to $15,000 as of January 2018); non-chair member of Audit Committee ($12,000); non-chair member of Compensation Committee ($10,000); and non-chair member of Nominating and Corporate Governance Committee ($5,000). If the Chairman of the Board is an employee of the Company, the Chairman's retainer will be paid to the Lead Independent Director, if one has been appointed. In addition, the Compensation Committee continues to retain discretion to recommend to the full Board of Directors that additional cash payments be made to a non-employee director for extraordinary service during a fiscal year.

Equity Compensation

Currently, following each annual meeting of stockholders, each non-employee director who is reelected will receive a restricted stock unit award having a value of approximately $200,000. Effective as of January 2018, any newly appointed non-employee director will receive an initial equity grant composed of a restricted stock unit award having an aggregate value of approximately $200,000. Prior to 2018, a newly appointed non-employee director's initial equity grant was composed of stock options and restricted stock units. The number of shares subject to a non-employee director's initial restricted stock unit award or annual award is determined by dividing the approximate value of the award, as disclosed above, by the average closing price per share of the Company's common stock as reported on the Nasdaq Global Select Market (or if the common stock is not then traded on such market, such other market on which the common stock is traded) for each trading day during the 30 consecutive trading day period ending on, and including, the grant date. Unless otherwise determined by the Board of Directors, (a) any restricted stock units awarded as part of a non-employee director's initial equity grant will vest in three (3) equal annual installments on the anniversary of the date of grant, and (b) any restricted stock units awarded as part of a non-employee director's annual equity grant will vest on the first anniversary of the date of grant. In the event of a change in control of the Company, the outstanding options and restricted stock under the 2008 Director Long-Term Incentive Plan will become fully exercisable and deemed fully vested, respectively.

No director who is also an employee receives separate compensation for services rendered as a director. David J. Aldrich and Liam K. Griffin are currently the only directors who are also employees of the Company.

Director Compensation Table

The following table summarizes the compensation paid to the Company's non-employee directors for fiscal year 2017.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)(1)(2)	Option Awards ($)(1)	All Other Compensation ($)(3)	Total ($)
David J. McLachlan, Lead Independent Director	137,000	204,180	—	—	341,180
Kevin L. Beebe	92,000	204,180	—	—	296,180
Timothy R. Furey	85,000	204,180	—	—	289,180
Balakrishnan S. Iyer	92,000	204,180	—	—	296,180
Christine King	90,000	204,180	—	2,596	296,776
David P. McGlade	85,000	204,180	—	—	289,180
Robert A. Schriesheim	94,000	204,180	—	—	298,180

(1) The non-employee members of the Board of Directors who held such positions on September 29, 2017, held the following aggregate number of unexercised options and unvested restricted stock and RSU awards as of such date:

Name	Number of Securities Underlying Unexercised Options	Number of Unvested Shares of Restricted Stock	Number of Shares Subject to Unvested RSUs
David J. McLachlan, Lead Independent Director	—	579	1,992
Kevin L. Beebe	—	579	1,992
Timothy R. Furey	—	579	1,992
Balakrishnan S. Iyer	—	579	1,992
Christine King	2,401	579	1,992
David P. McGlade	—	579	1,992
Robert A. Schriesheim	—	579	1,992

(2) Reflects the grant date fair value of 1,992 RSUs granted on May 10, 2017, to each non-employee director elected at the 2017 Annual Meeting of Stockholders, computed in accordance with the provisions of ASC 718 using a price of $102.50 per share, which was the closing sale price of the Company's common stock on the Nasdaq Global Select Market on May 10, 2017.

(3) Reflects dividend accruals on unvested shares of restricted stock granted prior to April 2014, when Skyworks declared its first quarterly dividend, because these dividends were not included in the grant date fair value of such restricted stock awards. Accrued dividends become payable when the underlying shares of restricted stock vest.

Director Stock Ownership Requirements

We have adopted Director Stock Ownership guidelines with the objective of more closely aligning the interests of our directors with those of our stockholders. The minimum number of shares of the Company's common stock that the Director Stock Ownership guidelines require non-employee directors to hold while serving in their capacity as directors is the director base compensation (currently $70,000) multiplied by five (5), divided by the fair market value of the Company's common stock (rounded to the nearest 100 shares). For purposes of the Director Stock Ownership guidelines, the fair market value of the Company's common stock is the average closing price per share of the Company's common stock as reported on the Nasdaq Global Select Market (or if the common stock is not then traded on such market, such other market on which the common stock is traded) for the twelve (12) month period ending with the determination date. All of our directors have met the stock ownership guidelines as of the date hereof.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis included herein with management, and based on the review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement for the 2018 Annual Meeting of Stockholders.

THE COMPENSATION COMMITTEE

Kevin L. Beebe
Timothy R. Furey
Christine King, Chairman
David P. McGlade

Proposal 4:
Approval of the Company's Amended and Restated 2008 Director Long-Term Incentive Plan, as Amended

The Company's 2008 Director Long-Term Incentive Plan, as amended and restated and as further amended, from time to time (the "2008 Director Plan") is intended to advance the interests of the Company's stockholders by enhancing the Company's ability to attract and retain the services of experienced and knowledgeable non-employee directors, and to provide additional incentives for such directors to continue to work for the best interests of Skyworks and its stockholders through continuing ownership of its common stock. Competition for highly qualified individuals to serve as company directors is intense, and to successfully attract and retain the best candidates, the Company must continue to offer a competitive equity incentive program as an essential component of the directors' compensation. Since 1994, Skyworks has granted equity awards to directors, upon their first election to the Board of Directors and annually upon reelection.

The 2008 Director Plan was first adopted by Skyworks' Board of Directors on November 6, 2007, and first approved by the stockholders on March 27, 2008. The 2008 Director Plan is the only plan under which Skyworks can make equity awards to its non-employee directors. Under the 2008 Director Plan, we are currently authorized to grant awards to our non-employee directors that would result in us issuing up to an aggregate of 1,470,000 shares of our common stock. As of March 1, 2018, there were 678,398 shares remaining available for future awards under the 2008 Director Plan. The Company anticipates that the shares currently available under the 2008 Director Plan will be sufficient to meet our needs for several more years. We are therefore not requesting any more shares under the 2008 Director Plan.

In January 2018, the Board of Directors adopted an amendment to the 2008 Director Plan providing that, subject to stockholder approval of the amendment, awards may be granted under the 2008 Director Plan, as so amended (the "Amended 2008 Director Plan") until the date that is ten years after the date on which the 2008 Director Plan was most recently approved by the Company's stockholders. Prior to the amendment, the 2008 Director Plan provided that no awards could be granted after the completion of ten (10) years from the date the 2008 Director Plan was originally approved by stockholders. But for the amendment adopted by the Board of Directors in January 2018, the plan would expire on March 27, 2018.

Since the stockholders last approved the 2008 Director Plan on May 11, 2011, the Board of Directors has amended the 2008 Director Plan to:

(i) expand the prohibition on the repricing of stock options;

(ii) change the form of equity awards automatically granted to each non-employee director when such director is first elected or appointed to serve on the Board of Directors from (x) a variable award comprised of a combination of a nonqualified stock option (which vested in four (4) equal annual installments on the anniversary of the grant date) and shares of restricted common stock (which vested in three (3) equal annual installments on the anniversary of the grant date), which together had an aggregate Black-Scholes value targeted between the 50th and 75th percentile of the non-employee director equity compensation component of the public "peer" group of publicly-traded semiconductor companies with which the Company competes for executive and director talent, to (y) an award of restricted stock units having a value of approximately $200,000, with the number of shares subject to the restricted stock unit award determined by dividing $200,000 by the average closing price per share of the Company's common stock as reported on the Nasdaq Global Select Market (or if the common stock is not then traded on such market, such other market on which the common stock is traded) for each trading day during the 30 consecutive trading day period ending on, and including, the grant date, and with the award vesting in three (3) equal annual installments on the anniversary of the grant date, unless otherwise determined by the Board of Directors;

(iii) change the form of equity award automatically granted on the date of the Company's annual meeting of stockholders to each non-employee director reelected at such meeting from (x) a fixed award of 6,000 shares of restricted common stock vesting in three (3) equal annual installments on the anniversary of the grant date, to

(y) an award of restricted stock units having a value of approximately $200,000, with the number of shares subject to the annual restricted stock unit award determined in the same manner as described above with respect to the initial restricted stock unit award, and with the award vesting on the first anniversary of the grant date, unless otherwise determined by the Board of Directors; and

(iv) provide that with respect to awards granted after February 2, 2016, if a non-employee director's term of service expires for any reason, other than removal from the Board of Directors for cause, within ten (10) days prior to the next scheduled vesting date of an award, then such director shall be deemed to have continued his or her service through such next scheduled vesting date.

Other than the amendment extending the term of the 2008 Director Plan, all other terms and conditions of the 2008 Director Plan will remain the same in the Amended 2008 Director Plan, including items (i) through (iv) above. We are asking the Company's stockholders to approve the Amended 2008 Director Plan. Unless the stockholders approve the Amended 2008 Director Plan, Skyworks may be unable to make equity awards to its non-employee directors and may be unable to continue to attract and retain the best individuals to serve as directors.

As of March 1, 2018, under the 2008 Director Plan there were outstanding 4,053 issued but unvested restricted shares, 13,944 unvested restricted stock units, and 2,401 vested but unexercised stock options. As of March 1, 2018, the Company had, under all of its equity incentive plans (other than its 2002 Employee Stock Purchase Plan), an aggregate of (i) 2.33 million shares reserved for issuance pursuant to outstanding stock options, with a weighted average exercise price of $52.67 and a weighted average life of 3.38 years, (ii) 4,053 issued but unvested shares of restricted common stock, (iii) 1.16 million unissued shares of common stock under unvested restricted stock units, (iv) 681,792 unissued shares of common stock under earned but unvested performance share awards, and (v) 346,344 unissued shares of common stock under performance share awards (assuming performance at target levels) for which the performance periods have not yet lapsed. As of March 1, 2018, the only equity incentive plans under which the Company is able to grant additional awards are the 2015 Long-Term Incentive Plan, the 2008 Director Plan and the 2002 Employee Stock Purchase Plan.

Description of the Amended 2008 Director Plan

Below is a brief summary of the Amended 2008 Director Plan, which is the only plan pursuant to which Skyworks can make equity awards to its non-employee directors. The full text of the Amended 2008 Director Plan is attached as *Exhibit A* to the electronic copy of this Proxy Statement filed with the Securities and Exchange Commission (accessible via www.sec.gov) and may be accessed from our website, *www.skyworksinc.com*. In addition, a copy of the Amended 2008 Director Plan may be obtained from the Secretary of the Company. The following summary is qualified in its entirety by reference to the Amended 2008 Director Plan.

General

The Amended 2008 Director Plan, among other things:

- provides a "share reduction" formula in the pool of available shares, whereby each share subject to the grant of a "full value award" (i.e., an award other than a nonqualified stock option) will be counted against the pool of available shares as 1.5 shares;
- prohibits the granting of stock options with an exercise price below the fair market value of the common stock on the grant date;
- prohibits repricing, or reducing the exercise price of a stock option, without first obtaining stockholder approval; and
- does not include any "evergreen" or "reload" provisions.

Types of Awards

The Amended 2008 Director Plan provides for the grant of nonqualified stock options, restricted stock awards, restricted stock units and other stock-based awards (collectively, "Awards").

Nonqualified Stock Options. Optionees receive the right to purchase a specified number of shares of common stock at a specified option price and subject to such other terms and conditions as are specified in connection with the option grant. Options may be granted at an exercise price that is no less than 100% of the fair market value of the common stock on the date of grant. Options may not be granted for a term in excess of ten (10) years. The Amended 2008 Director Plan permits the following forms of payment of the exercise price of options: (i) payment by cash, check or in connection with a "cashless exercise" through a broker, (ii) surrender to the Company of shares of common stock which have been held by the optionees for at least six months, or (iii) any combination of these forms of payment.

Restricted Stock Awards and Restricted Stock Units. Awards of restricted stock entitle recipients to acquire shares of common stock, subject to the right of the Company to repurchase all or part of such shares at their issue price or other stated or formula price (or to require forfeiture of such shares if issued at no cost) from the recipient in the event that the conditions specified in the applicable Award are not satisfied prior to the end of the applicable restriction period established for such Award. Instead of issuing common stock that is subject to repurchase or forfeiture, the Board may grant Awards known as restricted stock units that entitle recipients to receive unrestricted shares of common stock to be delivered at the time such shares of common stock vest or at a later date, subject to such terms and conditions on the delivery of the shares of common stock as the Board determines.

Other Stock-Based Awards. Under the Amended 2008 Director Plan, the Board of Directors has the right to grant other Awards of shares of common stock and other Awards that are valued in whole or in part by reference to, or are otherwise based on, the Company's common stock or other property having such terms and conditions as the Board of Directors may determine.

Eligibility to Receive Awards

Each member of the Board of Directors who is not also an officer of the Company is eligible to be granted Awards under the Amended 2008 Director Plan. As described above in "Director Compensation," each non-employee director when first elected to serve as a director automatically receives an equity award composed of a restricted stock unit award having an aggregate value of approximately $200,000. In addition, each non-employee director continuing in office following each annual meeting of stockholders (or special meeting of stockholders in lieu of an annual meeting at which one or more directors are elected) receives a restricted stock unit award having an aggregate value of approximately $200,000. Unless otherwise determined by the Board of Directors, (a) any restricted stock units awarded as part of a non-employee director's initial equity grant will vest in three (3) equal annual installments on the anniversary of the date of grant, and (b) any restricted stock units awarded as part of a non-employee director's annual equity grant will vest on the first anniversary of the date of grant. All other granting of Awards under the Amended 2008 Director Plan is discretionary, and the Company cannot now determine the number or type of Awards to be granted in the future to any particular director. On March 1, 2018, the last reported sale price of the Company's common stock on the Nasdaq Global Select Market was $106.59.

Administration

The Amended 2008 Director Plan is administered by the Board of Directors. The Board of Directors has the authority to adopt, amend and repeal the administrative rules, guidelines and practices relating to the Amended 2008 Director Plan and to interpret the provisions of the Amended 2008 Director Plan. All decisions by the Board of Directors are made in its sole discretion and are final and binding on all persons having or claiming any interest in the Amended 2008 Director Plan or any Award. Pursuant to the terms of the Amended 2008 Director Plan, the Board of Directors may delegate authority under the Amended 2008 Director Plan to one or more committees or subcommittees of the Board of Directors. The Board of Directors has authorized the Compensation Committee to administer certain aspects of the Amended 2008 Director Plan. No director or person acting pursuant to the authority delegated by the Board will be liable for any action or determination made in good faith relating to or under the Amended 2008 Director Plan.

Except for the automatic grants of the restricted stock unit awards discussed above, and subject to any applicable limitations contained in the Amended 2008 Director Plan, the Board of Directors, the Compensation Committee, or any other committee to whom the Board of Directors delegates authority, as the case may be, selects the recipients of

Awards and determines (i) the number of shares of common stock covered by options and the dates upon which such options become exercisable, (ii) the exercise price of options (which may not be less than 100% of the fair market value of the common stock), (iii) the duration of options (which may not exceed ten (10) years) and (iv) the number of shares of common stock subject to any restricted stock or other stock-based Awards and the terms and conditions of such Awards, including conditions for repurchase, issue price and repurchase price.

The Board of Directors is required to make appropriate adjustments in connection with the Amended 2008 Director Plan and any outstanding Awards to reflect stock splits, stock dividends, recapitalizations, spin-offs and other similar changes in capitalization.

The Amended 2008 Director Plan also contains provisions addressing the consequences of any Reorganization Event, which is defined as (i) any merger or consolidation of the Company with or into another entity as a result of which all of the common stock of the Company is converted into or exchanged for the right to receive cash, securities or other property or is cancelled, (ii) any exchange of all of the common stock of the Company for cash, securities or other property pursuant to a share exchange transaction, or (iii) any liquidation or dissolution of the Company.

In connection with a Reorganization Event, the Board of Directors shall take any one or more of the following actions as to all or any outstanding Awards on such terms as the Board determines:

- provide that Awards will be assumed, or substantially equivalent awards will be substituted, by the acquiring or succeeding corporation (or an affiliate thereof);
- upon written notice, provide that all unexercised stock options or other unexercised Awards will become exercisable in full and will terminate immediately prior to the consummation of such Reorganization Event unless exercised within a specified period following the date of such notice;
- provide that outstanding Awards will become realizable or deliverable, or restrictions applicable to an Award will lapse, in whole or in part prior to or upon such Reorganization Event;
- in the event of a Reorganization Event under the terms of which holders of our common stock will receive, upon consummation thereof, a cash payment for each share surrendered in the Reorganization Event, or "Acquisition Price," make or provide for a cash payment to an Award holder equal to (i) the Acquisition Price times the number of shares of our common stock subject to the holder's Awards (to the extent the exercise price does not exceed the Acquisition Price) minus (ii) the aggregate exercise price of all the holder's outstanding Awards, in exchange for the termination of such awards;
- provide that, in connection with a liquidation or dissolution of our company, awards will convert into the right to receive liquidation proceeds (if applicable, net of the exercise price thereof); and
- any combination of the foregoing.

To the extent all or any portion of a nonqualified stock option becomes exercisable solely as a result of the second bullet above, the Board may provide that upon exercise of such option the optionee shall receive shares subject to a right of repurchase by the Company or its successor at the option exercise price and provide that such repurchase right (x) shall lapse at the same rate as the option would have become exercisable under its terms and (y) shall not apply to any shares subject to the option that were exercisable under its terms without regard to acceleration described above.

Upon the occurrence of a Reorganization Event other than our liquidation or dissolution, our repurchase and other rights with respect to outstanding restricted stock and restricted stock units shall inure to the benefit of our successor and shall apply to the cash, securities or other property which the common stock was converted into or exchanged for pursuant to such Reorganization Event in the same manner and to the same extent as they applied to such restricted stock and restricted stock units. Upon the occurrence of a Reorganization Event involving our liquidation or dissolution, except to the extent specifically provided to the contrary in the instrument evidencing any restricted stock or restricted stock units or in any other agreement between the Award holder and the Company, all restrictions and conditions on all restricted stock and restricted stock units then outstanding shall automatically be deemed terminated or satisfied.

If a Change in Control Event occurs, except to the extent specifically provided to the contrary in any Award agreement or any other agreement between a participant and the Company, any options outstanding as of the date the Change in Control Event is determined to have occurred and not then exercisable shall automatically become fully exercisable and all restrictions and conditions on all awards of restricted stock and restricted stock units shall automatically be deemed terminated or satisfied. A "Change in Control Event" occurs if the Continuing Directors (as defined below) cease for any reason to constitute a majority of the Board. A "Continuing Director" will include any member of the Board as of the effective date of the Plan and any individual nominated for election to the Board by a majority of the then Continuing Directors.

If any Award expires or is terminated, surrendered, canceled or forfeited, the unused shares of common stock covered by such Award will again be available for grant under the Amended 2008 Director Plan.

Amendment or Termination

The Board of Directors may at any time amend, suspend or terminate the Amended 2008 Director Plan, except that no amendment may (i) increase the number of shares authorized under the Amended 2008 Director Plan, (ii) materially increase the benefits provided under the Amended 2008 Director Plan, (iii) materially expand the class of participants eligible to participate in the Amended 2008 Director Plan, (iv) expand the types of Awards provided under the Amended 2008 Director Plan or (v) make any other changes that require stockholder approval under the rules of the Nasdaq Stock Market unless and until such amendment shall have been approved by the Company's stockholders. No Award may be granted under the Amended 2008 Director Plan after the date that is ten years after the date on which the 2008 Director Plan was most recently approved by the Company's stockholders, but Awards previously granted may extend beyond that date. If stockholders approve this Proposal 4 at the Annual Meeting, Awards could be made under the Amended 2008 Director Plan until the later of (i) May 9, 2028, or (ii) the date that is ten years after the Company's stockholders reapprove the Amended 2008 Director Plan at a stockholder meeting held after the Annual Meeting.

If stockholders do not approve the Amended 2008 Director Plan, the Board of Directors will consider whether to adopt alternative arrangements based on its assessment of the needs of the Company.

Federal Income Tax Consequences

The following summarizes the United States federal income tax consequences that generally will arise with respect to awards granted under the plan. This summary is based on the tax laws in effect as of the date of this Proxy Statement. Changes to these laws could alter the tax consequences described below.

Nonqualified Stock Options. A participant will not have income upon the grant of a nonqualified stock option. A participant will have compensation income upon the exercise of a nonqualified stock option equal to the value of the stock on the day the participant exercised the option less the exercise price. Upon sale of the stock, the participant will have capital gain or loss equal to the difference between the sales proceeds and the value of the stock on the day the option was exercised. This capital gain or loss will be long-term if the participant has held the stock for more than one year and otherwise will be short-term.

Restricted Stock. A participant will not have income upon the grant of restricted stock unless an election under Section 83(b) of the Internal Revenue Code (the "IRC") is made within 30 days of the date of grant. If a timely 83(b) election is made, then a participant will have compensation income equal to the value of the stock less the purchase price. When the stock is sold, the participant will have capital gain or loss equal to the difference between the sales proceeds and the value of the stock on the date of grant. If the participant does not make an 83(b) election, then when the stock vests the participant will have compensation income equal to the value of the stock on the vesting date less the purchase price. When the stock is sold, the participant will have capital gain or loss equal to the sales proceeds less the value of the stock on the vesting date. Any capital gain or loss will be long-term if the participant held the stock for more than one year and otherwise will be short-term.

Restricted Stock Units. A participant will not have income upon the grant of a restricted stock unit. A participant is not permitted to make a Section 83(b) election with respect to a restricted stock unit award. When the restricted stock unit vests, the participant will have income on the vesting date in an amount equal to the fair market value of the stock on the vesting date less the purchase price, if any. When the stock is sold, the participant will have capital gain or loss equal to the sales proceeds less the value of the stock on the vesting date. Any capital gain or loss will be long-term if the participant held the stock for more than one year and otherwise will be short-term.

Tax Consequences to the Company. There will be no tax consequences to the Company when grants are made under the Amended 2008 Director Plan except that we will be entitled to a tax deduction when a participant has compensation income.

New Plan Benefits

The following table discloses the benefits that would be allocated to the individuals listed in the table in 2018 if the Amended 2008 Director Plan is approved and if such individuals are reelected as members of the Board of Directors. Any other granting of Awards under the Amended 2008 Director Plan is discretionary pursuant to the formula provisions in the Amended 2008 Director Plan.

Name	Dollar Value ($)	Restricted Stock Units (#)(1)
David J. Aldrich, Chairman of the Board(2)	200,000	1,876
David J. McLachlan, Lead Independent Director	200,000	1,876
Kevin L. Beebe	200,000	1,876
Timothy R. Furey	200,000	1,876
Balakrishnan S. Iyer	200,000	1,876
Christine King	200,000	1,876
David P. McGlade	200,000	1,876
Robert A. Schriesheim	200,000	1,876
Non-Executive Director Group (8 persons)	1,600,000	15,008

(1) The estimated number of restricted stock units is determined by dividing the dollar value of the award, as disclosed in the table, by $106.59, the closing price per share of the Company's common stock as reported on the Nasdaq Global Select Market on March 1, 2018.

(2) On May 9, 2018, the date of the Annual Meeting, Mr. Aldrich's tenure as Executive Chairman will end and his employment with the Company will cease. If the Company's stockholders vote to reelect Mr. Aldrich, then as a member of the Board of Directors who is no longer an officer of the Company, he will become eligible to receive awards under the Amended 2008 Director Plan.

Existing Plan Benefits

Pursuant to SEC rules, the following table sets forth the number of shares subject to stock options, restricted stock awards, and RSUs granted under the 2008 Director Plan from March 27, 2008 (when the 2008 Director Plan was initially approved by stockholders) through the date hereof.

Name	Number of Shares Subject to Stock Options (#)	Number of Shares of Restricted Stock (#)	Number of Shares Subject to RSUs (#)
David J. McLachlan, Lead Independent Director	—	62,921	4,767
Kevin L. Beebe	—	62,921	4,767
Timothy R. Furey	—	62,921	4,767
Balakrishnan S. Iyer	—	62,921	4,767
Christine King	9,606	10,161	4,767
David P. McGlade	—	62,921	4,767
Robert A. Schriesheim	—	62,921	4,767
Non-Executive Director Group (7 persons)	9,606	387,687	33,369

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "*FOR*"
THE APPROVAL OF THE COMPANY'S AMENDED AND
RESTATED 2008 DIRECTOR LONG-TERM INCENTIVE PLAN, AS AMENDED**

Equity Compensation Plan Information

As of September 29, 2017, the Company has the following equity compensation plans under which its equity securities were authorized for issuance to its employees and/or directors:

- the 1999 Employee Long-Term Incentive Plan
- the 2002 Employee Stock Purchase Plan
- the Non-Qualified Employee Stock Purchase Plan
- the 2005 Long-Term Incentive Plan
- AATI 2005 Equity Incentive Plan
- the 2008 Director Long-Term Incentive Plan
- the 2015 Long-Term Incentive Plan

Except for the 1999 Employee Long-Term Incentive Plan (the "1999 Employee Plan") and the Non-Qualified Employee Stock Purchase Plan (the "Non-Qualified ESPP"), each of the foregoing equity compensation plans was approved by the Company's stockholders. A description of the material features of each non-stockholder approved plan is provided below under the headings "*1999 Employee Long-Term Incentive Plan*" and "*Non-Qualified Employee Stock Purchase Plan*."

The following table presents information about these plans as of September 29, 2017.

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights (#) (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights ($) (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (#) (c)
Equity compensation plans approved by security holders	2,841,594(1)	52.21	15,693,170(2)
Equity compensation plans not approved by security holders	122,565	7.46	193,186(3)
TOTAL	**2,964,159**	**50.36**	**15,886,356**

(1) Excludes 1,121,638 unvested shares under restricted stock and RSU awards and 1,494,850 unvested shares under PSAs, which figure assumes achievement of performance goals under the FY17 PSAs at target levels.

(2) Includes 549,145 shares available for future issuance under the 2002 Employee Stock Purchase Plan, 14,465,627 shares available for future issuance under the 2015 Long-Term Incentive Plan, and 678,398 shares available for future issuance under the 2008 Director Long-Term Incentive Plan. No further grants will be made under the AATI 2005 Equity Incentive Plan or the 2005 Long-Term Incentive Plan.

(3) Represents shares available under the Non-Qualified ESPP. No further grants will be made under the 1999 Employee Plan.

1999 Employee Long-Term Incentive Plan

The 1999 Employee Plan provided for the grant of non-qualified stock options to purchase shares of the Company's common stock to employees, other than officers and non-employee directors. The term of these options may not exceed 10 years. The 1999 Employee Plan contains provisions that permit restrictions on vesting or transferability, as well as continued exercisability upon a participant's termination of employment with the Company, of options granted thereunder. The 1999 Employee Plan provides for full acceleration of the vesting of options granted thereunder upon a "change in control" of the Company, as defined in the 1999 Employee Plan. The Board of Directors generally may amend, suspend or terminate the 1999 Employee Plan in whole or in part at any time; provided that any amendment that affects outstanding options be consented to by the holder of the options. As of April 26, 2009, no additional grants were issuable under the 1999 Employee Long-Term Incentive Plan.

Non-Qualified Employee Stock Purchase Plan

The Company also maintains the Non-Qualified ESPP to provide employees of the Company and participating subsidiaries with an opportunity to acquire a proprietary interest in the Company through the purchase, by means of payroll deductions, of shares of the Company's common stock at a discount from the market price of the common stock at the time of purchase. The Non-Qualified ESPP is intended for use primarily by employees of the Company located outside the United States. Under the plan, eligible employees may purchase common stock through payroll deductions of up to 10% of compensation. The price per share is the lower of 85% of the market price at the beginning or end of each six-month offering period.

Proposal 5:
Advisory Vote to Ratify the Stockholder Special Meeting Provision in the Company's By-laws

We are providing our stockholders with the opportunity to vote to ratify, on a non-binding basis, the recent amendment by our Board of Directors to the By-laws to provide the Company's stockholders the right to request a special meeting of stockholders. Specifically, our Board of Directors is asking stockholders to ratify its adoption in January 2018 of newly revised Article II, Section 3, of the By-laws (the "Stockholder Special Meeting Provision"), which requires the Company to call a special meeting of stockholders upon written request from record stockholders, acting on their own behalf or on behalf of the beneficial owners, who own shares that represent in the aggregate at least 25% of the outstanding shares of the Company's common stock and who have held such shares continuously for at least one year prior to their request, subject to the terms and conditions set forth in the By-laws.

The Board of Directors adopted the Stockholder Special Meeting Provision because it believes, as a matter of good corporate governance, that stockholders should be permitted to request special meetings. However, in adopting the Stockholder Special Meeting Provision, the Board of Directors also considered the disruption that special meetings cause to the Company's business operations and the substantial costs they entail. Because organizing and preparing for a special meeting requires significant attention from our senior executives, diverting their focus from performing their primary functions of overseeing and operating our business in the best interests of all stockholders, the Board of Directors believes that special meetings should be called only to consider matters deemed by a significant portion of our stockholders to warrant immediate attention and that cannot be deferred for consideration until the next annual meeting. The Board of Directors believes that the Stockholder Special Meeting Provision, and its 25% required ownership threshold in particular, strikes the appropriate balance between enhancing the rights of all stockholders and preventing the disruption and waste of corporate assets.

The Stockholder Special Meeting Provision provides that to be in proper form to call a special meeting of the stockholders, the stockholder request must be made in writing by one or more stockholders owning at least 25% in aggregate voting power of shares entitled to vote on the matters to be brought before the proposed special meeting and who have held such shares for at least one year prior to making the request. The stockholder request must include certain information, including a statement of the purpose of the special meeting as well as an acknowledgement that any sale of shares by the requesting stockholder(s) prior to the special meeting will be deemed a revocation of the special meeting request with respect to the shares so disposed. Furthermore, the Stockholder Special Meeting Provision is designed to prevent duplicative and unnecessary meetings. The Board of Directors would not be required to call a stockholder requested special meeting if, among other things, (i) the requesting stockholder(s) do not continue to satisfy the 25% threshold of stock ownership through the date of the proposed special meeting, (ii) the stockholder request relates to an item of business that is not a proper subject for stockholder action under applicable law, (iii) the proposed item(s) of business are presented at another meeting called by the Board of Directors to be held within 120 days after receipt of the stockholder request for such meeting, (iv) the Company receives the stockholder request during the period commencing 90 days prior to the first anniversary date of the preceding annual meeting of stockholders and ending on the date of the final adjournment of the next annual meeting of stockholders, or (v) an identical or substantially similar item was presented at any meeting of stockholders held within 12 months (or within 90 days, in the case of director elections) prior to the Company's receipt of the stockholder request.

The description above of the Stockholder Special Meeting Provision is a summary and is qualified in its entirety by the full text of Article II, Section 3, of our By-Laws, as amended, which is attached to this Proxy Statement as Appendix A.

Stockholder ratification of the Stockholder Special Meeting Provision is not required by the Company's By-laws or other applicable legal requirements. As an advisory vote, this proposal is not binding and will not overrule any decision by the Board of Directors (or any committee thereof), nor will it create or imply any obligation to submit for future stockholder ratification any subsequent change or addition to the Company's By-laws. However, our Board of Directors values the opinions expressed by our stockholders and will consider the outcome of the vote on this proposal when making future decisions regarding corporate governance matters. In the event stockholders fail to ratify the

Stockholder Special Meeting Provision, the Board of Directors may reconsider this amendment to the By-laws. Even if the Stockholder Special Meeting Provision is ratified, the Board of Directors, in its discretion, may at any time make changes to the Stockholder Special Meeting Provision and to the By-laws if the Board of Directors determines that such changes would be in the Company's and stockholders' best interests.

The Company has omitted from the Proxy Statement a stockholder proposal requesting that it take the steps necessary to amend its governing documents to give the power to call special stockholder meetings to holders in the aggregate of 10% of the outstanding shares of the Company's common stock. As detailed in a no-action request submitted by the Company to the staff of the Securities and Exchange Commission, the Company believes that the stockholder proposal is excludable on the basis that it directly conflicts with this Proposal 5 due to the different ownership threshold and that a vote for one proposal would be tantamount to a vote against the other. On March 23, 2018, the SEC's Office of Chief Counsel issued a no-action letter in which it concurred with the Company's position.

The affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter at the Annual Meeting is required to ratify the Stockholder Special Meeting Provision.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE TO RATIFY THE STOCKHOLDER SPECIAL MEETING PROVISION IN THE COMPANY'S BY-LAWS BY VOTING "*FOR*" PROPOSAL 5

Security Ownership of Certain Beneficial Owners and Management

To the Company's knowledge, the following table sets forth the beneficial ownership of the Company's common stock as of March 15, 2018, by the following individuals or entities: (i) each person or entity who beneficially owns five percent (5%) or more of the outstanding shares of the Company's common stock as of March 15, 2018; (ii) the Named Executive Officers (as defined above in Item 11 "*Executive Compensation*"); (iii) each director and nominee for director; and (iv) all current executive officers and directors of the Company, as a group.

Beneficial ownership is determined in accordance with the rules of the SEC, is not necessarily indicative of beneficial ownership for any other purpose, and does not constitute an admission that the named stockholder is a direct or indirect beneficial owner of those shares. As of March 15, 2018, there were 182,165,379 shares of the Company's common stock issued and outstanding.

In computing the number of shares of Company common stock beneficially owned by a person and the percentage ownership of that person, shares of Company common stock that are subject to stock options or other rights held by that person that are currently exercisable or that will become exercisable within sixty (60) days of March 15, 2018, are deemed outstanding. These shares are not, however, deemed outstanding for the purpose of computing the percentage ownership of any other person.

Names and Addresses of Beneficial Owners(1)	Number of Shares Beneficially Owned(2)	Percent of Class
Capital Research Global Investors	20,927,175(3)	11.49%
The Vanguard Group, Inc.	18,647,000(4)	10.24%
BlackRock, Inc.	13,206,360(5)	7.25%
David J. Aldrich	354,854(6)	(*)
Kevin L. Beebe	53,171	(*)
Carlos S. Bori	13,112(6)	(*)
Timothy R. Furey	22,722	(*)
Peter L. Gammel	35,152(6)	(*)
Liam K. Griffin	103,347(6)	(*)
Balakrishnan S. Iyer	16,330	(*)
Christine King	15,337	(*)
David P. McGlade	65,696	(*)
David J. McLachlan	65,096	(*)
Robert A. Schriesheim	68,015	(*)
Kris Sennesael	21,176(6)	(*)
All current directors and executive officers as a group (14 persons)	861,390(6)	(*)

* Less than 1%

(1) Unless otherwise set forth in the following notes, each person's address is the address of the Company's principal executive offices at Skyworks Solutions, Inc., 20 Sylvan Road, Woburn, MA 01801, and stockholders have sole voting and sole investment power with respect to the shares, except to the extent such power may be shared by a spouse or otherwise subject to applicable community property laws.

(2) Includes the number of shares of Company common stock subject to stock options held by that person that are currently exercisable or will become exercisable within sixty (60) days of March 15, 2018 (the "Current Options"), as follows: Mr. Aldrich—192,889 shares under Current Options; Mr. Bori—2,596 shares under

Current Options; Mr. Gammel—21,422 shares under Current Options; Mr. Griffin—29,000 shares under Current Options; Ms. King—2,401 shares under Current Options; Mr. Sennesael—13,193 shares under Current Options; current directors and executive officers as a group (14 persons)—261,501 shares under Current Options. Also includes 15,250 shares of Company common stock to be issued to Mr. Griffin upon the vesting of restricted stock units within sixty (60) days of March 15, 2018.

The table does not reflect the number of shares of Company common stock to be issued pursuant to unvested restricted stock units (the "Unvested RSUs") and earned, but unissued, performance share awards subject to time-based vesting only (the "Unvested PSAs") that are not scheduled to vest within sixty (60) days of March 15, 2018, as follows: Mr. Aldrich—32,726 shares under Unvested RSUs and 71,805 shares under Unvested PSAs; Mr. Beebe—1,992 shares under Unvested RSUs; Mr. Bori—11,337 shares under Unvested RSUs and 16,680 shares under Unvested PSAs; Mr. Furey—1,992 shares under Unvested RSUs; Mr. Gammel—6,441 shares under Unvested RSUs and 14,776 shares under Unvested PSAs; Mr. Griffin—49,363 shares under Unvested RSUs and 73,961 shares under Unvested PSAs; Mr. Iyer—1,992 shares under Unvested RSUs; Ms. King—1,992 shares under Unvested RSUs; Mr. McGlade—1,992 shares under Unvested RSUs; Mr. McLachlan—1,992 shares under Unvested RSUs; Mr. Schriesheim—1,992 shares under Unvested RSUs; Mr. Sennesael—30,184 shares under Unvested RSUs and 16,803 shares under Unvested PSAs; current directors and executive officers as a group (14 persons)—158,059 shares under Unvested RSUs and 218,123 shares under Unvested PSAs.

(3) Consists of shares beneficially owned by Capital Research Global Investors ("Capital Research"), a division of Capital Research and Management Company. Capital Research has sole voting power and sole dispositive power with respect to 20,927,175 shares. With respect to the information relating to Capital Research, the Company has relied on information supplied by Capital Research on a Schedule 13G/A filed with the SEC on February 14, 2018. The address of Capital Research is 333 South Hope Street, Los Angeles, CA, 90071.

(4) Consists of shares beneficially owned by The Vanguard Group, Inc. ("Vanguard"), which has sole voting power with respect to 259,831 shares, shared voting power with respect to 47,633 shares, sole dispositive power with respect to 18,340,420 shares and shared dispositive power with respect to 306,580 shares. Vanguard Fiduciary Trust Company, a wholly owned subsidiary of Vanguard, is the beneficial owner of 205,022 shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly owned subsidiary of Vanguard, is the beneficial owner of 155,142 shares as a result of its serving as investment manager of Australian investment offerings. With respect to the information relating to Vanguard, the Company has relied on information supplied by Vanguard on a Schedule 13G/A filed with the SEC on February 12, 2018. The address of Vanguard is 100 Vanguard Blvd., Malvern, PA, 19355.

(5) Consists of shares beneficially owned by BlackRock, Inc. ("BlackRock"), in its capacity as a parent holding company of various subsidiaries under Rule 13d-1(b)(1)(ii)(G). In its capacity as a parent holding company or control person, BlackRock has sole voting power with respect to 11,475,691 shares and sole dispositive power with respect to 13,206,360 shares which are held by the following of its subsidiaries: BlackRock (Luxembourg) S.A., BlackRock (Netherlands) B.V., BlackRock (Singapore) Limited, BlackRock Advisors (UK) Limited, BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Asset Management Deutschland AG, BlackRock Asset Management Ireland Limited, BlackRock Asset Management North Asia Limited, BlackRock Asset Management Schweiz AG, BlackRock Capital Management, Inc., BlackRock Financial Management, Inc., BlackRock Fund Advisors, BlackRock Fund Managers Ltd, BlackRock Institutional Trust Company, N.A., BlackRock International Limited, BlackRock Investment Management (Australia) Limited, BlackRock Investment Management (UK) Limited, BlackRock Investment Management, LLC, BlackRock Japan Co. Ltd., and BlackRock Life Limited. With respect to the information relating to BlackRock and its affiliated entities, the Company has relied on information supplied by BlackRock on a Schedule 13G/A filed with the SEC on February 8, 2018. The address of BlackRock is 55 East 52nd Street, New York, NY, 10055.

(6) Includes shares held in the Company's 401(k) Savings and Investment Plan as of March 15, 2018.

Other Proposed Action

As of the date of this Proxy Statement, the directors know of no other business that is expected to come before the Annual Meeting. However, if any other business should be properly presented to the Annual Meeting, the persons named as proxies will vote in accordance with their judgment with respect to such matters.

Other Matters

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers and beneficial owners of more than 10% of our equity securities to file reports of holdings and transactions in securities of Skyworks with the SEC. Based solely on a review of Forms 3, 4, and 5, and any amendments thereto furnished to us, and written representations provided to us, with respect to fiscal year 2017, we believe that all Section 16(a) filing requirements applicable to our directors, executive officers and beneficial owners of more than 10% of the Company's common stock with respect to such fiscal year were timely made.

Solicitation Expenses

Skyworks will bear the expenses of the preparation of the proxy materials and the solicitation by the Board of Directors of proxies. Proxies may be solicited on behalf of the Company in person or by telephone, e-mail, facsimile, or other electronic means by directors, officers, or employees of the Company, who will receive no additional compensation for any such services. We have retained D.F. King & Co. to assist in the solicitation of proxies, at a cost to the Company of approximately $9,500, plus reasonable out-of-pocket expenses.

Electronic Delivery of Proxy Materials

We are able to distribute our Annual Report and this Proxy Statement to our stockholders in a fast and efficient manner via the Internet. This reduces the amount of paper delivered to a stockholder's address and eliminates the cost of sending these documents by mail. Stockholders may elect to view all future annual reports and proxy statements on the Internet instead of receiving them by mail. You may make this election when voting your proxy this year. Simply follow the instructions to vote via the Internet to register your consent. Your election to view proxy materials online is perpetual unless you revoke it later. Future proxy cards will contain the Internet website address and instructions to view the materials. You will continue to have the option to vote your shares by telephone, mail, or via the Internet.

Annual Report on Form 10-K

A copy of our 2017 Annual Report accompanies this Proxy Statement. You also may obtain, free of charge, a copy of the Company's Annual Report on Form 10-K for fiscal year 2017, as filed with the SEC, via the Company's website at *http://www.skyworksinc.com*, or upon written request addressed to Investor Relations, Skyworks Solutions, Inc., 5221 California Avenue, Irvine, CA 92617.

Stockholder List

A list of stockholders of record as of March 15, 2018, will be available for inspection during ordinary business hours at our offices at 20 Sylvan Road, Woburn, MA 01801, from April 27, 2018, to May 9, 2018, as well as at our Annual Meeting.

Stockholder Proposals

Proposals to be considered for inclusion in the proxy materials for the Company's 2019 Annual Meeting of Stockholders pursuant to Rule 14a-8 under the Exchange Act must meet the requirements of Rule 14a-8 and be delivered in writing to the General Counsel and Secretary of the Company at its executive offices at 5221 California Avenue, Irvine, CA 92617, no later than December 3, 2018. The submission of a stockholder proposal does not guarantee that it will be included in the proxy materials for the Company's 2019 Annual Meeting.

According to the applicable provisions of our By-laws, if a stockholder wishes to present a proposal at our 2019 Annual Meeting outside the processes of Rule 14a-8, with such proposal not to be considered for inclusion in the proxy materials for such meeting, then the stockholder must give written notice to the Secretary of the Company at the address noted above no earlier than the close of business on January 9, 2019, and no later than the close of business on February 8, 2019. In the event that the 2019 Annual Meeting is held more than thirty (30) days before or after the first anniversary of the Company's 2018 Annual Meeting, then the required notice must be delivered in writing to the Secretary of the Company at the address above no earlier than 120 days prior to the date of the 2019 Annual Meeting and no later than the later of 90 days prior to the 2019 Annual Meeting or the 10th day following the day on which the public announcement of the date of the 2019 Annual Meeting is first made by the Company. A proposal that is submitted outside of these time periods will not be considered to be timely and, pursuant to Rule 14a-4(c)(1) under the Exchange Act and if a stockholder properly brings the proposal before the meeting, the proxies that management solicits for that meeting will have "discretionary" authority to vote on the stockholder's proposal. Even if a stockholder makes timely notification, the proxies may still exercise "discretionary" authority in accordance with the SEC's proxy rules.

OUR BOARD OF DIRECTORS ENCOURAGES STOCKHOLDERS TO ATTEND THE ANNUAL MEETING. WHETHER OR NOT YOU PLAN TO ATTEND, YOU ARE URGED TO SUBMIT A PROXY PROMPTLY IN ONE OF THE FOLLOWING WAYS: (A) BY COMPLETING, SIGNING, AND DATING THE ACCOMPANYING PROXY CARD AND RETURNING IT IN THE POSTAGE-PREPAID ENVELOPE ENCLOSED FOR THAT PURPOSE; (B) BY COMPLETING AND SUBMITTING YOUR PROXY USING THE TOLL-FREE TELEPHONE NUMBER LISTED ON THE PROXY CARD; OR (C) BY COMPLETING AND SUBMITTING YOUR PROXY VIA THE INTERNET BY VISITING THE WEBSITE ADDRESS LISTED ON THE PROXY CARD. A PROMPT RESPONSE WILL GREATLY FACILITATE ARRANGEMENTS FOR THE MEETING AND YOUR COOPERATION WILL BE APPRECIATED.

Appendix A:

Stockholder Special Meeting Provision

(Article II, Section 3, of the Company's Third Amended and Restated By-laws, as Amended)

SECTION 3 Special Meetings.

(A) A special meeting of the stockholders for any purpose or purposes may be called at any time by the Board of Directors pursuant to a resolution adopted by a majority of the whole Board. A special meeting of the stockholders shall be called by the Secretary upon written request to the Secretary (each such request, a "Special Meeting Request" and such meeting, a "Stockholder Requested Special Meeting") by one or more Requesting Stockholder(s) (as defined below) representing in the aggregate at least 25% of the outstanding shares of common stock of the Corporation which shares are determined to be "Net Long Shares" (as defined below) (the "Requisite Percentage"), who have held such shares continuously for at least one year prior to the date such Special Meeting Request is delivered to the Corporation (such period, the "One-Year Period"), and who have complied in full with the requirements set forth in these By-laws. A special meeting of stockholders may be held at such date, time and place, if any, within or without the State of Delaware as may be designated by the Board of Directors; provided, however, that the date of any Stockholder Requested Special Meeting shall be not more than 120 days after the date that the Secretary has received one or more valid Special Meeting Request(s) satisfying the requirements set forth in these By-laws for the calling of a Stockholder Requested Special Meeting (provided that, if any documentary evidence required by these By-laws is not simultaneously delivered with one or more Stockholder Meeting Request(s) under the circumstances expressly permitted by these By-laws, then the date of the Stockholder Requested Special Meeting shall be not more than 120 days after the date that all such documentary evidence is received by the Secretary in compliance with these By-laws). In fixing a date, time and place, if any, for any special meeting of stockholders, the Board of Directors may consider such factors as it deems relevant, including without limitation, the nature of the matters to be considered, the facts and circumstances related to any request for a meeting and any plan of the Board of Directors to call an annual meeting or special meeting. The Corporation may postpone, reschedule or cancel any previously scheduled special meeting of stockholders.

For purposes of determining the Requisite Percentage, "Net Long Shares" mean those shares of common stock of the Corporation as to which the stockholder(s) of record making the Special Meeting Request or beneficial owner(s), if any, on whose behalf the Special Meeting Request is being made (each such record owner and beneficial owner, a "Requesting Stockholder") is deemed to "own" (as such term is defined in subparagraphs (A)(3)(g)-(h) of ARTICLE II, Section 8 of these By-laws). Whether shares constitute "Net Long Shares" and any other questions relating to the validity of any Special Meeting Request or of compliance with the requirements set forth in these By-laws shall be decided in good faith by the Board of Directors.

(B) In order for a Stockholder Requested Special Meeting to be called, one or more Special Meeting Requests must be signed and dated by the record holders of shares representing in the aggregate at least the Requisite Percentage who have held such shares continuously for the One-Year Period and by each of the beneficial owners, if any, on whose behalf the Special Meeting Request is being made. Each Special Meeting Request shall be delivered to the Secretary at the Corporation's principal executive offices and shall be accompanied by a written notice setting forth the information required by paragraph (A)(2) of ARTICLE II, Section 8 of these By-laws. In addition to the foregoing, a Special Meeting Request must include: (1) documentary evidence of the number of Net Long Shares owned by the Requesting Stockholder(s) as of the date on which the Special Meeting Request is delivered to the Secretary and documentary evidence that such shares have been held continuously for the One-Year Period, provided that, if the stockholder submitting the Special Meeting Request is not the beneficial owner of such shares, then to be valid, the Special Meeting Request must also include documentary evidence (or, if not simultaneously provided with the Special Meeting Request, such documentary evidence must be delivered to the Secretary within 10 days after the date on which the Special Meeting Request is delivered to the Secretary) of the number of Net Long Shares owned by the beneficial owner(s) as of the date on which the Special Meeting Request is delivered to the Secretary and documentary evidence that such shares have been held for the One-Year Period; (2) a representation that the Requesting Stockholder(s) intends to continue to satisfy the Requisite Percentage through the date of the Stockholder Requested Special Meeting and an agreement by the Requesting Stockholder(s) to promptly notify the Corporation upon any decrease occurring between the date on which the Special Meeting Request is delivered to the Secretary and the date of the Stockholder Requested Special Meeting in the number of Net Long Shares owned by such stockholder; and (3) an acknowledgment of the Requesting Stockholder(s) that any decrease after the date on which the Special Meeting Request is delivered to the Secretary in the number of Net Long Shares held by such stockholder shall be deemed a revocation of the Special Meeting Request with respect to such shares and that such shares will no longer be included in determining whether the Requisite Percentage has been satisfied.

Each Requesting Stockholder is required to update and supplement the Special Meeting Request delivered pursuant to this Section 3, if necessary, so that the information provided or required to be provided in such notice, including the information specified in paragraph (A)(2) of ARTICLE II, Section 8 of these By-laws, shall be true and correct as of the record date for determining the stockholders entitled to receive notice of the Stockholder Requested Special Meeting, and such update and supplement shall be received by the Secretary at the principal executive offices of the Corporation not later than 5 business days after the record date for determining the stockholders entitled to receive notice of such meeting. In addition to the foregoing, the Requesting Stockholder(s) shall promptly provide any other information reasonably requested by the Corporation.

(C) In determining whether a special meeting of stockholders has been requested by Requesting Stockholder(s) holding shares representing in the aggregate at least the Requisite Percentage who have held such shares continuously for the One-Year Period, multiple Special Meeting Requests delivered to the Secretary will be considered together only if (1) each Special Meeting Request identifies substantially the same purpose or purposes of the special meeting and substantially the same matters proposed to be acted on at the special meeting (which, if such purpose is the election or removal of directors, changing the size of the Board of Directors and/or the filling of vacancies and/or newly created directorships resulting from any increase in the authorized number of directors, will mean that the exact same person or persons are proposed for election or removal in each relevant Stockholder Meeting Request), and (2) such Special Meeting Requests have been dated and delivered to the Secretary within 60 days of the earliest dated Special Meeting Request. A stockholder may revoke a Special Meeting Request at any time by written revocation delivered to the Secretary. If, following such revocation (or any deemed revocation hereunder), at any time before the time of the Stockholder Requested Special Meeting, the remaining unrevoked requests from stockholders (if any) represent in the aggregate less than the Requisite Percentage, the Board of Directors, in its discretion, may cancel the special meeting.

(D) At any Stockholder Requested Special Meeting, the business transacted shall be limited to the purpose(s) stated in the Special Meeting Request; provided, however, that the Board of Directors shall have the authority in its discretion to submit additional matters to the stockholders and to cause other business to be transacted. Notwithstanding the foregoing provisions of this Section 3, a Special Meeting Request shall not be valid and a Stockholder Requested Special Meeting shall not be called or held if: (1) the Special Meeting Request does not comply with these By-laws; (2) the business specified in the Special Meeting Request is not a proper subject for stockholder action under applicable law; (3) the Board of Directors has called or calls for an annual or special meeting of stockholders to be held within 120 days after the Secretary receives the Special Meeting Request and the Board of Directors determines that the business of such meeting includes (among any other matters properly brought before the annual or special meeting) the business specified in the Special Meeting Request; (4) the Special Meeting Request is received by the Secretary during the period commencing 90 days prior to the anniversary date of the prior year's annual meeting of stockholders and ending on the date of the final adjournment of the next annual meeting of stockholders; (5) an identical or substantially similar item (a "Similar Item") was presented at any meeting of stockholders held within 90 days prior to receipt by the Secretary of the Special Meeting Request (and, for purposes of this clause (5), the nomination, election or removal of directors shall be deemed a "Similar Item" with respect to all items of business involving the nomination, election or removal of directors, the changing of the size of the Board of Directors and the filling of vacancies and/or newly created directorships); (6) a Similar Item, other than the nomination, election or removal of directors, was presented at an annual or special meeting of stockholders held not more than 12 months prior to receipt by the Secretary of the Special Meeting Request; or (7) the Special Meeting

Request was made in a manner that involved a violation of Regulation 14A under the Exchange Act (as defined in paragraph (A)(2) of ARTICLE II, Section 8 of these By-laws), or other applicable law.

(E) Except to the extent previously determined by the Board of Directors in connection with a Stockholder Requested Special Meeting or any related Special Meeting Request, the chairperson of the Stockholder Requested Special Meeting shall determine at such meeting whether any proposed business or other matter to be transacted by the stockholders has not been properly brought before the special meeting and, if he or she should so determine, the chairperson shall declare that such proposed business or other matter was not properly brought before the meeting and such business or other matter shall not be presented for stockholder action at the meeting. In addition, notwithstanding the foregoing provisions of this Section 3, unless otherwise required by law, if the Requesting Stockholder(s) (or a qualified representative of the stockholder (as defined below)) does not appear at the special meeting to present a nomination or other proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 3 and paragraph (A)(3) of ARTICLE II, Section 8 of these By-laws, to be considered a "qualified representative" a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a written instrument executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such written instrument or electronic transmission, or a reliable reproduction of the written instrument or electronic transmission, at the meeting of stockholders.

Appendix B:

Unaudited Reconciliations of Non-GAAP Financial Measures

	Year Ended			
	Sept. 29, 2017	Sept. 30, 2016	Oct. 2, 2015	Oct. 3, 2014
	(In millions, except per share amounts)			
GAAP operating income	$ 1,253.8	$ 1,118.7	$ 1,023.1	$ 565.2
Share-based compensation expense[a]	88.5	78.0	99.9	86.0
Acquisition-related expenses[b]	4.6	7.5	8.4	5.7
Amortization of intangibles[c]	27.6	33.4	33.5	25.9
Restructuring and other charges[d]	0.6	4.8	3.4	0.3
Litigation settlement gains, losses and expenses[e]	4.0	1.7	3.0	3.9
Deferred executive compensation[f]	—	0.6	0.1	—
Non-GAAP operating income	$ 1,379.1	$ 1,244.7	$ 1,171.4	$ 687.0
GAAP operating margin %	34.3%	34.0%	31.4%	24.7%
Non-GAAP operating margin %	37.8%	37.8%	36.0%	30.0%

	Year Ended			
	Sept. 29, 2017	Sept. 30, 2016	Oct. 2, 2015	Oct. 3, 2014
GAAP net income per share, diluted	$ 5.41	$ 5.18	$ 4.10	$ 2.38
Share-based compensation expense[a]	0.48	0.41	0.51	0.45
Acquisition-related expenses[b]	0.02	0.04	0.04	0.03
Amortization of intangibles[c]	0.15	0.17	0.17	0.13
Restructuring and other charges[d]	—	0.02	0.02	—
Litigation settlement gains, losses and expenses[e]	0.02	0.01	0.01	0.02
Deferred executive compensation[f]	—	0.01	—	—
Merger termination fee[g]	—	(0.46)	—	—
Interest expense on seller-financed debt[h]	—	0.01	0.01	—
Tax adjustments[i]	0.37	0.18	0.41	0.23
Non-GAAP net income per share, diluted	$ 6.45	$ 5.57	$ 5.27	$ 3.24

	Year Ended
	Sept. 29, 2017
GAAP net cash provided by operating activities	$ 1,471.3
Capital expenditures[j]	(303.3)
Free cash flow (Non-GAAP)	$ 1,168.0
GAAP operating cash flow margin %	40.3%
Free cash flow margin % (Non-GAAP)	32.0%

[a] These charges represent expense recognized in accordance with ASC 718—*Compensation—Stock Compensation*. Approximately $13.6 million, $35.3 million and $39.6 million were included in cost of goods sold, research and development expense and selling, general and administrative expense, respectively, for the fiscal year ended September 29, 2017.

Approximately $11.3 million, $32.2 million and $34.5 million were included in cost of goods sold, research and development expense and selling, general and administrative expense, respectively, for the fiscal year ended September 30, 2016.

Approximately $14.5 million, $45.5 million and $39.9 million were included in cost of goods sold, research and development expense and selling, general and administrative expense, respectively, for the fiscal year ended October 2, 2015.

Approximately $11.2 million, $36.3 million and $38.5 million were included in cost of goods sold, research and development expense and selling, general and administrative expense, respectively, for the fiscal year ended October 3, 2014.

[b] The acquisition-related expenses recognized during the fiscal year ended September 29, 2017, include a $4.6 million charge, to general and administrative expenses primarily associated with acquisitions completed or contemplated during the year.

The acquisition-related expenses recognized during the fiscal year ended September 30, 2016, include a $1.4 million charge, to cost of goods sold related to the sale of acquired inventory and $6.1 million, in general and administrative expenses primarily associated with acquisitions completed or contemplated during the year.

The acquisition-related expenses recognized during the fiscal year ended October 2, 2015, include a $0.2 million charge to cost of sales related to the sale of acquired inventory and $8.2 million in transaction costs included in general and administrative expenses associated with potential acquisitions and with the purchase of an interest in a joint venture with Panasonic Corporation on August 1, 2014.

The acquisition-related expenses recognized during the fiscal year ended October 3, 2014, include a $2.3 million charge to cost of sales related to the sale of acquired inventory and $3.4 million in transaction costs included in general and administrative expenses associated with the purchase of an interest in a joint venture with Panasonic Corporation on August 1, 2014.

For additional information regarding the joint venture, please refer to the Company's Current Reports on Form 8-K filed with the Securities and Exchange Commission on July 10, 2014, and August 7, 2014.

[c] During the fiscal years ended September 29, 2017, September 30, 2016, October 2, 2015, and October 3, 2014, the Company incurred $27.6 million, $33.4 million, $33.5 million and $25.9 million, respectively, in amortization of intangibles.

[d] During the fiscal year ended September 29, 2017, the Company incurred a $0.6 million charge in employee severance costs primarily related to restructuring plans that were implemented during the year.

During the fiscal year ended September 30, 2016, the Company incurred a $4.8 million charge in employee severance costs primarily related to restructuring plans that were implemented during the year.

During the fiscal year ended October 2, 2015, the Company incurred $3.4 million in employee severance costs primarily related to restructuring plans that were implemented during the year.

During the fiscal year ended October 3, 2014, the Company recorded a $0.3 million charge related to a restructuring plan implemented in the prior fiscal year.

[e] During the fiscal years ended September 29, 2017, September 30, 2016, October 2, 2015, and October 3, 2014, the Company recognized $4.0 million, $1.7 million, $3.0 million, and $3.9 million charges, respectively, primarily related to general and administrative expenses associated with ongoing litigation(s).

[f] During the fiscal years ended September 30, 2016, and October 2, 2015, the Company incurred deferred executive compensation expenses of $0.6 million, and $0.1 million, respectively.

[g] During the fiscal year ended September 30, 2016, PMC-Sierra, Inc. ("PMC"), notified the Company on November 23, 2015, that it had terminated the Amended and Restated Agreement and Plan of Merger entered

into between the parties in order to accept a superior acquisition proposal. As a result, on November 24, 2015, PMC paid the Company an $88.5 million merger termination fee.

[h] During the fiscal years ended September 30, 2016, and October 2, 2015, the Company recognized $1.1 million and $1.3 million, respectively, in interest expense associated with the accretion of the present value of the $76.5 million liability related to the future purchase of the remaining 34% interest in the joint venture between the Company and Panasonic. The Company acquired the remaining 34% interest from Panasonic on August 1, 2016.

[i] During the fiscal year ended September 29, 2017, these amounts primarily represent the use of net operating loss carryforwards, deferred tax expense not affecting taxes payable, tax deductible share-based compensation expense in excess of GAAP share-based compensation expense, the release of previously reserved items that are no longer required as a result of audits, and non-cash expense (benefit) related to uncertain tax positions.

During the fiscal year ended September 30, 2016, these amounts primarily represent the use of net operating loss and research and development tax credit carryforwards, deferred tax expense not affecting taxes payable, tax deductible share-based compensation expense in excess of GAAP share-based compensation expense, the tax attributable to the merger termination fee, the release of previously reserved items that are no longer required as a result of the IRS audits, and non-cash expense (benefit) related to uncertain tax positions.

During the fiscal year ended October 2, 2015, these amounts primarily represent the use of net operating loss and research and development tax credit carryforwards, deferred tax expense not affecting taxes payable, tax deductible share-based compensation expense in excess of GAAP share-based compensation expense and non-cash expense (benefit) related to uncertain tax positions.

During the fiscal year ended October 3, 2014, these amounts primarily represent the use of net operating loss and research and development tax credit carryforwards, deferred tax expense not affecting taxes payable, tax deductible share-based compensation expense in excess of GAAP share-based compensation expense, and non-cash expense (benefit) related to uncertain tax positions. As a result of the settlement of the IRS audit of our fiscal year 2011 federal tax return, a tax benefit related to the release of previously reserved items was included in the GAAP expense for uncertain tax positions.

[j] During the fiscal year ended September 29, 2017, the Company invested $303.3 million in capital expenditures primarily related to the purchase of manufacturing equipment to support the expansion of our assembly and test operations, filter production operations, and wafer fabrication facilities.

Discussion Regarding the Use of Non-GAAP Financial Measures

Our annual report and this proxy statement contain some or all of the following financial measures that have not been calculated in accordance with United States Generally Accepted Accounting Principles ("GAAP"): (i) non-GAAP gross profit and gross margin, (ii) non-GAAP operating income and operating margin, (iii) non-GAAP net income, (iv) non-GAAP diluted earnings per share, and (v) non-GAAP free cash flow margin. As set forth in the "Unaudited Reconciliations of Non-GAAP Financial Measures" table found above, we derive such non-GAAP financial measures by excluding certain expenses and other items from the respective GAAP financial measure that is most directly comparable to each non-GAAP financial measure. Management uses these non-GAAP financial measures to evaluate our operating performance and compare it against past periods, make operating decisions, forecast for future periods, compare our operating performance against peer companies and determine payments under certain compensation programs. These non-GAAP financial measures provide management with additional means to understand and evaluate the operating results and trends in our ongoing business by eliminating certain non-recurring expenses and other items that management believes might otherwise make comparisons of our ongoing business with prior periods and competitors more difficult, obscure trends in ongoing operations or reduce management's ability to make forecasts.

We provide investors with non-GAAP gross profit and gross margin, non-GAAP operating income and operating margin, non-GAAP net income and non-GAAP diluted earnings per share because we believe it is important for investors to be able to closely monitor and understand changes in our ability to generate income from ongoing business operations. We believe these non-GAAP financial measures give investors an additional method to evaluate historical operating performance and identify trends, an additional means of evaluating period-over-period operating performance and a method to facilitate certain comparisons of our operating results to those of our peer companies. We also believe that providing non-GAAP operating income and operating margin allows investors to assess the extent to which our ongoing operations impact our overall financial performance. We further believe that providing non-GAAP net income and non-GAAP diluted earnings per share allows investors to assess the overall financial performance of our ongoing operations by eliminating the impact of share-based compensation expense, acquisition-related expenses, amortization of intangibles, restructuring-related charges, litigation settlement gains, losses and expenses, merger termination fees, interest expense on seller-financed debt and certain tax items which may not occur in each period presented and which may represent non-cash items unrelated to our ongoing operations.

We calculate non-GAAP gross profit by excluding from GAAP gross profit, share-based compensation expense and acquisition-related expenses. We calculate non-GAAP operating income by excluding from GAAP operating income, share-based compensation expense, acquisition-related expenses, amortization of intangibles, restructuring-related charges, litigation settlement gains, losses and expenses, and deferred executive compensation. We calculate non-GAAP net income and diluted earnings per share by excluding from GAAP net income and diluted earnings per share, share-based compensation expense, acquisition-related expenses, amortization of intangibles, restructuring-related charges, litigation settlement gains, losses and expenses, merger termination fees, interest expense on seller-financed debt and certain tax items.

Free cash flow is a non-GAAP measure calculated by subtracting capital expenditures from the most directly comparable GAAP measure, cash flows from operating activities. We believe free cash flow and free cash flow margin (free cash flow divided by total revenues) provide insight into our liquidity, our cash-generating capability, and the amount of cash potentially available to return to shareholders, as well as our general financial performance.

We believe that disclosing these non-GAAP financial measures contributes to enhanced financial reporting transparency and provides investors with added clarity about complex financial performance measures. We exclude the items identified above from the respective non-GAAP financial measure referenced above for the reasons set forth with respect to each such excluded item below:

Share-Based Compensation—because (1) the total amount of expense is partially outside of our control because it is based on factors such as stock price volatility and interest rates, which may be unrelated to our performance during the period in which the expense is incurred, (2) it is an expense based upon a valuation methodology premised on assumptions that vary over time, and (3) the amount of the expense can vary significantly between companies due to factors that can be outside of the control of such companies.

Acquisition-Related Expenses—including such items as, when applicable, amortization of acquired intangible assets, fair value adjustments to contingent consideration, fair value charges incurred upon the sale of acquired inventory, acquisition-related professional fees, deemed compensation expenses and interest expense on seller-financed debt, because they are not considered by management in making operating decisions and we believe that such expenses do not have a direct correlation to our future business operations and thereby including such charges does not accurately reflect the performance of our ongoing operations for the period in which such charges are incurred.

Restructuring-Related Charges—because, to the extent such charges impact a period presented, we believe that they have no direct correlation to our future business operations and including such charges does not necessarily reflect the performance of our ongoing operations for the period in which such charges are incurred.

Litigation Settlement Gains, Losses and Expenses—including gains, losses and expenses related to the resolution of other-than-ordinary-course threatened and actually filed lawsuits and other-than-ordinary-course contractual disputes, because (1) they are not considered by management in making operating decisions, (2) such litigation has been infrequent in nature, (3) such gains, losses and expenses are generally not directly controlled by management, (4) we believe such gains, losses and expenses do not necessarily reflect the performance of our ongoing operations for the period in which such charges are recognized and (5) the amount of such gains or losses and expenses can vary significantly between companies and make comparisons less reliable.

Deferred Executive Compensation—including charges related to any contingent obligation pursuant to an executive severance agreement, because we believe the period over which the obligation is amortized may not reflect the period of benefit and that such expense has no direct correlation with our recurring business operations and including such expenses does not accurately reflect the compensation expense for the period in which incurred.

Merger Termination Fees—because we believe such non-recurring fees have no direct correlation to our business operations or performance during the period in which they are received or for any future period.

Certain Income Tax Items—including certain deferred tax charges and benefits that do not result in a current tax payment or tax refund and other adjustments, including but not limited to, items unrelated to the current fiscal year or that are not indicative of our ongoing business operations.

The non-GAAP financial measures presented in the tables above should not be considered in isolation and are not an alternative for the respective GAAP financial measure that is most directly comparable to each such non-GAAP financial measure. Investors are cautioned against placing undue reliance on these non-GAAP financial measures and are urged to review and consider carefully the adjustments made by management to the most directly comparable GAAP financial measures to arrive at these non-GAAP financial measures. Non-GAAP financial measures may have limited value as analytical tools because they may exclude certain expenses that some investors consider important in evaluating our operating performance or ongoing business performance. Further, non-GAAP financial measures are likely to have limited value for purposes of drawing comparisons between companies because different companies may calculate similarly titled non-GAAP financial measures in different ways because non-GAAP measures are not based on any comprehensive set of accounting rules or principles.

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Fiscal Year 2017 Annual Report and Consolidated Financial Statements

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Cautionary Statement

This Annual Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and is subject to the "safe harbor" created by those sections. Any statements that are not statements of historical fact should be considered to be forward-looking statements. Words such as "anticipates", "believes", "continue", "could", "estimates", "expects", "intends", "may", "plans", "potential", "predicts", "projects", "seek", "should", "targets", "will", "would", and similar expressions or variations or negatives of such words are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this Annual Report. Additionally, forward-looking statements include, but are not limited to:

- our plans to develop and market new products, enhancements or technologies and the timing of these development and marketing plans;
- our estimates regarding our capital requirements and our needs for additional financing;
- our estimates of our expenses, future revenues and profitability;
- our estimates of the size of the markets for our products and services;
- our expectations related to the rate and degree of market acceptance of our products; and
- our estimates of the success of other competing technologies that may become available.

Although forward-looking statements in this Annual Report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known and understood by us. Consequently, forward-looking statements involve inherent risks and uncertainties and actual financial results and outcomes may differ materially and adversely from the results and outcomes discussed in or anticipated by the forward-looking statements. A number of important factors could cause actual financial results to differ materially and adversely from those in the forward-looking statements. We urge you to consider the risks and uncertainties discussed elsewhere in this report and in the other documents filed by us with the Securities and Exchange Commission ("SEC") in evaluating our forward-looking statements. We have no plans, and undertake no obligation, to revise or update our forward-looking statements to reflect any event or circumstance that may arise after the date of this report. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made.

This Annual Report also contains estimates made by independent parties and by us relating to market size and growth and other industry data. These estimates involve a number of assumptions and limitations and you are cautioned not to give undue weight to such estimates. In addition, projections, assumptions and estimates of our future performance and the future performance of the industries in which we operate are necessarily subject to a high degree of uncertainty and risk due to a variety of important factors, including those described in "Management's Discussion and Analysis of Financial Condition and Results of Operations". These and other factors could cause results to differ materially and adversely from those expressed in the estimates made by the independent parties and by us.

In this document, the words "we", "our", "ours", "us", "Skyworks", and "the Company" refer only to Skyworks Solutions, Inc., and its consolidated subsidiaries and not any other person or entity. In addition, the following is a list of industry standards that may be referenced throughout the document:

- BiFET (Bipolar Field Effect Transistor): integrates indium gallium phosphide based heterojunction bipolar transistors with field effect transistors on the same gallium arsenide substrate
- DC (Direct Current): unidirectional flow of an electrical charge
- CMOS (Complementary Metal Oxide Semiconductor): a technology of constructing integrated circuits
- GaAs (Gallium Arsenide): a compound of the elements gallium and arsenic that is used in the production of semiconductors
- HBT (Heterojunction Bipolar Transistor): a type of bipolar junction transistor which uses differing semiconductor materials for the emitter and base regions, creating a heterojunction
- IoT (Internet of Things): is the interconnection of uniquely identifiable embedded computing devices within the existing internet infrastructure
- LED (Light Emitting Diode): a two-lead semiconductor light source
- LTE (Long Term Evolution): 4th generation ("4G") radio technologies designed to increase the capacity and speed of mobile telephone networks
- pHEMT (Pseudomorphic High Electron Mobility Transistor): a type of field effect transistor incorporating a junction between two materials with different band gaps
- RF (Radio Frequency): electromagnetic wave frequencies that lie in the range extending from around 3 kHz to 300 GHz
- SAW (Surface Acoustic Wave): electrical input signal is converted to an acoustic wave for filtering and converted back into an electrical signal by interdigitated transducers on a piezoelectric substrate.
- SOI (Silicon On Insulator): technology refers to the use of layered silicon-insulator-silicon substrate in place of conventional silicon substrates in semiconductor manufacturing
- TC-SAW (Temperature Compensated Surface Acoustic Wave): SAW filters that have been designed to reduce shift in frequency over temperature.

Introduction

Skyworks Solutions, Inc., together with its consolidated subsidiaries ("Skyworks" or the "Company"), is empowering the wireless networking revolution. Our highly innovative analog semiconductors are connecting people, places, and things, spanning a number of new and previously unimagined applications within the automotive, broadband, cellular infrastructure, connected home, industrial, medical, military, smartphone, tablet and wearable markets.

Our key customers include Amazon, Arris, Bose, Cisco, DJI, Foxconn, Garmin, General Electric, Google, Honeywell, HTC, Huawei, Landis & Gyr, Lenovo, LG Electronics, Microsoft, Motorola, Netgear, Northrop Grumman, OPPO, Rockwell Collins, Samsung, Sierra Wireless, Sonos, Technicolor, VIVO, Xiaomi and ZTE. Our competitors include Analog Devices, Broadcom, Maxim Integrated Products, Murata Manufacturing, NXP Semiconductors, QUALCOMM and Qorvo.

We are a Delaware corporation that was formed in 1962. We changed our corporate name from Alpha Industries, Inc. to Skyworks Solutions, Inc. on June 25, 2002, following a business combination. We operate worldwide with engineering, manufacturing, sales and service facilities throughout Asia, Europe and North America. Our Internet address is www.skyworksinc.com. We make available free of charge on our website our Annual Report, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports as soon as practicable after we electronically submit such material to the SEC. The information contained on our website is not incorporated by reference in this Annual Report. You may read and copy materials that we have filed with the SEC at the SEC public reference room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public at www.sec.gov.

In August 2016, we acquired the remaining 34 percent interest in a joint venture that was initially created in August 2014 with Panasonic Corporation, through its Automotive & Industrial Systems Company ("Panasonic") for the design, manufacture and sale of Panasonic's SAW and TC-SAW filter products. The joint venture was dissolved and is now a wholly-owned subsidiary of the Company. With the overall demand for SAW and TC-SAW filters increasing and as technology and product architectures become more complex and the number of required bands grows, this investment assists us in securing a consistent supply of SAW and TC-SAW filters, in addition to allowing us to integrate filters into the design and production of our own products.

Industry Background

Wireless connectivity is exploding, fueled by a powerful underlying demand to connect everyone and everything all the time. With wireless platforms serving as virtual hubs for e-commerce, enterprise to the cloud, social media, gaming and entertainment, these devices are enabling a new, multi-trillion dollar economy as the traditional brick-and-mortar model gives way to mobile-centric business models. Popular apps including Amazon, Facebook, Netflix, Spotify, Uber, Waze and YouTube all require ultra-fast, highly secure, low-latency and always-on connectivity as well as GPS location-based services. As a result, semiconductor solutions are becoming increasingly relevant, particularly as they resolve the daunting analog and RF complexities that are challenging the capabilities of existing hardware and the supporting network infrastructure. Semiconductor devices continue becoming smaller, more powerful, and easier to integrate across multiple communication protocols, which in turn is enabling mobile and IoT ecosystems.

Within mobile, Skyworks facilitates ubiquitous data creation, delivery and storage as smartphones transmit and receive immense amounts of content supporting multimedia streaming, social networking, gaming and emerging virtual reality. To enable these applications, we deliver highly integrated solutions leveraging our amplification, filtering, tuning, power management and packaging capabilities to continuously push the performance envelope.

Demand for connectivity across emerging markets around the world also continues to grow as the industry drives toward connecting the billions of people who remain unconnected. According to The GSMA Foundation, there will be 5.7 billion mobile subscribers by 2020, representing almost three-quarters of the world's population. Subscriber growth over this period is forecast to be driven primarily by large markets in Asia, such as India, which alone is expected to add 310 million new unique subscribers by 2020.

At the same time, connectivity is proliferating into an adjacent set of IoT markets. From smart homes to the smart grid and from industrial to wearables, the number of connected devices is increasing exponentially. In fact, IHS Markit Ltd. projects the IoT market to grow from an installed base of 15 billion units in 2015 to more than 75 billion units by 2025. Skyworks is enabling these opportunities with highly customized system solutions supporting a broad set of wireless protocols including cellular LTE, Wi-Fi, Bluetooth®, LoRa, Thread and Zigbee®.

Looking ahead to 5G, we see a market that presents a massive growth opportunity for our industry and certainly for Skyworks. 5G data rates will approach ten to 100 times the fastest 4G speeds of today with near zero latency. To put this in perspective, downloading a full-length HD movie in 3G took one day; in 4G, the same file took minutes. On a 5G network, this content will be downloaded in mere seconds. By 2020 a single autonomous car is expected to consume 4,000 gigabytes of data per day in real-time diagnostics, positioning and vehicle-to-vehicle communications—that is equivalent to the daily data consumed by more than 2,000 smartphone users in 2017.

We expect the key catalysts for Skyworks to be the insatiable demand for data and the profitable usage model for both Mobile and IoT applications—as each connection becomes more valuable and vital particularly as the world embraces 5G.

Solving Connectivity Challenges

The transition to ubiquitous connectivity, however, does not come without challenges to existing architectures. RF solutions in ultra-thin, high performance consumer products must increase data rates, solve signal interference problems, and occupy minimal board space while at the same time increasing battery life. Meeting these design challenges requires broad competencies including signal transmission and conditioning, the ability to ensure seamless hand-offs between multiple standards, power management, voltage regulation, battery charging, filtering and tuning, among others. This complexity plays directly to our strengths. We have a strong heritage in analog systems design and have spent the last decade investing in key technologies and resources. We are at the forefront of advanced multi-chip module integration and offer unmatched technology breadth, providing deep expertise in CMOS, SOI, GaAs and filters, and maintain strategic partnerships with outside independent wafer fabrication facilities, called foundries.

Business Overview

Our ambitious vision is to connect everyone and everything, all the time. Towards that end, key elements of our strategy include:

Industry-Leading Technology

As the industry migrates to more complex LTE and 5G architectures across a multitude of wireless broadband applications, we are uniquely positioned to help mobile device manufacturers handle growing levels of system complexity in the transmit and receive chain. The trend towards increasing front-end and analog design challenges in smartphones and other mobile devices plays directly into our core strengths and positions us to address these challenges. We believe that we offer the broadest portfolio of radio and analog solutions from the transceiver to the antenna as well as all required manufacturing process technologies. Our expertise includes BiFET, CMOS, HBT, pHEMT, SOI and silicon germanium processes. We also hold strong technology leadership positions in passive devices, advanced integration including proprietary shielding and 3-D die stacking as well as SAW and TC-SAW filters. Our product portfolio is reinforced by a library of approximately 3,000 worldwide patents and other intellectual property that we own and control. Together, our industry-leading technology enables us to deliver the highest levels of product performance and integration.

Customer Relationships

Given our scale and technology leadership, we are engaged with key original equipment manufacturers (“OEMs”), smartphone providers and baseband reference design partners. Our customers value our supply chain strength, our innovative technology and our system engineering expertise, resulting in deep customer loyalty. We partner with our customers to support their long-term product road maps and are valued as a system solutions provider rather than just a point product vendor.

Diversification

We are diversifying our business in three areas: our addressed markets, our customer base and our product offerings. By leveraging core analog and mixed signal technologies, we are expanding our family of solutions to a set of increasingly diverse end markets and customers. We are steadily growing our business beyond just mobile devices (where we support all top-tier manufacturers, including the leading smartphone suppliers and key baseband vendors) into additional high-performance analog markets, including automotive, home and factory automation, infrastructure, medical, smart energy and wireless networking. In these markets we leverage our scale, intellectual property and worldwide distribution network, which spans over 2,500 customers and over 2,500 analog components.

Delivering Operational Excellence

We vertically integrate our supply chain where we can with highly specialized internal manufacturing capabilities, creating a competitive advantage, or enter into alliances and strategic relationships for leading-edge technologies. This hybrid manufacturing model allows us to better balance our manufacturing capacity with the demand of the marketplace. Our internal capacity utilization remains high, resulting in an increase of our gross margin and the return on invested capital on a broader range of revenue.

Additionally, we continue to drive reductions in product design and manufacturing cycle times and further improve product yields. The combination of agile, flexible capacity and world-class module manufacturing and scale advantage allows us to achieve low product costs while integrating multiple technologies into highly sophisticated multi-chip modules.

Maintaining a Performance Driven Culture

We consider our people and corporate culture to be a major competitive advantage and a key driver of our overall strategy. We create key performance indicators that align employee performance with corporate strategy and link responsibilities with performance measurement. Accountability is paramount and we compensate our employees through a pay-for-performance methodology. We strive to be an employer-of-choice among peer companies and have created a work environment in which turnover is well below semiconductor industry averages.

Generating Superior Operating Results and Shareholder Returns

We seek to generate financial returns that are comparable to a highly diversified analog semiconductor company while delivering high growth rates representative of a mobile internet company. Given our product volume and overall utilization we strive to achieve a best-in-class return on investment and operating income to reward shareholders.

OUR PRODUCT PORTFOLIO

Our product portfolio consists of various solutions, including:

- Amplifiers: the modules that strengthen the signal so that it has sufficient energy to reach a base station
- Attenuators: circuits that allow a known source of power to be reduced by a predetermined factor (usually expressed as decibels)
- Circulators/Isolators: ferrite-based components commonly found on the output of high-power amplifiers used to protect receivers in wireless transmission systems
- DC/DC Converters: an electronic circuit which converts a source of direct current from one voltage level to another
- Demodulators: a device or an RF block used in receivers to extract the information that has been modulated onto a carrier or from the carrier itself
- Detectors: devices used to measure and control RF power in wireless systems

- Diodes: semiconductor devices that pass current in one direction only
- Directional Couplers: transmission coupling devices for separately sampling the forward or backward wave in a transmission line
- Diversity Receive Modules: devices used to improve receiver sensitivity in high data rate LTE applications
- Filters: devices for recovering and separating mixed and modulated data in RF stages
- Front-end Modules: power amplifiers that are integrated with switches, duplexers, filters and other components to create a single package front-end solution
- Hybrid: a type of directional coupler used in radio and telecommunications
- LED Drivers: devices which regulate the current through a light emitting diode or string of diodes for the purpose of creating light
- Low Noise Amplifiers: devices used to reduce system noise figure in the receive chain
- Mixers: devices that enable signals to be converted to a higher or lower frequency signal and thereby allowing the signals to be processed more effectively
- Modulators: devices that take a baseband input signal and output a radio frequency modulated signal
- Optocouplers/Optoisolators: semiconductor devices that allow signals to be transferred between circuits or systems while ensuring that the circuits or systems are electrically isolated from each other
- Phase Locked Loops: closed-loop feedback control system that maintains a generated signal in a fixed phase relationship to a reference signal
- Phase Shifters: designed for use in power amplifier distortion compensation circuits in base station applications
- Power Dividers/Combiners: utilized to equally split signals into in-phase signals as often found in balanced signal chains and local oscillator distribution networks
- Receivers: electronic devices that change a radio signal from a transmitter into useful information
- Switches: components that perform the change between the transmit and receive function, as well as the band function for cellular handsets
- Synthesizers: devices that provide ultra-fine frequency resolution, fast switching speed, and low phase-noise performance
- Technical Ceramics: polycrystalline oxide materials used for a wide variety of electrical, mechanical, thermal and magnetic applications
- Voltage Controlled Oscillators/Synthesizers: fully integrated, high performance signal source for high dynamic range transceivers
- Voltage Regulators: generate a fixed level which ideally remains constant over varying input voltage or load conditions

We believe we possess broad technology capabilities and one of the most complete wireless communications product portfolios in the industry.

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes that appear elsewhere in this Annual Report. In addition to historical information, the following discussion contains forward-looking statements that are subject to risks and uncertainties. Actual results may differ substantially and adversely from those referred to herein due to a number of factors, including, but not limited to, those described below and elsewhere in this Annual Report.

OVERVIEW

We, together with our consolidated subsidiaries, are empowering the wireless networking revolution. Our highly innovative analog semiconductors are connecting people, places, and things spanning a number of new and previously unimagined applications within the automotive, broadband, cellular infrastructure, connected home, industrial, medical, military, smartphone, tablet and wearable markets. Our key customers include Amazon, Arris, Bose, Cisco, DJI, Foxconn, Garmin, General Electric, Google, Honeywell, HTC, Huawei, Landis & Gyr, Lenovo, LG Electronics, Microsoft, Motorola, Netgear, Northrop Grumman, OPPO, Rockwell Collins, Samsung, Sierra Wireless, Sonos, Technicolor, VIVO, Xiaomi, and ZTE. Our competitors include Analog Devices, Broadcom, Maxim Integrated Products, Murata Manufacturing, NXP Semiconductors, QUALCOMM, and Qorvo.

RESULTS OF OPERATIONS

FISCAL YEARS ENDED SEPTEMBER 29, 2017, SEPTEMBER 30, 2016, AND OCTOBER 2, 2015.

The following table sets forth the results of our operations expressed as a percentage of net revenue:

	September 29, 2017	September 30, 2016	October 2, 2015
Net revenue	100.0%	100.0%	100.0%
Cost of goods sold	49.6	49.4	52.3
Gross profit	50.4	50.6	47.7
Operating expenses:			
Research and development	9.7	9.5	9.3
Selling, general and administrative	5.6	6.0	5.9
Amortization of intangibles	0.8	1.0	1.0
Restructuring and other charges	—	0.1	0.1
Total operating expenses	16.1	16.6	16.3
Operating income	34.3	34.0	31.4
Other income (expense), net	0.1	(0.2)	—
Merger termination fee	—	2.7	—
Income before income taxes	34.4	36.5	31.4
Provision for income taxes	6.7	6.2	6.9
Net income	27.7%	30.3%	24.5%

GENERAL

During the fiscal year ended September 29, 2017, the following key factors contributed to our overall results of operations, financial position and cash flows:

- Net revenue increased to approximately $3,651 million, an increase of 11% as compared to the prior fiscal year. This increase in revenue was primarily driven by our success in capturing a higher share of the increasing radio frequency and analog content per device as smartphone models continue to evolve, increased strength in emerging markets due to the adoption of evolving technologies, increases in applications for the IoT, and the expanding analog product portfolio supporting new vertical markets including automotive, industrial, medical and military.

- Our ending cash and cash equivalents balance increased 49% to $1,617 million in fiscal 2017 from $1,084 million in fiscal 2016. This was the result of a 34% increase in cash from operations to $1,471 million in fiscal 2017 from $1,096 million in fiscal 2016 due to higher net income and changes in net working capital. In addition, we returned $647 million to shareholders through repurchasing 4.7 million shares of our common stock for $432 million together with payments of $215 million in cash dividends. Lastly, we invested approximately $303 million in capital expenditures.

NET REVENUE

(dollars in millions)	Fiscal Years Ended September 29, 2017	Change	September 30, 2016	Change	October 2, 2015
Net revenue	$ 3,651.4	11.0%	$ 3,289.0	0.9%	$ 3,258.4

We market and sell our products directly to OEMs of communications and electronics products, third-party original design manufacturers and contract manufacturers, and indirectly through electronic components distributors. We generally experience seasonal peaks during the second half of the calendar year, primarily as a result of increased worldwide production of consumer electronics in anticipation of increased holiday sales, whereas our second fiscal quarter is typically lower and in line with seasonal industry trends.

The $362.4 million increase in revenue in fiscal 2017 as compared to fiscal 2016 was primarily driven by our success in capturing a higher share of the increasing radio frequency and analog content per device as smartphones models continue to evolve, increased strength in emerging markets due to the adoption of evolving technologies, the increasing number of applications for the IoT, and our expanding analog product portfolio supporting new vertical markets including automotive, industrial, medical and military.

The $30.6 million increase in revenue in fiscal 2016 as compared to fiscal 2015 was primarily driven by our ability to capture a higher share of the increasing radio frequency and analog content per device as smartphones continue to displace traditional cellular phones, increased strength in emerging markets due to the adoption of 3G and 4G technologies, the increasing number of applications for the IoT, and our expanding analog product portfolio supporting new vertical markets including automotive, industrial, medical and military. These increases were partially offset due to a decrease in demand during fiscal 2016 for our components from a key smartphone customer as a result of a decline in overall market demand for certain products.

For information regarding net revenue by geographic region and customer concentration, see Note 16 of Item 8 of this Annual Report.

GROSS PROFIT

	Fiscal Years Ended				
(dollars in millions)	September 29, 2017	Change	September 30, 2016	Change	October 2, 2015
Gross profit	$ 1,841.8	10.6%	$ 1,665.2	7.1%	$ 1,554.5
% of net revenue	50.4%		50.6%		47.7%

Gross profit represents net revenue less cost of goods sold. Our cost of goods sold consists primarily of purchased materials, labor and overhead (including depreciation and share-based compensation expense) associated with product manufacturing. Erosion of average selling prices of established products is typical of the semiconductor industry. Consistent with trends in the industry, we anticipate that average selling prices for our established products will continue to decline over time. As part of our normal course of business, we mitigate the gross margin impact of declining average selling prices with efforts to increase unit volumes, reduce material costs, improve manufacturing efficiencies, lower manufacturing costs of existing products and by introducing new and higher value-added products.

Gross profit was $176.6 million greater in fiscal 2017 as compared to fiscal 2016. The increase in gross profit was primarily the result of higher unit volumes and lower overall per-unit material and manufacturing costs, with an aggregate gross profit benefit of $306.6 million. These benefits were partially offset by the erosion of average selling price and changes in product mix that combined to negatively impact gross profit by $130.0 million. As a result of these impacts, gross profit margin decreased to 50.4% of net revenue for fiscal 2017.

Gross profit was $110.7 million greater in fiscal 2016 as compared to fiscal 2015. The increase in gross profit was primarily the result of higher unit volumes and lower overall per-unit material and manufacturing costs, with an aggregate gross profit benefit of $177.4 million. These benefits were partially offset by the erosion of average selling price and changes in product mix that combined to negatively impact gross profit by $66.7 million. As a result of these impacts, gross profit margin increased to 50.6% of net revenue for fiscal 2016.

RESEARCH AND DEVELOPMENT

	Fiscal Years Ended				
(dollars in millions)	September 29, 2017	Change	September 30, 2016	Change	October 2, 2015
Research and development	$ 355.2	13.7%	$ 312.4	3.0%	$ 303.2
% of net revenue	9.7%		9.5%		9.3%

Research and development expenses consist primarily of direct personnel costs including share-based compensation expense, costs for pre-production evaluation and testing of new devices, masks, engineering prototypes and design tool costs.

The increase in research and development expense in fiscal 2017 as compared to fiscal 2016 is primarily related to increased headcount, overall employee-related compensation expense, and expenses associated with product development activity. Research and development expense increased slightly as a percentage of net revenue due to the aforementioned factors.

The increase in research and development expense in fiscal 2016 as compared to fiscal 2015 is primarily related to increased product development-related expenses partially offset by a decrease in variable compensation expense, including share-based compensation. Research and development expense increased slightly as a percentage of net revenue due to the aforementioned factors.

SELLING, GENERAL AND ADMINISTRATIVE

(dollars in millions)	Fiscal Years Ended September 29, 2017	Change	September 30, 2016	Change	October 2, 2015
Selling, general and administrative	$ 204.6	4.4%	$ 195.9	2.4%	$ 191.3
% of net revenue	5.6%		6.0%		5.9%

Selling, general and administrative expenses include legal and related costs, accounting, treasury, human resources, information systems, customer service, bad debt expense, sales commissions, share-based compensation expense, advertising, marketing, costs associated with business combinations completed or contemplated during the period and other costs.

The increase in selling, general and administrative expenses in fiscal 2017 as compared to fiscal 2016 was primarily related to increases in employee-related compensation expenses, including share-based compensation, partially offset by lower legal expenses and a net gain related to the fair value adjustment of contingent consideration recorded during the period. Selling, general and administrative expenses decreased as a percentage of net revenue due to the aforementioned factors and the increase in net revenue.

The increase in selling, general and administrative expenses in fiscal 2016 as compared to fiscal 2015 was primarily related to legal and related costs and professional services costs incurred during the period, partially offset by decreased variable compensation expense, including share-based compensation. Selling, general and administrative expenses increased slightly as a percentage of net revenue due to the aforementioned factors.

AMORTIZATION OF INTANGIBLES

(dollars in millions)	Fiscal Years Ended September 29, 2017	Change	September 30, 2016	Change	October 2, 2015
Amortization of intangibles	$ 27.6	(17.4)%	$ 33.4	(0.3)%	$ 33.5
% of net revenue	0.8%		1.0%		1.0%

The decrease in amortization for fiscal 2017, as compared to fiscal 2016, primarily relates to fully amortized intangible assets that were acquired in prior years partially offset by additional intangible assets acquired during the fiscal year.

The decrease in amortization expense for fiscal 2016, as compared to fiscal 2015, is the result of intangible assets acquired during fiscal 2016, partially offset by the end of the estimated useful lives of certain fully amortized intangible assets that were acquired in prior fiscal years.

RESTRUCTURING AND OTHER CHARGES

(dollars in millions)	Fiscal Years Ended September 29, 2017	Change	September 30, 2016	Change	October 2, 2015
Restructuring and other charges	$ 0.6	(87.5)%	$ 4.8	41.2%	$ 3.4
% of net revenue	—%		0.1%		0.1%

Restructuring and other charges incurred in fiscal 2017 are primarily related to restructuring plans initiated during the period. We do not anticipate any further significant charges associated with these restructuring activities and substantially all of the remaining cash payments related to these restructuring plans are expected to occur during the next fiscal year.

Restructuring and other charges incurred in fiscal 2016 are primarily related to restructuring plans to reduce redundancies associated with the acquisitions made during fiscal 2016. We do not anticipate any further significant charges associated with these restructuring activities.

MERGER TERMINATION FEE

	Fiscal Years Ended				
(dollars in millions)	September 29, 2017	Change	September 30, 2016	Change	October 2, 2015
Merger termination fee	$ —	(100.0)%	$ 88.5	100.0%	$ —
% of net revenue	—%		2.7%		—%

On October 29, 2015, we entered into an Amended and Restated Agreement and Plan of Merger (the "Merger Agreement") with PMC-Sierra, Inc. ("PMC"), providing for, subject to the terms and conditions of the Merger Agreement, our cash acquisition of PMC. On November 23, 2015, PMC notified us that it had terminated the Merger Agreement. As a result, on November 24, 2015, PMC paid us a termination fee of $88.5 million pursuant to the Merger Agreement.

PROVISION FOR INCOME TAXES

	Fiscal Years Ended				
(dollars in millions)	September 29, 2017	Change	September 30, 2016	Change	October 2, 2015
Provision for income taxes	$ 246.8	20.2%	$ 205.4	(8.8)%	$ 225.3
% of net revenue	6.7%		6.2%		6.9%

The annual effective tax rate for fiscal 2017 of 19.6% was less than the United States federal statutory rate of 35.0% primarily due to benefits of 14.3% related to foreign earnings taxed at a rate less than the United States federal rate, 1.6% related to a domestic production activities deduction, and 1.3% related to the recognition of federal research and development tax credits, partially offset by income tax rate expense impact of 1.0% related to a change in our tax reserves.

We concluded a Canadian examination of our federal income tax returns for fiscal years 2010 and 2011 during fiscal 2017. As a result, we decreased the reserve for uncertain tax positions which resulted in the recognition of an income tax benefit of $1.2 million in fiscal 2017.

We operate under a tax holiday in Singapore, which is effective through September 30, 2020. This tax holiday is conditioned upon our compliance with certain employment and investment thresholds in Singapore. The impact of the tax holiday decreased the taxes we owe in Singapore by $37.4 million and $30.8 million for fiscal 2017 and fiscal 2016, respectively. This resulted in tax benefits of $0.20 and $0.16 of diluted earnings per share for fiscal 2017 and fiscal 2016, respectively.

The annual effective tax rate for fiscal 2016 of 17.1% was less than the United States federal statutory rate of 35% primarily due to benefits of 13.7% related to foreign earnings taxed at a rate less than the United States federal rate, 1.6% related to a domestic production activities deduction, 2.8% related to the recognition of federal research and development tax credits, and 1.8% from the settlement of the Internal Revenue Service ("IRS") audit of our fiscal 2012 and 2013 income tax returns, partially offset by income tax rate expense impact of 1.6% related to a change in our tax reserves.

During fiscal 2016, we concluded an IRS examination of our federal income tax returns for fiscal years 2012 and 2013. We agreed to various adjustments to our fiscal year 2012 and 2013 tax returns that resulted in the recognition of current year tax expense of $2.6 million during fiscal 2016. With the conclusion of the audit, we decreased the reserve for uncertain tax positions, which resulted in the recognition of an income tax benefit of $24.0 million in fiscal 2016.

LIQUIDITY AND CAPITAL RESOURCES

(in millions)	Fiscal Years Ended September 29, 2017	Fiscal Years Ended September 30, 2016	Fiscal Years Ended October 2, 2015
Cash and cash equivalents at beginning of period	$ 1,083.8	$ 1,043.6	$ 805.8
Net cash provided by operating activities	1,471.3	1,095.7	992.8
Net cash used in investing activities	(325.9)	(250.9)	(454.7)
Net cash used in financing activities	(612.4)	(804.6)	(300.3)
Cash and cash equivalents at end of period	$ 1,616.8	$ 1,083.8	$ 1,043.6

Cash flow provided by operating activities:

Cash flow provided by operating activities consists of net income for the period adjusted for certain non-cash items and changes in certain operating assets and liabilities. For fiscal 2017, we generated $1,471.3 million in cash flow from operations, an increase of $375.6 million when compared to $1,095.7 million generated in fiscal 2016. The increase in cash flow from operating activities during the fiscal year ended September 29, 2017, was related to higher net income combined with a net cash inflow from changes in operating assets and liabilities. Specifically, the changes in operating assets and liabilities that were sources of cash were: $147.8 million related to accounts payable, due to the timing of capital expenditures and vendor payments, $96.3 million related to changes in other current and long-term liabilities primarily driven by changes in income taxes and $3.3 million in other current and long-term assets. These sources of cash were offset by uses of cash of: $69.2 million related to increases in inventory primarily related to end customer demand and $37.1 million in accounts receivable due to the timing of customer collections.

Cash flow used in investing activities:

Cash flow used in investing activities consists primarily of cash paid for acquisitions net of cash acquired, capital expenditures, purchased intangibles, cash received from the sale of capital assets, and cash related to the sale or maturity of investments. Cash flow used in investing activities was $325.9 million during fiscal 2017, compared to $250.9 million during fiscal 2016. The cash used for capital expenditures was $303.3 million, primarily related to the purchase of manufacturing equipment to support the expansion of our assembly and test operations, filter production operations, and wafer fabrication facilities. During fiscal 2017, we paid $13.7 million, net of cash acquired, to complete an acquisition and $12.1 million related to purchased intangibles. These uses of cash were partially offset by the maturity of a $3.2 million investment during the period.

Cash flow used in financing activities:

Cash flow used in financing activities consists primarily of cash transactions related to debt and equity. During fiscal 2017, we had net cash outflows of $612.4 million, compared to $804.6 million in fiscal 2016. The decrease in cash used in financing activities primarily related to the decrease in share repurchase activity primarily offset by increased dividend payments during fiscal 2017. During fiscal 2017 we had the following significant uses of cash:

- $432.3 million related to our repurchase of 4.7 million shares of our common stock pursuant to the share repurchase programs approved by our Board of Directors on January 19, 2017, and July 19, 2016;
- $214.6 million related to the payment of cash dividends on our common stock;
- $49.2 million related to the minimum statutory payroll tax withholdings upon vesting of employee performance and restricted stock awards; and
- $10.9 million in deferred payments related to deferred intangible asset purchases and contingent consideration payments.

These uses of cash were partially offset by the excess tax benefit from stock option exercises of $40.8 million and net proceeds from employee stock option exercises of $53.8 million during fiscal 2017.

Liquidity:

Cash and cash equivalent balances were $1,616.8 million at September 29, 2017, representing an increase of $533.0 million from September 30, 2016. The increase resulted from $1,471.3 million in cash generated from operations which was partially offset by $432.3 million used to repurchase 4.7 million shares of stock, and $214.6 million in cash dividend payments during fiscal 2017, $303.3 million in capital expenditures and $13.7 million related to business acquisition activity. Based on our historical results of operations, we expect that our cash and cash equivalents on hand and the cash we expect to generate from operations will be sufficient to fund our research and development, capital expenditures, potential acquisitions, working capital, quarterly cash dividend payments (if such dividends are declared by the Board of Directors), outstanding commitments and other liquidity requirements associated with existing operations for at least the next 12 months. However, we cannot be certain that our cash on hand and cash generated from operations will be available in the future to fund all of our capital and operating requirements. In addition, any future strategic investments and acquisitions may require additional cash and capital resources. If we are unable to obtain sufficient cash or capital to meet our needs on a timely basis and on favorable terms, our business and operations could be materially and adversely affected.

Our invested cash balances primarily consist of highly liquid term deposits with original maturities of 90 days or less and money market funds where the underlying securities primarily consist of United States treasury obligations, United States agency obligations and repurchase agreements collateralized by United States government and agency obligations.

Our cash and cash equivalent balance of $1,616.8 million at September 29, 2017, consisted of $770.9 million held domestically and $845.9 million held by foreign subsidiaries, which is considered by us to be indefinitely reinvested and would be subject to material tax effects if repatriated.

OFF-BALANCE SHEET ARRANGEMENTS

All significant contractual obligations are recorded on our consolidated balance sheet or fully disclosed in the notes to our consolidated financial statements. We have no material off-balance sheet arrangements as defined in SEC Regulation S-K-303(a)(4)(ii).

CONTRACTUAL CASH FLOWS

Set forth below is a summary of our contractual payment obligations related to our operating leases, other commitments and long-term liabilities at September 29, 2017 (in millions):

	Payments Due By Period				
Obligation	**Total**	**Less Than 1 Year**	**1-3 Years**	**3-5 Years**	**Thereafter**
Other long-term liabilities(1)	$ 94.3	$ 5.4	$ 4.0	$ 1.0	$ 83.9
Operating lease obligations	84.6	21.2	34.8	15.4	13.2
Contingent consideration for business combinations(2)	11.9	1.5	10.4	—	—
Other commitments(3)	10.3	10.2	0.1	—	—
Total	$ 201.1	$ 38.3	$ 49.3	$ 16.4	$ 97.1

(1) Other long-term liabilities include our gross unrecognized tax benefits, as well as executive deferred compensation, which are both classified as beyond five years due to the uncertain nature of the liabilities.

(2) Contingent consideration related to business combinations is recorded at fair value and actual results could differ. See Note 3 and Note 4 of Item 8 of this Annual Report for further detail.

(3) Other commitments consist of contractual license and royalty payments and other purchase obligations. See Note 11 of Item 8 of this Annual Report.

CRITICAL ACCOUNTING ESTIMATES

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles, or GAAP. The preparation of these financial statements requires us to make estimates and judgments in applying our most critical accounting policies that can have a significant impact on the results we report in our financial statements. The SEC has defined critical accounting policies as those that are both most important to the portrayal of our financial condition and results and which require our most difficult, complex or subjective judgments or estimates. Based on this definition, our most critical accounting policies include revenue recognition, which impacts the recording of net revenue; inventory valuation, which impacts the cost of goods sold and gross margin; assessment of goodwill and long-lived assets, which impacts the impairment of the respective assets; business combinations, which impacts the fair value of acquired assets and assumed liabilities; share-based compensation, which impacts cost of goods sold and operating expenses; loss contingencies, which impacts operating expenses; and income taxes, which impacts the income tax provision. These policies and significant judgments involved are discussed further below. We have other significant accounting policies that do not generally require subjective estimates or judgments or would not have a material impact on our results of operations. Our significant accounting policies are described in Note 2 of Item 8 on this Annual Report.

Revenue Recognition. We recognize revenue in accordance with the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 605 *Revenue Recognition* net of estimated reserves. Our revenue reserves contain uncertainties because they require management to make assumptions and to apply judgment to estimate the value of future credits to customers for price protection and stock rotation for products sold to certain electronic component distributors. Our estimates of the amount and timing of the reserves is based primarily on historical experience and specific contractual arrangements. Historically, we have not experienced material differences between our estimated sales reserves and actual results.

Inventory Valuation. We value our inventory at the lower of cost or net realizable value. Reserves for excess and obsolete inventory are established on a quarterly basis and are based on a detailed analysis of forecasted demand in relation to on-hand inventory, salability of our inventory, general market conditions, and product life cycles. Once reserves are established, write-downs of inventory are considered permanent adjustments to the cost basis of inventory. Our reserves contain uncertainties because the calculation requires management to make assumptions and to apply judgment regarding historical experience, forecasted demand and technological obsolescence. Changes in actual demand or market conditions could adversely impact our reserve calculations. Historically, we have not experienced material differences between our estimated inventory reserves and actual results.

Goodwill and Long-Lived Assets. We evaluate goodwill and long-lived assets for impairment annually on the first day of the fourth fiscal quarter and whenever events or circumstances arise that may indicate that the carrying value of the goodwill or other intangibles may not be recoverable.

Our impairment analysis contains uncertainties because it requires management to make assumptions and to apply judgment to items such as: determination of the reporting unit and asset groupings, estimated control premiums, discount rate, future cash flows, the profitability of future business strategies and useful lives. Historically, we have not experienced material differences between our impairment calculations and actual results.

Business Combinations. We apply significant estimates and judgments in order to determine the fair value of the identified tangible and intangible assets acquired, liabilities assumed and goodwill recognized in business combinations. The value of all assets and liabilities are recognized at fair value as of the acquisition date using a market participant approach.

In measuring the fair value, we utilize a number of valuation techniques consistent with the market approach, income approach and/ or cost approach. The valuation of the identifiable assets and liabilities includes assumptions such as projected revenue, royalty rates, weighted average cost of capital, discount rates and estimated useful lives. These assessments can be significantly affected by our judgments. Historically, we have not experienced material differences in our assigned values and actual results.

Share-Based Compensation. We have a share-based compensation plan which includes non-qualified stock options, restricted and performance share awards and units, employee stock purchase plan and other special share-based awards. Note 9 of Item 8 of this Annual Report details our current share-based compensation programs.

We determine the fair value of our share-based compensation items with pricing models as of the date of grant using a number of highly complex and subjective variables and assumptions including, but not limited to: our expected stock price volatility over the term of the award, correlation coefficients, risk-free rate, the expected life of the award, forfeiture rates, dividend yield, estimated performance against metrics, etc. Compensation expense is recognized over the requisite service period of the underlying awards. Management periodically evaluates these assumptions and updates share-based compensation expense accordingly. Historically, we have not experienced material differences in our estimates and actual results.

Loss Contingencies. We record an estimate for loss contingencies such as a legal proceeding or claims if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. We disclose material loss contingencies if there is at least a reasonable possibility that a loss has been incurred.

Our loss contingency analysis contains uncertainties because it requires management to assess the degree of probability of an unfavorable outcome and to make a reasonable estimate of the amount of potential loss. Historically, we have not experienced material differences between our estimates and actual results.

Income Taxes. We account for income taxes using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between tax and financial reporting. We record a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized. Significant management judgment is required in developing our provision for income taxes, including the determination of deferred tax assets and liabilities and any valuation allowances that might be required against the deferred tax assets.

The application of tax laws and regulations to calculate our tax liabilities is subject to legal and factual interpretation, judgment, and uncertainty in a multitude of jurisdictions. Tax laws and regulations themselves are subject to change as a result of changes in fiscal policy, changes in legislation, the evolution of regulations, and court rulings. We recognize potential liabilities for anticipated tax audit issues in the United States and other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes and interest will be due. We record an amount as an estimate of probable additional income tax liability at the largest amount that we feel is more likely than not, based upon the technical merits of the position, to be sustained upon audit by the relevant tax authority. Historically, we have not experienced material differences between our estimates and actual results.

OTHER MATTERS

Inflation did not have a material impact on our results of operations during the three-year period ended September 29, 2017.

Quantitative and Qualitative Disclosures About Market Risk

We are subject to overall financial market risks, such as changes in market liquidity, credit quality investment risk, interest rate risk and foreign exchange rate risk as described below.

Investment and Interest Rate Risk

Our exposure to interest rate and general market risks relates principally to our investment portfolio which consists of cash and cash equivalents (time deposits, certificates of deposit and money market funds) that total $1,616.8 million as of September 29, 2017.

The main objectives of our investment activities are liquidity and preservation of capital. Our cash equivalent investments have short-term maturity periods that dampen the impact of market or interest rate risk. Credit risk associated with our investments is not material because our money market and deposits are diversified across several financial institutions with high credit ratings, which reduces the amount of credit exposure to any one counterparty.

Based on our results of operations for the fiscal year ended September 29, 2017, a hypothetical reduction in the interest rates on our cash and cash equivalents to zero would result in an approximately $5.6 million reduction of interest income with the resulting impact on income before taxes.

Given the low interest rate environment, the objectives of our investment activities, and the relatively low interest income generated from our cash and cash equivalents and other investments, we do not believe that investment or interest rate risks pose material exposures to our current business or results of operations.

Foreign Exchange Rate Risk

Substantially all sales to customers and arrangements with third-party manufacturers provide for pricing and payment in United States dollars, thereby reducing the impact of foreign exchange rate fluctuations on our results. A percentage of our international operational expenses are denominated in foreign currencies and exchange rate volatility could positively or negatively impact those operating costs. For the fiscal years ended September 29, 2017, September 30, 2016, and October 2, 2015, we had foreign exchange (losses)/gains of ($3.1) million, ($5.6) million and $1.4 million, respectively. Increases in the value of the United States dollar relative to other currencies could make our products more expensive, which could negatively impact our ability to compete. Conversely, decreases in the value of the United States dollar relative to other currencies could result in our suppliers raising their prices to continue doing business with us. Given the relatively small number of customers and arrangements with third-party manufacturers denominated in foreign currencies, we do not believe that foreign exchange volatility has a material impact on our current business or results of operations. However, fluctuations in currency exchange rates could have a greater effect on our business or results of operations in the future to the extent our expenses increasingly become denominated in foreign currencies.

We may enter into foreign currency forward and option contracts with financial institutions to protect against foreign exchange risks associated with certain existing assets and liabilities, certain firmly committed transactions, forecasted future cash flows and net investments in foreign subsidiaries. However, we may choose not to hedge certain foreign exchange exposures for a variety of reasons, including, but not limited to, accounting considerations and the prohibitive economic cost of hedging particular exposures.

Selected Financial Data

The information set forth below for the five years ended September 29, 2017, is not necessarily indicative of results of future operations, and should be read in conjunction with *Management's Discussion and Analysis of Financial Condition and Results of Operations*, and our consolidated financial statements and related notes appearing elsewhere in this Annual Report to fully understand factors that may affect the comparability of the information presented below. Our fiscal year ends on the Friday closest to September 30. Fiscal 2017, 2016, 2015, and 2013 each consisted of 52 weeks and ended on September 29, 2017, September 30, 2016, October 2, 2015, and September 27, 2013, respectively. Fiscal 2014 consisted of 53 weeks and ended on October 3, 2014.

The following table represents the selected financial data (in millions, except per share data):

	Fiscal Years Ended				
Statement of Operations Data:	**September 29, 2017**	**September 30, 2016(1)**	**October 2, 2015**	**October 3, 2014**	**September 27, 2013**
Net revenue	$ 3,651.4	$ 3,289.0	$ 3,258.4	$ 2,291.5	$ 1,792.0
Operating income	$ 1,253.8	$ 1,118.7	$ 1,023.1	$ 565.2	$ 345.1
Operating margin	34.3%	34.0%	31.4%	24.7%	19.3%
Net income	$ 1,010.2	$ 995.2	$ 798.3	$ 457.7	$ 278.1
Earnings per share:					
Basic	$ 5.48	$ 5.27	$ 4.21	$ 2.44	$ 1.48
Diluted	$ 5.41	$ 5.18	$ 4.10	$ 2.38	$ 1.45
Cash dividends declared per share	$ 1.16	$ 1.06	$ 0.65	$ 0.22	$ —

	As of				
Balance Sheet Data:	**September 29, 2017**	**September 30, 2016(1)**	**October 2, 2015**	**October 3, 2014**	**September 27, 2013**
Working capital	$ 2,245.8	$ 1,791.9	$ 1,450.8	$ 1,131.6	$ 893.6
Property, plant and equipment, net	$ 882.3	$ 806.3	$ 826.4	$ 555.9	$ 328.6
Total assets	$ 4,573.6	$ 3,855.4	$ 3,719.4	$ 2,973.8	$ 2,333.1
Stockholders' equity	$ 4,065.7	$ 3,541.4	$ 3,159.2	$ 2,532.4	$ 2,101.1

(1) Fiscal 2016 net income and earnings per share include other income of $88.5 million related to the receipt of the PMC-Sierra merger termination fee.

SKYWORKS SOLUTIONS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share amounts)

	Fiscal Years Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
Net revenue	$ 3,651.4	$ 3,289.0	$ 3,258.4
Cost of goods sold	1,809.6	1,623.8	1,703.9
Gross profit	1,841.8	1,665.2	1,554.5
Operating expenses:			
Research and development	355.2	312.4	303.2
Selling, general and administrative	204.6	195.9	191.3
Amortization of intangibles	27.6	33.4	33.5
Restructuring and other charges	0.6	4.8	3.4
Total operating expenses	588.0	546.5	531.4
Operating income	1,253.8	1,118.7	1,023.1
Other income, (expense), net	3.2	(6.6)	0.5
Merger termination fee	—	88.5	—
Income before income taxes	1,257.0	1,200.6	1,023.6
Provision for income taxes	246.8	205.4	225.3
Net income	$ 1,010.2	$ 995.2	$ 798.3
Earnings per share:			
Basic	$ 5.48	$ 5.27	$ 4.21
Diluted	$ 5.41	$ 5.18	$ 4.10
Weighted average shares:			
Basic	184.3	188.7	189.5
Diluted	186.7	192.1	194.9
Cash dividends declared and paid per share	$ 1.16	$ 1.06	$ 0.65

See accompanying Notes to Consolidated Financial Statements.

SKYWORKS SOLUTIONS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Fiscal Years Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
Net income	$ 1,010.2	$ 995.2	$ 798.3
Other comprehensive income			
Fair value of investments	0.9	—	—
Pension adjustments	0.7	(1.8)	(0.2)
Foreign currency translation adjustment	0.8	(0.9)	(3.1)
Comprehensive income	$ 1,012.6	$ 992.5	$ 795.0

See accompanying Notes to Consolidated Financial Statements.

SKYWORKS SOLUTIONS, INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except per share amounts)

	As of	
	September 29, 2017	September 30, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,616.8	$ 1,083.8
Receivables, net of allowance for doubtful accounts of $0.5 and $0.5, respectively	454.7	416.6
Inventory	493.5	424.0
Other current assets	68.7	77.7
Total current assets	2,633.7	2,002.1
Property, plant and equipment, net	882.3	806.3
Goodwill	883.0	873.3
Intangible assets, net	67.8	67.0
Deferred tax assets, net	66.5	54.1
Other assets	40.3	52.6
Total assets	$ 4,573.6	$ 3,855.4
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 258.4	$ 110.4
Accrued compensation and benefits	68.1	42.3
Other current liabilities	61.4	57.5
Total current liabilities	387.9	210.2
Long-term tax liabilities	92.9	71.8
Other long-term liabilities	27.1	32.0
Total liabilities	507.9	314.0
Commitments and contingencies (Note 11 and Note 12)		
Stockholders' equity:		
Preferred stock, no par value: 25.0 shares authorized, no shares issued	—	—
Common stock, $0.25 par value: 525.0 shares authorized; 226.0 shares issued and 183.1 shares outstanding as of September 29, 2017, and 222.5 shares issued and 184.9 shares outstanding as of September 30, 2016	45.8	46.2
Additional paid-in capital	2,893.8	2,686.0
Treasury stock, at cost	(1,925.0)	(1,443.5)
Retained earnings	3,059.6	2,263.6
Accumulated other comprehensive loss	(8.5)	(10.9)
Total stockholders' equity	4,065.7	3,541.4
Total liabilities and stockholders' equity	$ 4,573.6	$ 3,855.4

See accompanying Notes to Consolidated Financial Statements.

SKYWORKS SOLUTIONS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Fiscal Years Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
Cash flows from operating activities:			
Net income	$ 1,010.2	$ 995.2	$ 798.3
Adjustments to reconcile net income to net cash provided by operating activities:			
Share-based compensation	88.5	78.0	99.8
Depreciation	227.2	214.4	162.3
Amortization of intangible assets	27.6	33.4	33.5
Contribution of common shares to savings and retirement plans	15.0	18.0	20.9
Deferred income taxes	2.2	—	(3.9)
Excess tax benefit from share-based compensation	(40.8)	(43.7)	(57.3)
Other	0.3	0.3	0.5
Changes in assets and liabilities net of acquired balances:			
Receivables, net	(37.1)	121.4	(222.2)
Inventory	(69.2)	(147.3)	3.6
Other current and long-term assets	3.3	(20.4)	(39.2)
Accounts payable	147.8	(181.5)	90.5
Other current and long-term liabilities	96.3	27.9	106.0
Net cash provided by operating activities	1,471.3	1,095.7	992.8
Cash flows from investing activities:			
Capital expenditures	(303.3)	(189.3)	(430.1)
Payments for acquisitions, net of cash acquired	(13.7)	(55.6)	(24.6)
Purchased intangibles	(12.1)	(6.0)	—
Maturity of investments	3.2	—	—
Net cash used in investing activities	(325.9)	(250.9)	(454.7)
Cash flows from financing activities:			
Payments for obligations recorded for business combinations	—	(76.5)	—
Excess tax benefit from share-based compensation	40.8	43.7	57.3
Repurchase of common stock—payroll tax withholdings on equity awards	(49.2)	(73.3)	(54.2)
Repurchase of common stock—share repurchase program	(432.3)	(525.6)	(237.3)
Dividends paid	(214.6)	(201.0)	(123.1)
Net proceeds from exercise of stock options	53.8	28.1	57.0
Deferred payments for intangible assets	(5.5)	—	—
Payments of contingent consideration	(5.4)	—	—
Net cash used in financing activities	(612.4)	(804.6)	(300.3)
Net increase in cash and cash equivalents	533.0	40.2	237.8
Cash and cash equivalents at beginning of period	1,083.8	1,043.6	805.8
Cash and cash equivalents at end of period	$ 1,616.8	$ 1,083.8	$ 1,043.6
Supplemental cash flow disclosures:			
Income taxes paid	$ 163.2	$ 165.9	$ 126.1

See accompanying Notes to Consolidated Financial Statements.

SKYWORKS SOLUTIONS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In millions)

	Shares of common stock	Par value of common stock	Shares of treasury stock	Value of treasury stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Total stockholders' equity
Balance at October 3, 2014	189.2	$ 47.3	25.0	$ (553.1)	$ 2,248.2	$ 794.9	$ (4.9)	$ 2,532.4
Net income	—	—	—	—	—	798.3	—	798.3
Exercise and settlement of share based awards and related tax benefit, net of shares withheld for taxes	4.0	1.0	0.8	(54.2)	156.7	—	—	103.5
Share-based compensation expense	—	—	—	—	89.6	—	—	89.6
Share repurchase program	(2.9)	(0.7)	2.9	(237.3)	0.7	—	—	(237.3)
Dividends declared	—	—	—	—	—	(124.0)	—	(124.0)
Other comprehensive loss	—	—	—	—	—	—	(3.3)	(3.3)
Balance at October 2, 2015	190.3	$ 47.6	28.7	$ (844.6)	$ 2,495.2	$ 1,469.2	$ (8.2)	$ 3,159.2
Net income	—	—	—	—	—	995.2	—	995.2
Exercise and settlement of share based awards and related tax benefit, net of shares withheld for taxes	2.6	0.6	0.9	(73.3)	109.1	—	—	36.4
Share-based compensation expense	—	—	—	—	79.7	—	—	79.7
Share repurchase program	(8.0)	(2.0)	8.0	(525.6)	2.0	—	—	(525.6)
Dividends declared	—	—	—	—	—	(200.8)	—	(200.8)
Other comprehensive loss	—	—	—	—	—	—	(2.7)	(2.7)
Balance at September 30, 2016	184.9	$ 46.2	37.6	$ (1,443.5)	$ 2,686.0	$ 2,263.6	$ (10.9)	$ 3,541.4
Net income	—	—	—	—	—	1,010.2	—	1,010.2
Exercise and settlement of share based awards and related tax benefit, net of shares withheld for taxes	2.9	0.7	0.6	(49.2)	118.2	—	—	69.7
Share-based compensation expense	—	—	—	—	88.5	—	—	88.5
Share repurchase program	(4.7)	(1.1)	4.7	(432.3)	1.1	—	—	(432.3)
Dividends declared	—	—	—	—	—	(214.2)	—	(214.2)
Other comprehensive income	—	—	—	—	—	—	2.4	2.4
Balance at September 29, 2017	183.1	$ 45.8	42.9	$ (1,925.0)	$ 2,893.8	$ 3,059.6	$ (8.5)	$ 4,065.7

See accompanying Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Skyworks Solutions, Inc., together with its consolidated subsidiaries ("Skyworks" or the "Company"), is empowering the wireless networking revolution. The Company's highly innovative analog semiconductors are connecting people, places, and things, spanning a number of new and previously unimagined applications within the automotive, broadband, cellular infrastructure, connected home, industrial, medical, military, smartphone, tablet and wearable markets.

The Company has evaluated subsequent events through the date of issuance of the audited consolidated financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION

All Skyworks subsidiaries are included in the Company's consolidated financial statements and all intercompany balances are eliminated in consolidation.

FISCAL YEAR

The Company's fiscal year ends on the Friday closest to September 30. Fiscal years 2017, 2016 and 2015 each consisted of 52 weeks and ended on September 29, 2017, September 30, 2016 and October 2, 2015, respectively.

USE OF ESTIMATES

The preparation of consolidated financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the amounts of assets, liabilities, revenue, expenses, comprehensive income and accumulated other comprehensive loss during the reporting period. The Company evaluates its estimates on an ongoing basis using historical experience and other factors, including the current economic environment. Significant judgment is required in determining the reserves for and fair value of items such as allowance for doubtful accounts, overall fair value assessments of assets and liabilities, particularly those classified as Level 2 or Level 3 in the fair value hierarchy, inventory, intangible assets associated with business combinations, share-based compensation, loss contingencies, and income taxes. In addition, significant judgment is required in determining whether a potential indicator of impairment of long-lived assets exists and in estimating future cash flows for any necessary impairment testing. Actual results could differ significantly from these estimates.

CASH AND CASH EQUIVALENTS

The Company invests excess cash in time deposits, certificate of deposits and money market funds which primarily consist of United States treasury obligations, United States agency obligations, and repurchase agreements collateralized by United States government and agency obligations. The Company considers highly liquid investments with original maturities of 90 days or less when purchased as cash equivalents.

ALLOWANCE FOR DOUBTFUL ACCOUNTS

The Company maintains general allowances for doubtful accounts related to potential losses that could arise due to customers' inability to make required payments. These reserves require management to apply judgment in deriving these estimates. In addition, the Company performs ongoing credit evaluations of its customers' financial condition and if it becomes aware of any specific receivables which may be uncollectable, it performs additional analysis including, but not limited to, factors such as a customer's credit worthiness, intent and ability to pay and overall financial position, and reserves are recorded if deemed necessary. If the data the Company uses to calculate the allowance for doubtful accounts does not reflect the future ability to collect outstanding receivables, additional provisions for doubtful accounts may be needed and results of operations could be materially affected.

INVESTMENTS

The Company classifies its investment in marketable securities as "available for sale". Available for sale securities are carried at fair value with unrealized holding gains or losses recorded in other comprehensive income. Gains or losses are included in earnings in the period in which they are realized.

DERIVATIVES

The Company may utilize derivative financial instruments to manage market risks associated with fluctuations in foreign currency exchange rates on specific transactions that occur in the normal course of business. The criteria the Company uses for designating an instrument as a hedge is the instrument's effectiveness in risk reduction. To receive hedge accounting treatment, hedges must be highly effective at offsetting the impact of the hedge transaction. All derivatives, whether designated as hedging relationships or not, are recorded at fair value and are included as either an asset or liability on the balance sheet.

FAIR VALUE

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principle or most advantageous market in an orderly transaction between market participants at the measurement date. Applicable accounting guidance provides a hierarchy for inputs used in measuring fair value that prioritize the use of observable inputs over the use of unobservable inputs, when such observable inputs are available. The three levels of inputs that may be used to measure fair value are as follows:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets with insufficient volume or infrequent transactions (less active markets), or model-driven valuations in which all significant inputs are observable or can be derived principally from, or corroborated with, observable market data.
- Level 3—Fair value is derived from valuation techniques in which one or more significant inputs are unobservable, including assumptions and judgments made by the Company.

It is the Company's policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements. When available, the Company uses quoted market prices to measure fair value. If market prices are not available, the Company is required to make judgments about assumptions market participants would use to estimate the fair value of a financial instrument.

The Company measures certain assets and liabilities at fair value on a recurring basis in three levels, based on the market in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. It recognizes transfers within the fair value hierarchy at the end of the fiscal quarter in which the change in circumstances that caused the transfer occurred.

The carrying value of cash and cash equivalents, accounts receivable, other current assets, accounts payable and accrued liabilities approximates fair value due to short-term maturities of these assets and liabilities.

INVENTORY

Inventory is stated at the lower of cost or market on a first-in, first-out basis.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are carried at cost less accumulated depreciation, with significant renewals and betterments being capitalized and retired equipment written off in the respective periods. Maintenance and repairs are expensed as incurred.

Depreciation is calculated using the straight-line method over the estimated useful lives, which range from five to thirty years for buildings and improvements and three to ten years for machinery and equipment. Leasehold improvements are depreciated over the lesser of the economic life or the life of the associated lease.

VALUATION OF LONG-LIVED ASSETS

Definite lived intangible assets are carried at cost less accumulated amortization. Amortization is calculated based on the pattern of benefit to be recognized from the underlying asset over its estimated useful life. Carrying values for long-lived assets and definite lived intangible assets are reviewed for possible impairment as circumstances warrant. Factors considered important that could result in an impairment review include significant underperformance relative to expected, historical or projected future operating results, significant changes in the manner of use of assets or the Company's business strategy, or significant negative industry or economic trends. In addition, impairment reviews are conducted at the judgment of management whenever asset/asset group values are deemed to be unrecoverable relative to future undiscounted cash flows expected to be generated by that particular asset/asset group. The determination of recoverability is based on an estimate of undiscounted cash flows expected to result from the use of an asset/asset group and its eventual disposition. Such estimates require management to exercise judgment and make assumptions regarding factors such as future revenue streams, operating expenditures, cost allocation and asset utilization levels, all of which collectively impact future operating performance. The Company's estimates of undiscounted cash flows may differ from actual cash flows due to, among other things, technological changes, economic conditions, changes to its business model or changes in its operating performance. If the sum of the undiscounted cash flows (excluding interest) is less than the carrying value of an asset/asset group, the Company would recognize an impairment loss, measured as the amount by which the carrying value exceeds the fair value of the asset or asset group.

GOODWILL

Goodwill and indefinite-lived intangible assets are not amortized but are tested at least annually as of the first day of the fourth fiscal quarter for impairment or more frequently if indicators of impairment exist during the fiscal year. The Company assesses its conclusion regarding segments and reporting units in conjunction with its annual goodwill impairment test, and has determined that it has one reporting unit for the purposes of allocating and testing goodwill.

The goodwill impairment test is a two-step process. The first step of the Company's impairment analysis compares its fair value to its net book value to determine if there is an indicator of impairment. In the Company's calculation of fair value, it considers the closing price of its common stock on the selected testing date, the number of shares of its common stock outstanding and other marketplace activity such as a related control premium. If the calculated fair value is determined to be less than the book value of the Company, then the Company performs step two of the impairment analysis. Step two of the analysis compares the implied fair value of the Company's goodwill to its book value. If the book value of the Company's goodwill exceeds its implied fair value, an impairment loss is recognized equal to that excess.

BUSINESS COMBINATIONS

The Company uses the acquisition method of accounting for business combinations and recognizes assets acquired and liabilities assumed at their fair values on the date acquired. Goodwill represents the excess of the purchase price over the fair value of the net assets. The fair values of the assets and liabilities acquired are determined based upon the Company's valuation using a combination of market, income or cost approaches. The valuation involves making significant estimates and assumptions, which are based on detailed financial models including the projection of future cash flows, the weighted average cost of capital and any cost savings that are expected to be derived in the future.

EMPLOYEE RETIREMENT BENEFIT PLANS

The funded status of benefit pension plans, or the balance of plan assets and benefit obligations, is recognized on the consolidated balance sheet and pension liability adjustments, net of tax, are recorded in Accumulated Other Comprehensive Income. The Company determines discount rates considering the rates of return on high-quality fixed income investments, and the expected long-term rate of return on pension plan assets by considering the current and expected asset allocations, as well as historical and expected returns on various categories of plan assets. Decreases in discount rates lead to increases in benefit obligations that, in turn, could lead to an increase in amortization cost through amortization of actuarial gain or loss. A decline in the market values of plan assets will generally result in a lower expected rate of return, which would result in an increase of future retirement benefit costs.

REVENUE RECOGNITION

Revenue from product sales is recognized when there is persuasive evidence of an arrangement, the price to the buyer is fixed and determinable, delivery and transfer of title have occurred in accordance with the shipping terms specified in the arrangement with the customer and collectability is reasonably assured. Revenue from license fees and intellectual property is recognized when due and payable, and all other criteria previously noted have been met. The Company ships product on consignment to certain customers and only recognizes revenue when the customer notifies the Company that the inventory has been consumed. Revenue recognition is deferred in all instances where the earnings process is incomplete. Certain product sales are made to electronic component distributors under agreements allowing for price protection and stock rotation on unsold products. Reserves for sales returns and allowances are recorded based on historical experience or pursuant to contractual arrangements necessitating revenue reserves.

SHARE-BASED COMPENSATION

The Company recognizes compensation expense for all share-based payment awards made to employees and directors including non-qualified employee stock options, share awards and units, employee stock purchase plan and other special share-based awards based on estimated fair values.

The fair value of share-based payment awards is amortized over the requisite service period, which is defined as the period during which an employee is required to provide service in exchange for an award. The Company uses a straight-line attribution method for all grants that include only a service condition. Awards with both performance and service conditions are expensed over the service period for each separately vesting tranche.

Share-based compensation expense recognized during the period includes actual expense on vested awards and expense associated with unvested awards that has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The Company reviews actual forfeitures at least annually.

The Company determines the fair value of share-based option awards based on the Company's closing stock price on the date of grant using a Black-Scholes options pricing model. Under the Black-Scholes model, a number of highly complex and subjective variables are used including, but not limited to: the expected stock price volatility over the term of the award, the risk-free rate, the expected life of the award and dividend yield. The determination of fair value of restricted and certain performance share awards and units is based on the value of the Company's stock on the date of grant with performance awards and units adjusted for the actual outcome of the underlying performance condition.

For more complex performance awards including units with market-based performance conditions the Company employs a Monte Carlo simulation valuation method to calculate the fair value of the awards based on the most likely outcome. Under the Monte Carlo simulation, a number of highly complex and subjective variables are used including, but not limited to: the expected stock price volatility over the term of the award, a correlation coefficient, the risk-free rate, the expected life of the award, and dividend yield.

RESEARCH AND DEVELOPMENT COSTS

Research and development costs are expensed as incurred.

LOSS CONTINGENCIES

The Company records its best estimates of a loss contingency when it is considered probable and the amount can be reasonably estimated. When a range of loss can be reasonably estimated with no best estimate in the range, the minimum estimated liability related to the claim is recorded. As additional information becomes available, the Company assesses the potential liability related to the potential pending loss contingency and revises its estimates.

Loss contingencies are disclosed if there is at least a reasonable possibility that a loss or an additional loss may have been incurred and legal costs are expensed as incurred.

RESTRUCTURING

A liability for post-employment benefits is recorded when payment is probable, the amount is reasonably estimable, and the obligation relates to rights that have vested or accumulated.

FOREIGN CURRENCIES

The Company's primary functional currency is the United States dollar. Gains and losses related to foreign currency transactions, conversion of foreign denominated cash balances and translation of foreign currency financial statements are included in current results. For certain foreign entities that utilize local currencies as their functional currency, the resulting unrealized translation gains and losses are reported as currency translation adjustment through other comprehensive income (loss) for each period.

INCOME TAXES

The Company uses the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. This method also requires the recognition of future tax benefits such as net operating loss carry forwards, to the extent that realization of such benefits is more likely than not. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The carrying value of the Company's net deferred tax assets assumes the Company will be able to generate sufficient future taxable income in certain tax jurisdictions, based on estimates and assumptions. If these estimates and related assumptions change in the future, the Company may be required to record additional valuation allowances against its deferred tax assets resulting in additional income tax expense in its Consolidated Statement of Operations. Management evaluates the realizability of the deferred tax assets and assesses the adequacy of the valuation allowance quarterly. Likewise, in the event the Company were to determine that it would be able to realize its deferred tax assets in the future in excess of their net recorded amount, an adjustment to the deferred tax assets would increase income or decrease the carrying value of goodwill in the period such determination was made.

The determination of recording or releasing tax valuation allowances is made, in part, pursuant to an assessment performed by management regarding the likelihood that the Company will generate future taxable income against which benefits of its deferred tax assets may or may not be realized. This assessment requires management to exercise significant judgment and make estimates with respect to its ability to generate revenues, gross profits, operating income and taxable income in future periods. Amongst other factors, management must make assumptions regarding overall business and semiconductor industry conditions, operating efficiencies, the Company's ability to develop products to its customers' specifications, technological change, the competitive environment and changes in regulatory requirements which may impact its ability to generate taxable income and, in turn, realize the value of its deferred tax assets.

The calculation of the Company's tax liabilities includes addressing uncertainties in the application of complex tax regulations and is based on the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return.

The Company recognizes liabilities for anticipated tax audit issues in the United States and other tax jurisdictions based on its recognition threshold and measurement attribute of whether it is more likely than not that the positions the Company has taken in tax filings will be sustained upon tax audit, and the extent to which, additional taxes would be due. If payment of these amounts ultimately proves to be unnecessary, the reversal of the liabilities would result in tax benefits being recognized in the period in which it is determined the liabilities are no longer necessary. If the estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to expense would result. The

Company recognizes any interest or penalties, if incurred, on any unrecognized tax benefits as a component of income tax expense.

EARNINGS PER SHARE

Basic earnings per share are computed using the weighted average number of common shares outstanding during the period. Diluted earnings per share incorporate the potentially dilutive incremental shares issuable upon the assumed exercise of stock options, the assumed vesting of outstanding restricted stock units and performance stock units, and the assumed issuance of common stock under the stock purchase plan using the treasury share method.

RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

In November 2015, the FASB issued Accounting Standards Update ("ASU") No. 2015-17, Balance Sheet Classification of Deferred Taxes, which eliminates the current requirement to present deferred tax assets and liabilities as current and non-current in a classified balance sheet. Instead, entities will be required to classify all deferred tax assets and liabilities as non-current. The Company adopted this accounting standard update early, on a prospective basis, at the beginning of the fourth quarter of fiscal year 2017. All deferred tax assets and liabilities as of September 29, 2017, have been classified as non-current in the accompanying Consolidated Balance Sheets and the notes thereto. The adoption at the beginning of the fourth quarter of fiscal 2017 resulted in a $13.6 million decrease in current deferred tax assets, a $12.6 million increase in other assets on the Balance Sheet and a $0.5 million decrease to both current and non-current deferred tax liabilities. No prior periods were retrospectively adjusted.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In August 2015, the FASB deferred the effective date of ASU 2014-09, Revenue from Contracts with Customers (Topic 606), which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and will supersede most current revenue recognition guidance. The Company will adopt this guidance during the first quarter of fiscal year 2019. The new guidance is required to be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying it recognized at the date of initial application. The Company has established a cross-functional team to assess the potential impact of the new revenue standard. The assessment process consists of reviewing its current accounting policies and practices to identify potential differences that would result from applying the requirements of the new standard to the Company's revenue contracts and identifying appropriate changes to the Company's business processes, systems and controls to support revenue recognition and disclosure requirements under the new standard. The Company is currently evaluating the potential impact on its business processes, systems, controls and its consolidated financial statements of the new revenue standard and does not anticipate significant changes to its statement of operations. The Company's assessment will be completed during fiscal 2018 at which time the method of adoption will be selected.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) ("ASU 2016-02"), which requires lessees to reflect most leases on their balance sheet as assets and obligations. The effective date for the standard is for fiscal years beginning after December 15, 2018, with early adoption permitted. The standard is to be applied under the modified retrospective method, with elective reliefs, which requires application of the new guidance for all periods presented. The Company is evaluating the effect that ASU 2016-02 will have on the consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU 2016-09, Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"). The updated guidance changes how companies account for certain aspects of share-based payment awards to employees, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. The Company will adopt ASU 2016-09 in the first quarter of fiscal 2018, and anticipates changes to its diluted share count, its tax provision, share-based compensation expense and cash flow from operations.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230) ("ASU 2016-15"). This ASU provides guidance on the presentation and classification of specific cash flow items to improve consistency within the statement of cash flows. The effective date for the standard is for fiscal years beginning after December 15, 2017, with early adoption permitted. The Company is currently evaluating the effect that ASU 2016-15 will have on the consolidated financial statements and related disclosures.

In October 2016, the FASB issued ASU No. 2016-16, Income taxes (Topic 74): Intra-entity transfers of an asset other than inventory ("ASU 2016-16"). This ASU provides guidance that changes the accounting for income tax effects of intra-entity transfers of assets other than inventory. Under the new guidance, the selling (transferring) entity is required to recognize a current tax expense or benefit upon transfer of the asset. Similarly, the purchasing (receiving) entity is required to recognize a deferred tax asset or deferred tax liability, as well as the related deferred tax benefit or expense, upon receipt of the asset. The effective date for the standard is for fiscal years beginning after December, 15, 2017, on a modified retrospective basis, and early adoption is permitted. The Company is currently evaluating the effect ASU 2016-16 will have on the consolidated financial statements as well as whether to adopt the new guidance early.

In January 2017, the FASB issued ASU No. 2017-04, Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment ("ASU 2017-04"). This ASU simplifies the subsequent measurement of goodwill and eliminates Step 2 from the goodwill impairment test. The annual or interim goodwill impairment test is performed by comparing the fair value of a reporting unit with its carrying amount, and an impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit should be considered when measuring the goodwill impairment loss, if applicable. The amendments are to be applied on a prospective basis. The effective date for adoption of this standard is for the first annual or interim goodwill impairment test in the fiscal year beginning after December 15, 2019, with early adoption permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company does not anticipate the adoption of ASU 2017-04 to have a material effect on the consolidated financial statements or related disclosures.

In May 2017, the FASB issued ASU 2017-09, Compensation-Stock Compensation (Topic 718), Scope of Modification Accounting. The ASU provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. The effective date for the standard is for interim periods in fiscal years beginning after December 15, 2017, with early adoption permitted, including adoption in any interim period for which financial statements have not yet been issued. The Company is currently evaluating the potential impact of this standard on its consolidated financial statements.

There have been no other recent accounting pronouncements or changes in accounting pronouncements that are of significance, or potential significance, to the Company.

3. BUSINESS COMBINATIONS

During the fiscal year ended September 29, 2017, the Company acquired a business for total cash consideration, net of cash acquired, of $13.7 million together with future contingent payments for a total aggregated fair value of $24.8 million. The future contingent consideration payments range from zero to $20.0 million and are based upon the achievement of specified revenue objectives that are payable up to three years from the anniversary of the acquisition, which at closing had a total estimated fair value of $10.7 million. In allocating the total purchase consideration for this acquisition based on the calculated fair value, the Company recorded $9.7 million of goodwill and $16.4 million of identifiable intangibles assets. Intangible assets acquired primarily consisted of developed technology with a weighted average useful life of five years as of the acquisition date. Goodwill resulting from this acquisition is not expected to be tax deductible.

Net revenue and net income from this acquisition has been included in the Consolidated Statements of Operations from the acquisition date through the end of the fiscal year on September 29, 2017, and the impact of the acquisition to the ongoing operations on the Company's net revenue and net income was not significant. The Company incurred immaterial transaction-related costs during the fiscal year ended September 29, 2017, which were included within the selling, administrative and general expense. Due to the materiality of this acquisition, the disclosures required by the applicable accounting guidance have been excluded.

On October 29, 2015, the Company entered into an Amended and Restated Agreement and Plan of Merger (the "Merger Agreement") with PMC-Sierra, Inc. ("PMC"), providing for, subject to the terms and conditions of the Merger Agreement, the cash acquisition of PMC by the Company. On November 23, 2015, PMC notified the Company that it had terminated the Merger Agreement. As a result, on November 24, 2015, PMC paid the Company a termination fee of $88.5 million pursuant to the Merger Agreement.

4. FAIR VALUE

Assets and Liabilities Measured and Recorded at Fair Value on a Recurring Basis

The Company measures certain assets and liabilities at fair value on a recurring basis such as its financial instruments. There have been no transfers between Level 1, 2 or 3 assets or liabilities during the fiscal year ended September 29, 2017.

During the fiscal year ended September 29, 2017, the auction rate security that the Company carried as a Level 3 asset was redeemed at its par value. Upon receipt of the par value, the Company reversed the difference between the carrying value and par value of this security that it had previously temporarily impaired from accumulated other comprehensive income. There was no gain or loss recognized in earnings during the twelve months ended September 29, 2017, as a result of this transaction.

Contingent consideration related to business combinations is recorded as a Level 3 liability because management uses significant judgments and unobservable inputs to determine the fair value. The Company reassesses the fair value of its contingent consideration liabilities on a quarterly basis and records any fair value adjustments to earnings in the period that they are determined. The increase in Level 3 liabilities during fiscal 2017, relates to the fair value of the contingent consideration associated with a business combination completed during the period, as detailed in Note 3 of these Notes to Consolidated Financial Statements. The fair value of the contingent consideration was determined using a weighted average probability of the expected revenue to be generated from the acquired business over a three-year period, with the contingent payments being made in each of the respective years. The increase in Level 3 liabilities was offset by payments of contingent consideration liabilities and net adjustments to the fair value of contingent consideration liabilities during the fiscal year ended September 29, 2017, which were included in selling, general and administrative expenses.

Assets and liabilities recorded at fair value on a recurring basis consisted of the following (in millions):

	As of September 29, 2017				As of September 30, 2016			
		Fair Value Measurements				Fair Value Measurements		
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Assets								
Money market funds	$ 592.6	$ 592.6	$ —	$ —	$ 408.7	$ 408.7	$ —	$ —
Auction rate security	—	—	—	—	2.3	—	—	2.3
Total	$ 592.6	$ 592.6	$ —	$ —	$ 411.0	$ 408.7	$ —	$ 2.3
Liabilities								
Contingent consideration liability recorded for business combinations	11.9	—	—	11.9	7.9	—	—	7.9
Total	$ 11.9	$ —	$ —	$ 11.9	$ 7.9	$ —	$ —	$ 7.9

The following table summarizes changes to the fair value of the Level 3 assets (in millions):

	Auction rate security
Balance as of September 30, 2016	$ 2.3
Decreases in Level 3 assets	(2.3)
Balance as of September 29, 2017	$ —

The following table summarizes changes to the fair value of the Level 3 liabilities (in millions):

	Contingent consideration
Balance as of September 30, 2016	$ 7.9
Increases to Level 3 liabilities	10.7
Changes in fair value included in earnings	(1.3)
Decreases of Level 3 liabilities	(5.4)
Balance as of September 29, 2017	$ 11.9

Assets Measured and Recorded at Fair Value on a Nonrecurring Basis

The Company's non-financial assets and liabilities, such as goodwill, intangible assets, and other long-lived assets resulting from business combinations are measured at fair value using income approach valuation methodologies at the date of acquisition and are subsequently re-measured if there are indicators of impairment.

5. INVENTORY

Inventory consists of the following (in millions):

	As of	
	September 29, 2017	September 30, 2016
Raw materials	$ 24.6	$ 18.5
Work-in-process	330.6	255.5
Finished goods	123.0	140.4
Finished goods held on consignment by customers	15.3	9.6
Total inventory	$ 493.5	$ 424.0

6. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment net consists of the following (in millions):

	As of	
	September 29, 2017	September 30, 2016
Land and improvements	$ 11.6	$ 11.6
Buildings and improvements	137.8	133.5
Furniture and fixtures	29.5	29.5
Machinery and equipment	1,715.3	1,533.3
Construction in progress	164.8	59.9
Total property, plant and equipment, gross	2,059.0	1,767.8
Accumulated depreciation	(1,176.7)	(961.5)
Total property, plant and equipment, net	$ 882.3	$ 806.3

7. GOODWILL AND INTANGIBLE ASSETS

The changes to the carrying amount of goodwill are as follows (in millions):

	As of	
	September 29, 2017	September 30, 2016
Goodwill at beginning of the period	$ 873.3	$ 856.7
Goodwill recognized through business combinations (Note 3)	9.7	16.6
Goodwill adjustments	—	—
Goodwill impairment	—	—
Goodwill at the end of the period	$ 883.0	$ 873.3

The Company performed an impairment test of its goodwill as of the first day of the fourth fiscal quarter in accordance with its regularly scheduled testing. The results of this test indicated that the Company's goodwill was not impaired. There were no other indicators of impairment noted during the fiscal year ended September 29, 2017.

The Company reviewed its non-amortizing trademarks during the fiscal year ended September 29, 2017, and determined that the useful lives of the trademarks were no longer considered to be indefinite and were not considered impaired. Accordingly, the Company began amortizing the trademarks during the fiscal year ended September 29, 2017, and will continue to amortize these assets on a straight-line basis over the period they will continue to contribute to the ongoing cash flows.

Intangible assets consist of the following (in millions):

		As of September 29, 2017			As of September 30, 2016		
	Weighted average amortization period (years)	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
Customer relationships	5.0	$ 78.5	$ (63.4)	$ 15.1	$ 78.5	$ (57.7)	$ 20.8
Developed technology and other	5.0	150.2	(110.9)	39.3	133.8	(89.2)	44.6
Trademarks	3.0	1.6	(0.3)	1.3	1.6	—	1.6
Internally developed software	3.0	12.1	—	12.1	—	—	—
Total intangible assets		$ 242.4	$ (174.6)	$ 67.8	$ 213.9	$ (146.9)	$ 67.0

The increase in the gross amount of intangible assets is related to internally developed software and the business combination that closed during the period. For further information regarding the acquired intangibles see Note 3, Business Combinations, in these Notes to the Consolidated Financial Statements.

Annual amortization expense for the next five fiscal years related to intangible assets is expected to be as follows (in millions):

	2018	2019	2020	2021	2022	Thereafter
Amortization expense	$ 19.8	$ 18.1	$ 15.4	$ 8.5	$ 0.5	$ 5.5

8. INCOME TAXES

Income before income taxes consists of the following components (in millions):

	Fiscal Years Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
United States	$ 681.2	$ 697.5	$ 602.1
Foreign	575.8	503.1	421.5
Income before income taxes	$ 1,257.0	$ 1,200.6	$ 1,023.6

The provision for income taxes consists of the following (in millions):

	Fiscal Years Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
Current tax expense (benefit):			
Federal	$ 215.7	$ 181.8	$ 199.5
State	0.3	0.1	(0.5)
Foreign	24.4	25.8	33.9
	240.4	207.7	232.9
Deferred tax expense (benefit):			
Federal	5.0	(0.8)	(2.0)
Foreign	1.4	(1.5)	(5.6)
	6.4	(2.3)	(7.6)
Provision for income taxes	$ 246.8	$ 205.4	$ 225.3

The actual income tax expense is different than that which would have been computed by applying the federal statutory tax rate to income before income taxes. A reconciliation of income tax expense as computed at the United States federal statutory income tax rate to the provision for income tax expense is as follows (in millions):

	Fiscal Years Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
Tax expense at United States statutory rate	$ 439.9	$ 420.2	$ 358.3
Foreign tax rate difference	(179.4)	(164.1)	(120.9)
Research and development credits	(16.3)	(33.7)	(15.0)
Change in tax reserve	12.6	18.9	25.5
Change in valuation allowance	11.8	13.9	4.4
Domestic production activities deduction	(19.8)	(19.1)	(19.7)
Audit settlements and adjustments	—	(21.4)	—
Other, net	(2.0)	(9.3)	(7.3)
Provision for income taxes	$ 246.8	$ 205.4	$ 225.3

The Company operates in foreign jurisdictions with income tax rates lower than the United States tax rate of 35.0%. The Company's tax benefits related to foreign earnings taxed at a rate less than the United States federal rate were $179.4 million and $164.1 million for the fiscal years ended September 29, 2017, and September 30, 2016, respectively.

The Company concluded a Canadian examination of its federal income tax returns for fiscal years 2010 and 2011 during fiscal 2017. As a result, the Company decreased the reserve for uncertain tax positions which resulted in the recognition of an income tax benefit of $1.2 million in fiscal 2017.

During the fiscal year ended September 30, 2016, the Company concluded an IRS examination of its federal income tax returns for fiscal years 2012 and 2013. The Company agreed to various adjustments to its fiscal year 2012 and 2013 tax returns that resulted in the recognition of tax expense of $2.6 million during the fiscal year ended

September 30, 2016. With the conclusion of the audit, the Company decreased the reserve for uncertain tax positions, which resulted in the recognition of an income tax benefit of $24.0 million in fiscal 2016.

In December 2015, the United States Congress enacted the Protecting Americans from Tax Hikes Act of 2015, extending numerous tax provisions that had expired. This legislation included a permanent extension of the federal research and experimentation tax credit. As a result of the enactment of this legislation, $11.6 million of federal research and experimentation tax credits that were earned in the fiscal year ended October 2, 2015 reduced the Company's tax expense and tax rate during the fiscal year ended September 30, 2016.

The federal tax credit available under the Internal Revenue Code for research and development expenses expired on December 31, 2014. As of October 2, 2015, the United States Congress had not taken action to extend the Research and Experimentation Tax Credit. Accordingly, the income tax provision for the year ended October 2, 2015, did not reflect the impact of any research and development tax credits that would have been earned after December 31, 2014, had the federal tax credit not expired.

On December 19, 2014, the Tax Increase Prevention Act of 2014 was signed into law, extending the Research and Experimentation Tax Credit to reinstate and retroactively extend credits earned in calendar year 2014. As a result of the enactment of this law, $11.0 million of federal research and development tax credits that were earned in fiscal 2014 reduced the tax rate during fiscal 2015. These credits were not reflected in the fiscal 2014 tax rate.

On October 2, 2010, the Company expanded its presence in Asia by launching operations in Singapore. The Company operates under a tax holiday in Singapore, which is effective through September 30, 2020 and is conditional upon the Company's compliance with certain employment and investment thresholds in Singapore. The impact of the tax holiday decreased Singapore's taxes by $37.4 million and $30.8 million for the fiscal years ended September 29, 2017, and September 30, 2016, respectively, which resulted in tax benefits of $0.20 and $0.16 of diluted earnings per share, respectively.

Deferred income tax assets and liabilities consist of the tax effects of temporary differences related to the following (in millions):

	Fiscal Years Ended	
	September 29, 2017	September 30, 2016
Deferred tax assets:		
Inventory	$ 7.4	$ 8.1
Bad debts	0.1	0.2
Accrued compensation and benefits	7.1	5.4
Product returns, allowances and warranty	5.2	8.6
Restructuring	0.1	0.8
Intangible assets	10.6	11.6
Share-based and other deferred compensation	40.2	40.2
Net operating loss carry forwards	7.7	7.4
Non-United States tax credits	20.1	14.7
State tax credits	71.0	64.0
Property, plant and equipment	7.9	—
Other, net	2.7	5.6
Deferred tax assets	180.1	166.6
Less valuation allowance	(90.9)	(79.1)
Net deferred tax assets	89.2	87.5
Deferred tax liabilities:		
Prepaid insurance	(0.9)	(0.8)
Property, plant and equipment	(24.8)	(16.5)
Intangible assets	(6.2)	(8.4)
Net deferred tax liabilities	(31.9)	(25.7)
Total net deferred tax assets	$ 57.3	$ 61.8

In accordance with GAAP, management has determined that it is more likely than not that a portion of its historic and current year income tax benefits will not be realized. As of September 29, 2017, the Company has maintained a valuation allowance of $90.9 million. This valuation allowance is comprised of $71.0 million related to United States state tax credits, and $19.9 million related to foreign deferred tax assets. The Company does not anticipate sufficient taxable income or tax liability to utilize these state and foreign credits. If these benefits are recognized in a future period the valuation allowance on deferred tax assets will be reversed and up to a $90.9 million income tax benefit may be recognized. The Company will need to generate $141.6 million of future United States federal taxable income to utilize its United States deferred tax assets as of September 29, 2017. The Company believes that future reversals of taxable temporary differences, and its forecast of continued earnings in its domestic and foreign jurisdictions, support its decision to not record a valuation allowance on other deferred tax assets.

Deferred tax assets are recognized for foreign operations when management believes it is more likely than not that the deferred tax assets will be recovered during the carry forward period. The Company will continue to assess its valuation allowance in future periods.

As of September 29, 2017, the Company has United States federal net operating loss carry forwards of approximately $8.8 million. The utilization of these net operating losses is subject to certain annual limitations as required under Internal Revenue Code section 382 and similar state income tax provisions. The United States federal net operating loss carry forwards expire at various dates through 2035. The Company also has state income tax credit carry forwards of $71.0 million, net of federal benefits, for which the Company has provided a valuation allowance. The state tax credits relate primarily to California research tax credits that can be carried forward indefinitely.

The Company has continued to expand its operations and increase its investments in numerous international jurisdictions. These activities will increase the Company's earnings attributable to foreign jurisdictions. As of September 29, 2017, no provision has been made for United States federal, state, or additional foreign income taxes related to approximately $2,260.4 million of undistributed earnings of foreign subsidiaries which have been or are intended to be permanently reinvested due to its foreign operations. It is not practicable to determine the United States federal income tax liability, if any, which would be payable if such earnings were not permanently reinvested.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows (in millions):

	Unrecognized tax benefits
Balance at September 30, 2016	$ 79.7
Decreases based on positions related to prior years	(0.9)
Increases based on positions related to current year	14.5
Decreases relating to settlements with taxing authorities	(2.6)
Decreases relating to lapses of applicable statutes of limitations	(0.3)
Balance at September 29, 2017	$ 90.4

Of the total unrecognized tax benefits at September 29, 2017, $72.9 million would impact the effective tax rate, if recognized. The remaining unrecognized tax benefits would not impact the effective tax rate, if recognized, due to the Company's valuation allowance and certain positions that were required to be capitalized.

The Company concluded a Canadian examination of its federal income tax returns for fiscal years 2010 and 2011 during fiscal 2017. As a result, the Company decreased the uncertain tax positions by $2.6 million in fiscal 2017.

The Company anticipates reversals within the next 12 months related to items such as the lapse of the statute of limitations, audit closures, and other items that occur in the normal course of business. During the fiscal year ended September 29, 2017, the Company recognized $0.3 million of previously unrecognized tax benefits related to the expiration of the statute of limitations and $2.6 million of accrued interest or penalties related to unrecognized tax benefits.

The Company's major tax jurisdictions as of September 29, 2017, are the United States, California, Canada, Luxembourg, Mexico, Japan, and Singapore. For the United States, the Company has open tax years dating back to fiscal 1999 due to the carry forward of tax attributes. For California, the Company has open tax years dating back to fiscal 1999 due to the carry forward of tax attributes. For Canada, the Company has open tax years dating back to fiscal 2012. For Luxembourg, the Company has open tax years back to fiscal 2011. For Mexico, the Company has open tax years back to fiscal 2009. For Singapore, the Company has open tax years dating back to fiscal 2011. The Company is subject to audit examinations by the respective taxing authorities on a periodic basis, of which the results could impact our financial position, results of operations or cash flows.

9. STOCKHOLDERS' EQUITY

COMMON STOCK

At September 29, 2017, the Company is authorized to issue 525.0 million shares of common stock, par value $0.25 per share, of which 226.0 million shares are issued and 183.1 million shares are outstanding.

Holders of the Company's common stock are entitled to dividends in the event declared by the Company's Board of Directors out of funds legally available for such purpose. Dividends may not be paid on common stock unless all accrued dividends on preferred stock, if any, have been paid or declared and set aside. In the event of the Company's liquidation, dissolution or winding up, the holders of common stock will be entitled to share pro rata in the assets remaining after payment to creditors and after payment of the liquidation preference plus any unpaid dividends to holders of any outstanding preferred stock.

Each holder of the Company's common stock is entitled to one vote for each such share outstanding in the holder's name. No holder of common stock is entitled to cumulate votes in voting for directors. The Company's restated certificate of incorporation as amended to date, (the "Certificate of Incorporation") provides that, unless otherwise determined by the Company's Board of Directors, no holder of stock has any preemptive right to purchase or subscribe for any stock of any class which the Company may issue or sell.

PREFERRED STOCK

The Company's Certificate of Incorporation has authorized and permits the Company to issue up to 25.0 million shares of preferred stock without par value in one or more series and with rights and preferences that may be fixed or designated by the Company's Board of Directors without any further action by the Company's stockholders. The designation, powers, preferences, rights and qualifications, limitations and restrictions of the preferred stock of each series will be fixed by the certificate of designation relating to such series, which will specify the terms of the preferred stock. At September 29, 2017, the Company had no shares of preferred stock issued or outstanding.

SHARE REPURCHASE

On January 17, 2017, the Board of Directors approved a new share repurchase program, pursuant to which the Company is authorized to repurchase up to $500.0 million of its common stock from time to time prior to January 17, 2019, on the open market or in privately negotiated transactions as permitted by securities laws and other legal requirements. This authorized share repurchase program replaced in its entirety the July 19, 2016, share repurchase program. During the fiscal year ended September 29, 2017, the Company paid approximately $432.3 million (including commissions) in connection with the repurchase of 4.7 million shares of its common stock (paying an average price of $92.97 per share) under the January 17, 2017, share repurchase plan and the July 19, 2016, share repurchase plan. As of September 29, 2017, $174.1 million remained available under the January 17, 2017, share repurchase plan.

During the fiscal year ended September 30, 2016, the Company paid approximately $525.6 million (including commissions) in connection with the repurchase of 8.0 million shares of its common stock (paying an average price of $65.70 per share).

DIVIDENDS

On November 6, 2017, the Company announced that the Board of Directors declared a cash dividend on the Company's common stock of $0.32 per share. This dividend is payable on December 12, 2017, to the Company's stockholders of record as of the close of business on November 21, 2017. Future dividends are subject to declaration by the Board of Directors. The dividends charged to retained earnings in fiscal 2017 and 2016 were as follows (in millions except per share amounts):

	Fiscal Years Ended			
	September 29, 2017		September 30, 2016	
	Per Share	Total	Per Share	Total
First quarter	$ 0.28	$ 51.8	$ 0.26	$ 49.8
Second quarter	0.28	51.8	0.26	49.3
Third quarter	0.28	51.7	0.26	49.5
Fourth quarter	0.32	58.9	0.28	52.2
	$ 1.16	$ 214.2	$ 1.06	$ 200.8

EMPLOYEE STOCK BENEFIT PLANS

As of September 29, 2017, the Company has the following equity compensation plans under which its equity securities were authorized for issuance to its employees and/or directors:

- the 1999 Employee Long-Term Incentive Plan
- the 2002 Employee Stock Purchase Plan
- the Non-Qualified Employee Stock Purchase Plan
- the 2005 Long-Term Incentive Plan
- the AATI 2005 Equity Incentive Plan
- the 2008 Director Long-Term Incentive Plan
- the 2015 Long-Term Incentive Plan

Except for the 1999 Employee Long-Term Incentive Plan and the Non-Qualified Employee Stock Purchase Plan, each of the foregoing equity compensation plans was approved by the Company's stockholders.

As of September 29, 2017, a total of 85.3 million shares are authorized for grant under the Company's share-based compensation plans, with 3.0 million options outstanding. The number of common shares reserved for future awards to employees and directors under these plans was 15.5 million at September 29, 2017. The Company currently grants new equity awards to employees under the 2015 Long-Term Incentive Plan and to non-employee directors under the 2008 Director Long-Term Incentive Plan.

2015 Long-Term Incentive Plan. Under this plan, officers, employees, non-employee directors and certain consultants may be granted stock options, restricted stock awards and units, performance stock awards and units and other share-based awards. The plan has been approved by the stockholders. Under the plan, up to 19.4 million shares have been authorized for grant. A total of 14.8 million shares are available for new grants as of September 29, 2017. The maximum contractual term of options under the plan is seven years from the date of grant. Options granted under the plan are exercisable at the determination of the compensation committee and generally vest ratably over four years. Restricted stock awards and units granted under the plan at the determination of the compensation committee generally vest over four or more years. With respect to restricted stock awards, dividends are accumulated and paid when the underlying shares vest. If the underlying shares are forfeited for any reason, the rights to the dividends with respect to such shares are also forfeited. No dividends or dividend equivalents are paid or accrued with respect to restricted stock unit awards or other awards until the shares underlying such awards become vested and are issued to the award holder. Performance stock awards and units are contingently granted depending on the achievement of certain predetermined performance goals and generally vest over three or more years.

2008 Director Long-Term Incentive Plan. Under this plan, non-employee directors may be granted stock options, restricted stock awards and other share-based awards. The plan has been approved by the stockholders. Under the plan a total of 1.5 million shares have been authorized for grant. A total of 0.7 million shares are available for new grants as of September 29, 2017. The maximum contractual term of options granted under the plan is ten years from the date of grant. Options granted under the plan are generally exercisable over four years. Restricted stock awards and units granted under the plan generally vest over one or more years. With respect to restricted stock awards, dividends are accumulated and paid when the underlying shares vest. If the underlying shares are forfeited for any reason, the rights to the dividends with respect to such shares are also forfeited.

Employee Stock Purchase Plans. The Company maintains a domestic and an international employee stock purchase plan. Under these plans, eligible employees may purchase common stock through payroll deductions of up to 10% of their compensation. The price per share is the lower of 85% of the fair market value of the common stock at the beginning or end of each offering period (generally six months). The plans provide for purchases by employees of up to an aggregate of 9.7 million shares. Shares of common stock purchased under these plans in the fiscal years ended September 29, 2017, September 30, 2016, and October 2, 2015, were 0.2 million, 0.3 million, and 0.3 million, respectively. At September 29, 2017, there are 0.7 million shares available for purchase. The Company recognized compensation expense of $4.5 million, $4.6 million and $4.7 million for the fiscal years ended September 29, 2017, September 30, 2016, and October 2, 2015, respectively, related to the employee stock purchase plan. The unrecognized compensation expense on the employee stock purchase plan at September 29, 2017, was $1.8 million. The weighted average period over which the cost is expected to be recognized is approximately four months.

Stock Options

The following table represents a summary of the Company's stock options:

	Shares (in millions)	Weighted average exercise price	Weighted average remaining contractual life (in years)	Aggregate intrinsic value (in millions)
Balance outstanding at September 30, 2016	4.8	$ 41.42		
Granted	0.2	$ 77.58		
Exercised	(1.8)	$ 29.13		
Canceled/forfeited	(0.2)	$ 60.60		
Balance outstanding at September 29, 2017	3.0	$ 50.36	3.6	$ 152.8
Exercisable at September 29, 2017	1.4	$ 35.00	2.6	$ 95.6

The weighted-average grant date fair value per share of employee stock options granted during the fiscal years ended September 29, 2017, September 30, 2016, and October 2, 2015, was $23.25, $26.30, and $23.26, respectively. The total grant date fair value of the options vested during the fiscal years ending September 29, 2017, September 30, 2016, and October 2, 2015, was $19.3 million, $21.9 million and $16.6 million, respectively.

Restricted and Performance Awards and Units

The following table represents a summary of the Company's restricted and performance awards and units:

	Shares (In millions)	Weighted average grant date fair value
Non-vested awards outstanding at September 30, 2016	3.6	$ 50.25
Granted(1)	1.5	$ 72.84
Vested	(1.7)	$ 44.09
Canceled/forfeited	(0.4)	$ 52.03
Non-vested awards outstanding at September 29, 2017	2.9	$ 65.50

(1) includes performance shares granted and earned based on maximum performance under the underlying performance metrics

The weighted average grant date fair value per share for awards granted during the fiscal years ended September 29, 2017, September 30, 2016, and October 2, 2015, was $72.84, $62.02, and $57.13, respectively. The total grant date fair value of the awards vested during the fiscal years ending September 29, 2017, September 30, 2016, and October 2, 2015, was $57.9 million, $71.2 million and $57.4 million, respectively.

The following table summarizes the total intrinsic value for stock options exercised and awards vested (in millions):

	Fiscal Years Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
Awards	$ 137.8	$ 197.6	$ 149.0
Options	$ 116.1	$ 68.9	$ 170.8

Valuation and Expense Information

The following table summarizes pre-tax share-based compensation expense by financial statement line and related tax benefit (in millions):

	Fiscal Years Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
Cost of goods sold	$ 13.6	$ 11.3	$ 14.5
Research and development	35.3	32.2	45.4
Selling, general and administrative	39.6	34.5	39.9
Total share-based compensation expense	$ 88.5	$ 78.0	$ 99.8
Share-based compensation tax benefit	$ 25.1	$ 22.5	$ 29.3
Capitalized share-based compensation expense	$ 4.0	$ 3.7	$ 2.3

The following table summarizes total compensation costs related to unvested share based awards not yet recognized and the weighted average period over which it is expected to be recognized at September 29, 2017:

	Unrecognized compensation cost for unvested awards (in millions)	Weighted average remaining recognition period (in years)
Awards	$ 83.9	1.5
Options	$ 20.0	1.6

The fair value of the restricted stock awards and units is equal to the closing market price of the Company's common stock on the date of grant.

The Company issued performance share units during fiscal 2017, fiscal 2016 and fiscal 2015 that contained market-based conditions. The fair value of these performance share units was estimated on the date of the grant using a Monte Carlo simulation with the following weighted average assumptions:

	Fiscal Year Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
Volatility of common stock	39.60%	38.24%	37.51%
Average volatility of peer companies	39.78%	34.76%	28.42%
Average correlation coefficient of peer companies	0.42	0.49	0.55
Risk-free interest rate	0.68%	0.44%	0.12%
Dividend yield	1.44	1.23	0.85

The fair value of each stock option is estimated on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	Fiscal Years Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
Expected volatility	40.31%	42.93%	45.75%
Risk-free interest rate	1.60%	0.98%	1.33%
Dividend yield	1.44	1.23	1.16
Expected option life (in years)	4.0	4.0	4.5

The Company used a historical volatility calculated by the mean reversion of the weekly-adjusted closing stock price over the expected life of the options. The risk-free interest rate assumption is based upon observed treasury bill interest rates appropriate for the expected life of the Company's employee stock options. The dividend yield was calculated based on the annualized dividend and the stock price on the date of grant.

The expected life of employee stock options represents a calculation based upon the historical exercise, cancellation and forfeiture experience for the Company across its demographic population. The Company believes that this historical data is the best estimate of the expected life of a new option and that generally all groups of the Company's employees exhibit similar behavior.

10. EMPLOYEE BENEFIT PLAN, PENSIONS AND OTHER RETIREE BENEFITS

The Company maintains a 401(k) plan covering substantially all of its employees based in the United States under which all employees at least twenty-one years old are eligible to receive discretionary Company contributions. Discretionary Company contributions in the form of cash are determined by the Board of Directors. The Company has generally contributed a match of up to 4% of an employee's contributed annual eligible compensation. The Company no longer provides shares of its common stock as contributions to the 401(k) plan.

Defined Benefit Pension:

The Company has a defined benefit pension plan for certain employees in Japan. This plan has been frozen and new employees are not eligible. However, the Company is obligated to make future contributions to fund benefits to the participants with the benefits under the plan being based primarily on a combination of years of service and compensation.

The net amount of the unfunded obligation recognized in other long-term liabilities on the Balance Sheet consists of (in millions):

	Fiscal Year Ended	
	September 29, 2017	September 30, 2016
Pension benefit obligations at the end of the fiscal year	$ 17.0	$ 19.0
Fair value of plan assets at the end of the fiscal year	11.5	11.4
Funded status	$ (5.5)	$ (7.6)

The pension obligation and the net periodic benefit costs associated with the pension have an immaterial impact to the Company's results of operations and financial position and accordingly, the disclosures required have been excluded from this Annual Report.

11. COMMITMENTS

The Company has various operating leases primarily for buildings, computers and equipment. Rent expense amounted to $20.6 million, $19.5 million, and $16.5 million in the fiscal years ended September 29, 2017, September 30, 2016, and October 2, 2015, respectively. Future minimum payments under these non-cancelable leases are as follows (in millions):

	2018	2019	2020	2021	2022	Thereafter	Total
Future minimum payments	$21.2	19.1	15.7	11.7	3.7	13.2	$84.6

12. CONTINGENCIES

Legal Matters

From time to time, various lawsuits, claims and proceedings have been, and may in the future be, instituted or asserted against the Company, including those pertaining to patent infringement, intellectual property, environmental hazards, product liability and warranty, safety and health, employment and contractual matters.

The semiconductor industry is characterized by vigorous protection and pursuit of intellectual property rights. From time to time, third parties have asserted and may in the future assert patent, copyright, trademark and other intellectual property rights to technologies that are important to the Company's business and have demanded and may in the future demand that the Company license their technology. The outcome of any such litigation cannot be predicted with certainty and some such lawsuits, claims or proceedings may be disposed of unfavorably to the Company. Generally speaking, intellectual property disputes often have a risk of injunctive relief, which, if imposed against the Company, could materially and adversely affect the Company's financial condition, or results of operations. From time to time the Company may also be involved in legal proceedings in the ordinary course of business.

The Company monitors the status of legal proceedings and other contingencies on an ongoing basis to ensure loss contingencies are recognized and/or disclosed in its financial statements and footnotes. The Company has recorded an immaterial loss contingency to selling, general and administrative expense. The Company does not believe there are any pending legal proceedings that are reasonably possible to result in a material loss. The Company is engaged in various legal actions in the normal course of business and, while there can be no assurances, the Company believes the outcome of all pending litigation involving the Company will not have, individually or in the aggregate, a material adverse effect on its business.

13. GUARANTEES AND INDEMNITIES

The Company has made no significant contractual guarantees for the benefit of third parties. However, the Company generally indemnifies its customers from third-party intellectual property infringement litigation claims related to its products, and, on occasion, also provides other indemnities related to product sales. In connection with certain facility leases, the Company has indemnified its lessors for certain claims arising from the facility or the lease.

The Company indemnifies its directors and officers to the maximum extent permitted under the laws of the state of Delaware. The duration of the indemnities varies, and in many cases is indefinite. The indemnities to customers in connection with product sales generally are subject to limits based upon the amount of the related product sales and in many cases are subject to geographic and other restrictions. In certain instances, the Company's indemnities do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. The Company has not recorded any liability for these indemnities in the accompanying consolidated balance sheets and does not expect that such obligations will have a material adverse impact on its financial condition or results of operations.

14. RESTRUCTURING AND OTHER CHARGES

As of September 29, 2017, the Company implemented immaterial restructuring plans and recorded $0.6 million related to employee severance and other costs. The Company anticipates making substantially all of the cash payments during the fiscal year, and does not expect any further contingencies related to the restructuring plan. Charges associated with the restructuring plan are categorized in the "Other restructuring programs" in the table below.

As of September 30, 2016, the Company recorded restructuring and other charges of approximately $4.8 million primarily related to restructuring plans to reduce redundancies associated with acquisitions during the year. The Company does not anticipate any material charges in future periods related to these plans.

As of October 2, 2015, the Company recorded restructuring and other charges of approximately $3.4 million related to costs associated with organizational restructuring plans initiated in the fiscal year. The Company does not anticipate any material charges in future periods related to these plans.

The following tables present a summary of the Company's restructuring activity (in millions):

	Balance at October 3, 2014	Current Charges	Cash Payments	Balance at October 2, 2015
Other restructuring				
Employee severance costs, lease and other contractual obligations	$ 0.5	$ 3.4	$ (3.5)	$ 0.4
Total	$ 0.5	$ 3.4	$ (3.5)	$ 0.4

	Balance at October 2, 2015	Current Charges	Cash Payments	Balance at September 30, 2016
FY16 restructuring programs				
Employee severance costs	$ —	$ 4.8	$ (2.4)	$ 2.4
Other restructuring				
Employee severance costs, lease and other contractual obligations	0.4	—	(0.4)	—
Total	$ 0.4	$ 4.8	$ (2.8)	$ 2.4

	Balance at September 30, 2016	Current Charges	Cash Payments	Balance at September 29, 2017
FY16 restructuring programs				
Employee severance costs	$ 2.4	$ —	$ (2.4)	$ —
Other restructuring				
Employee severance costs, lease and other contractual obligations	—	0.6	(0.4)	0.2
Total	$ 2.4	$ 0.6	$ (2.8)	$ 0.2

15. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share (in millions, except per share amounts):

	Fiscal Years Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
Net income	$ 1,010.2	$ 995.2	$ 798.3
Weighted average shares outstanding—basic	184.3	188.7	189.5
Dilutive effect of equity based awards	2.4	3.4	5.4
Weighted average shares outstanding—diluted	186.7	192.1	194.9
Net income per share—basic	$ 5.48	$ 5.27	$ 4.21
Net income per share—diluted	$ 5.41	$ 5.18	$ 4.10
Anti-dilutive common stock equivalents	0.6	1.5	0.3

Basic earnings per share are calculated by dividing net income by the weighted average number of shares of the Company's common stock outstanding during the period. The calculation of diluted earnings per share includes the dilutive effect of equity based awards that were outstanding during the fiscal years ending September 29, 2017, September 30, 2016, and October 2, 2015, using the treasury stock method. Certain of the Company's outstanding share-based awards, noted in the table above, were excluded because they were anti-dilutive, but they could become dilutive in the future.

16. SEGMENT INFORMATION AND CONCENTRATIONS

The Company considers itself to be a single reportable operating segment which designs, develops, manufactures and markets similar proprietary semiconductor products, including intellectual property. In reaching this conclusion, management considers the definition of the chief operating decision maker ("CODM"), how the business is defined by the CODM, the nature of the information provided to the CODM and how that information is used to make operating decisions, allocate resources and assess performance. The Company's CODM is the president and chief executive officer. The results of operations provided to and analyzed by the CODM are at the consolidated level and accordingly, key resource decisions and assessment of performance is performed at the consolidated level. The Company assesses its determination of operating segments at least annually.

GEOGRAPHIC INFORMATION

Net revenue by geographic area presented based upon the country of destination are as follows (in millions):

	Fiscal Years Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
United States	$ 73.0	$ 63.3	$ 66.8
Other Americas	36.3	28.8	33.0
Total Americas	109.3	92.1	99.8
China	3,017.9	2,324.6	2,249.2
Taiwan	50.2	474.2	506.9
South Korea	133.7	94.8	100.0
Other Asia-Pacific	287.5	252.2	249.7
Total Asia-Pacific	3,489.3	3,145.8	3,105.8
Europe, Middle East and Africa	52.8	51.1	52.8
Total	$ 3,651.4	$ 3,289.0	$ 3,258.4

The Company's revenues by geography do not necessarily correlate to end market demand by region. For example, the Company's revenues reflected in the China line item above include sales of products to a company that is not headquartered in China but that manufactures its products in China for sale to consumers throughout the world, including in the United States, Europe, China, and other markets in Asia. The Company's revenue to external customers is generated principally from the sale of semiconductor products that facilitate various wireless communication applications. Accordingly, the Company considers its product offerings to be similar in nature and therefore not segregated for reporting purposes.

Net property, plant and equipment balances, based on the physical locations within the indicated geographic areas are as follows (in millions):

	As of	
	September 29, 2017	September 30, 2016
Mexico	$ 465.9	$ 355.9
Japan	166.4	180.1
United States	126.9	140.5
Singapore	112.1	121.6
Rest of world	11.0	8.2
	$ 882.3	$ 806.3

CONCENTRATIONS

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of trade accounts receivable. Trade accounts receivable are primarily derived from sales to manufacturers of communications and consumer products and electronic component distributors. Ongoing credit evaluations of customers' financial condition are performed and collateral, such as letters of credit and bank guarantees, are required whenever deemed necessary.

In fiscal 2017, Foxconn Technology Group (together with its affiliates and other suppliers to a large OEM for use in multiple applications including smartphones, tablets, routers, desktop and notebook computers, "Foxconn"), Samsung Electronics ("Samsung"), and Huawei Technology Co., Ltd. each constituted more than ten percent of the Company's net revenue. In fiscal 2016, Foxconn and Samsung constituted more than ten percent of the Company's net revenue. In fiscal 2015, Foxconn constituted more than ten percent of the Company's net revenue.

The Company's greater than ten percent customers comprised the following percentages of net revenue:

	Fiscal Years Ended		
	September 29, 2017	September 30, 2016	October 2, 2015
Company A	39%	40%	44%
Company B	12%	10%	*
Company C	10%	*	*

* Customer did not represent greater than ten percent of net revenue

At September 29, 2017, the Company's three largest accounts receivable balances comprised 53% of aggregate gross accounts receivable. This concentration was 54% and 62% at September 30, 2016, and October 2, 2015, respectively.

17. QUARTERLY FINANCIAL DATA (UNAUDITED)

Net income and earnings per share for the first fiscal quarter of 2016 include other income related to the receipt of the PMC merger termination fee as detailed in *Note 3*, Business Combinations, in these Notes to the Consolidated Financial Statements. The following table summarizes the quarterly and annual results (in millions, except per share data):

	First quarter	Second quarter	Third quarter	Fourth quarter	Fiscal year
Fiscal 2017					
Net revenue	$ 914.3	$ 851.7	$ 900.8	$ 984.6	$ 3,651.4
Gross profit	463.9	425.4	453.6	498.9	1,841.8
Net income	257.8	224.9	246.2	281.3	1,010.2
Per share data(1)					
Net income, basic	$ 1.39	$ 1.22	$ 1.34	$ 1.53	$ 5.48
Net income, diluted	$ 1.38	$ 1.20	$ 1.32	$ 1.51	$ 5.41
Fiscal 2016					
Net revenue	$ 926.8	$ 775.1	$ 751.7	$ 835.4	$ 3,289.0
Gross profit	472.1	390.4	378.3	424.4	1,665.2
Net income	355.3	208.1	185.0	246.8	995.2
Per share data(1)					
Net income, basic	$ 1.87	$ 1.09	$ 0.98	$ 1.33	$ 5.27
Net income, diluted	$ 1.82	$ 1.08	$ 0.97	$ 1.31	$ 5.18

(1) Earnings per share calculations for each of the quarters are based on the weighted average number of shares outstanding and included common stock equivalents in each period. Therefore, the sums of the quarters do not necessarily equal the full year earnings per share.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Skyworks Solutions, Inc.:

We have audited the accompanying consolidated balance sheets of Skyworks Solutions, Inc. and subsidiaries as of September 29, 2017 and September 30, 2016, and the related consolidated statements of operations, comprehensive income, cash flows, and stockholders' equity for each of the years in the three-year period ended September 29, 2017. In connection with our audits of the consolidated financial statements, we also have audited the financial statement schedule listed in Item 15 of the 2017 Form 10-K. We also have audited Skyworks Solutions, Inc.'s internal control over financial reporting as of September 29, 2017, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Skyworks Solutions, Inc.'s management is responsible for these consolidated financial statements and financial statement schedule, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule, and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Skyworks Solutions, Inc. and subsidiaries as of September 29, 2017 and September 30, 2016, and the results of its operations and its cash flows for each of the years in the three-year period ended September 29, 2017, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein. Also in our opinion, Skyworks Solutions, Inc. maintained, in all material respects, effective internal control over financial reporting as of September 29, 2017, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

/s/ KPMG LLP

Boston, Massachusetts
November 13, 2017

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

MARKET INFORMATION AND DIVIDENDS

Our common stock is traded on the NASDAQ Global Select Market under the symbol "SWKS". The following table sets forth the range of high and low closing prices for our common stock, as reported by NASDAQ, and the cash dividends announced per share of common stock for the periods indicated.

	Fiscal Years Ended					
	September 29, 2017			September 30, 2016		
	High	Low	Dividends	High	Low	Dividends
First quarter	$ 80.15	$ 71.78	$ 0.28	$ 87.92	$ 74.63	$ 0.26
Second quarter	$ 99.11	$ 74.57	$ 0.28	$ 78.18	$ 55.85	$ 0.26
Third quarter	$ 111.01	$ 95.95	$ 0.28	$ 78.21	$ 58.01	$ 0.26
Fourth quarter	$ 109.55	$ 95.34	$ 0.32	$ 77.02	$ 58.82	$ 0.28

The number of stockholders of record of our common stock as of November 3, 2017 was 14,389. On November 6, 2017, the Board of Directors declared a cash dividend of $0.32 per share of common stock, payable on December 12, 2017, to stockholders of record as of November 21, 2017. We intend to continue to pay quarterly dividends subject to capital availability and our view that cash dividends are in the best interests of our stockholders. Future cash dividends may be affected by, among other items, our views on potential future capital requirements, including those relating to research and development, creation and expansion of sales distribution channels and investments and acquisitions, legal risks, stock repurchase programs, debt issuance, changes in federal and state income tax law and changes to our business model.

ISSUER PURCHASES OF EQUITY SECURITIES

The following table provides information regarding repurchases of common stock made during the fiscal quarter ended September 29, 2017:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(1)	Maximum Number (or Approximately Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs(1)
7/01/17-7/28/17	4,909(2)	$ 97.17	—	$275.9 million
7/29/17-8/25/17	602,137(3)	$ 102.29	600,000	$214.6 million
8/26/17-9/29/17	402,615(4)	$ 101.09	400,000	$174.1 million
Total	1,009,661		1,000,000	

(1) The share repurchase program approved by the Board of Directors on January 17, 2017, authorized the repurchase of up to $500.0 million of our common stock from time to time on the open market or in privately negotiated transactions as permitted by securities laws and other legal requirements. The share repurchase program is scheduled to expire on January 17, 2019.

(2) Represents shares repurchased by us at the fair market value of the common stock as of the applicable purchase date, in connection with the satisfaction of tax withholding obligations under restricted stock agreements.

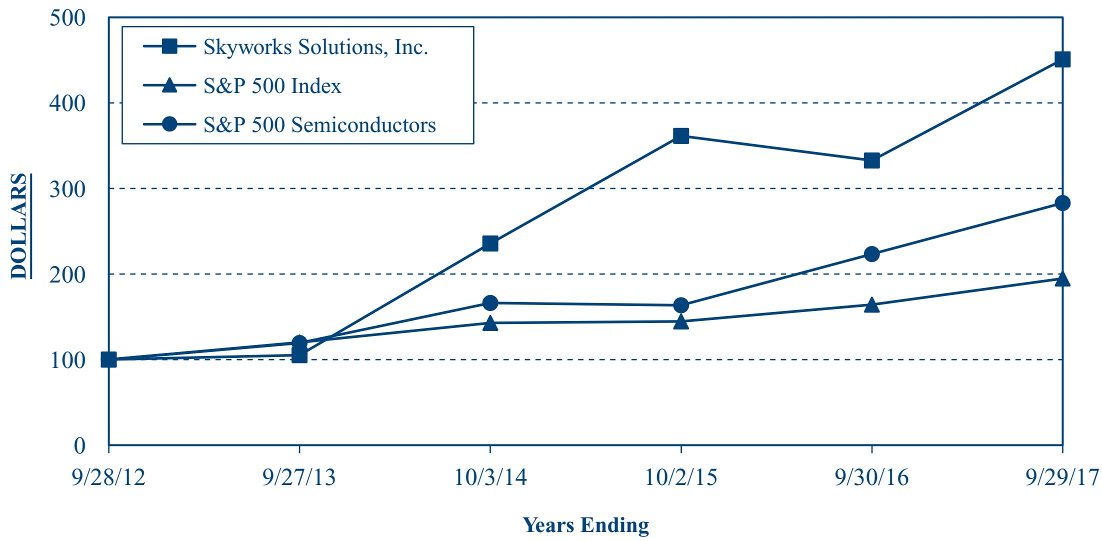
(3) 600,000 shares were repurchased at an average price of $102.28 per share as part of our share repurchase program and 2,137 shares were withheld for tax obligations under restricted stock agreements with an average price of $105.53.

(4) 400,000 shares were repurchased at an average price of $101.08 per share as part of our share repurchase program and 2,615 shares were withheld for tax obligations under restricted stock agreements with an average price of $101.54.

Comparative Stock Performance Graph

The following graph shows the change in Skyworks' cumulative total stockholder return for the last five fiscal years, based upon the market price of Skyworks' common stock, compared with: (i) the cumulative total return on the Standard & Poor's 500 Index and (ii) the Standard & Poor's 500 Semiconductor Index. The graph assumes a total initial investment of $100 on September 28, 2012, and shows a "Total Return" that assumes reinvestment of dividends, if any, and is based on market capitalization at the beginning of each period.

Comparison of Cumulative Five-Year Total Return



Total Return to Shareholders
(Includes reinvestment of dividends)

ANNUAL RETURN PERCENTAGE

	Years Ending				
Company / Index	**9/27/13**	**10/3/14**	**10/2/15**	**9/30/16**	**9/29/17**
Skyworks Solutions, Inc.	5.14	124.12	53.35	(7.95)	35.53
S&P 500 Index	20.07	18.93	1.23	13.56	18.61
S&P 500 Semiconductors	19.35	39.19	(1.62)	36.62	26.71

INDEXED RETURNS

		Years Ending				
	Base Period 9/28/12	**9/27/13**	**10/3/14**	**10/2/15**	**9/30/16**	**9/29/17**
Skyworks Solutions, Inc.	100	105.14	235.63	361.35	332.63	450.80
S&P 500 Index	100	120.07	142.80	144.55	164.15	194.70
S&P 500 Semiconductors	100	119.35	166.12	163.43	223.28	282.91

Executive Management

Liam K. Griffin
President, Chief Executive Officer and Director

Carlos S. Bori
Senior Vice President, Sales and Marketing

Peter L. Gammel
Chief Technology Officer

Laura A. Gasparini
Vice President, Human Resources

Reza Kasnavi
Vice President and General Manager,
Open Market Platforms

Joel R. King
Vice President and General Manager,
Advanced Mobile Solutions

Steven C. Machuga
Vice President, Worldwide Operations

Thomas S. Schiller
Vice President, Strategy and Corporate Development

Kris Sennesael
Senior Vice President and Chief Financial Officer

David Stasey
Vice President and General Manager,
Diversified Analog Solutions

Robert J. Terry
Senior Vice President, General Counsel and Secretary

Transfer Agent and Registrar

American Stock Transfer & Trust Company
6201 15th Avenue
Brooklyn, NY 11219
(800) 937-5449 (United States and Canada)
(718) 921-8124 (outside United States)
www.astfinancial.com

Our transfer agent can help you with a variety of stockholder related services including change of address, lost stock certificates, stock transfers, account status and other administrative matters.

Independent Registered Public Accountants

KPMG LLP

Executive Offices

Skyworks Solutions, Inc.

20 Sylvan Road
Woburn, MA 01801
(781) 376-3000

5221 California Avenue
Irvine, CA 92617
(949) 231-3000

Board of Directors

David J. Aldrich
Chairman of the Board and Executive Chairman
Skyworks Solutions, Inc.

Kevin L. Beebe
President and Chief Executive Officer
2BPartners, LLC

Timothy R. Furey
Chief Executive Officer
MarketBridge

Liam K. Griffin
President and Chief Executive Officer
Skyworks Solutions, Inc.

Balakrishnan S. Iyer
Retired Senior Vice President and Chief Financial Officer
Conexant Systems, Inc.

Christine King
Retired Executive Chairman
QLogic Corporation

David P. McGlade
Executive Chairman
Intelsat S.A.

David J. McLachlan
Lead Independent Director, Skyworks Solutions, Inc.
Retired Chief Financial Officer and Senior Advisor to
Chairman and Chief Executive Officer
Genzyme Corporation

Robert A. Schriesheim
Retired Executive Vice President and Chief Financial Officer
Sears Holdings

Investor Relations

You can contact Skyworks' Investor Relations team directly to order an Investor's Kit or to ask investment-oriented questions about Skyworks at:

Skyworks Solutions, Inc.
5221 California Avenue, Irvine, CA 92617
(949) 231-3433

You can also view this annual report along with other financial related information and other public filings with the U.S. Securities and Exchange Commission at: www.skyworksinc.com.

Common Stock

Skyworks common stock is traded on the Nasdaq Global Select Market© under the symbol SWKS.

Annual Meeting

The annual meeting of stockholders will be held on May 9, 2018, in Burlington, Massachusetts.

SKYWORKS®

www.skyworksinc.com

SKYWORKS SOLUTIONS, INC.

Proxy for Annual Meeting of Stockholders

May 9, 2018

SOLICITED BY THE BOARD OF DIRECTORS

The undersigned hereby appoints Liam K. Griffin and Robert J. Terry, and each of them singly, proxies, with full power of substitution to vote all shares of stock of Skyworks Solutions, Inc. (the "Company"), that the undersigned is entitled to vote at the Annual Meeting of Stockholders of Skyworks Solutions, Inc., to be held at 2:00 p.m., local time, on May 9, 2018, at the Boston Marriott Burlington, 1 Burlington Mall Road, Burlington, Massachusetts, or at any adjournment or postponement thereof, upon matters set forth in the Notice of Annual Meeting of Stockholders and 2018 Proxy Statement, a copy of which has been received by the undersigned. The proxies are further authorized to vote, in their discretion, upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

OUR BOARD OF DIRECTORS ENCOURAGES STOCKHOLDERS TO ATTEND THE ANNUAL MEETING. WHETHER OR NOT YOU PLAN TO ATTEND, YOU ARE URGED TO SUBMIT A PROXY PROMPTLY IN ONE OF THE FOLLOWING WAYS: (A) BY COMPLETING, SIGNING, AND DATING THE ACCOMPANYING PROXY CARD AND RETURNING IT IN THE POSTAGE-PREPAID ENVELOPE ENCLOSED FOR THAT PURPOSE; (B) BY COMPLETING AND SUBMITTING YOUR PROXY USING THE TOLL-FREE TELEPHONE NUMBER LISTED ON THE OTHER SIDE OF THIS PROXY CARD; OR (C) BY COMPLETING AND SUBMITTING YOUR PROXY VIA THE INTERNET BY VISITING THE WEBSITE ADDRESS LISTED ON THE OTHER SIDE OF THIS PROXY CARD. A PROMPT RESPONSE WILL GREATLY FACILITATE ARRANGEMENTS FOR THE MEETING AND YOUR COOPERATION WILL BE APPRECIATED.

(Continued and to be signed on the reverse side)

ANNUAL MEETING OF STOCKHOLDERS OF

SKYWORKS SOLUTIONS, INC.

May 9, 2018

GO GREEN

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NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:
The Notice of Meeting, Proxy Statement, and sample proxy card are available at www.skyworksinc.com/annualreport

Please sign, date, and mail your proxy card in the postage-prepaid envelope provided as soon as possible.

Please detach along perforated line and mail in the envelope provided.

00003333333333333100 1 050918

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR NAMED IN PROPOSAL 1, AND "FOR" PROPOSALS 2, 3, 4, AND 5.
PLEASE SIGN, DATE, AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED STOCKHOLDER(S). IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR NAMED IN PROPOSAL 1, AND "FOR" PROPOSALS 2, 3, 4, AND 5. THE PROXIES WILL VOTE IN THEIR DISCRETION ON ANY OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING AND ANY ADJOURNMENT OR POSTPONEMENT THEREOF.

ELECTRONIC ACCESS TO FUTURE DOCUMENTS

If you would like to receive future shareholder communications over the Internet exclusively, and no longer receive any material by mail, please visit http://www.astfinancial.com. Click on Shareholder Account Access to enroll. Please enter your account number and tax identification number to log in, then select **Receive Company Mailings via E-Mail** and provide your e-mail address.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

1. To elect the following nine individuals nominated to serve as directors of the Company with terms expiring at the next annual meeting of stockholders.

	FOR	AGAINST	ABSTAIN
David J. Aldrich	☐	☐	☐
Kevin L. Beebe	☐	☐	☐
Timothy R. Furey	☐	☐	☐
Liam K. Griffin	☐	☐	☐
Balakrishnan S. Iyer	☐	☐	☐
Christine King	☐	☐	☐
David P. McGlade	☐	☐	☐
David J. McLachlan	☐	☐	☐
Robert A. Schriesheim	☐	☐	☐
2. To ratify the selection by the Company's Audit Committee of KPMG LLP as the independent registered public accounting firm for the Company for fiscal year 2018.	☐	☐	☐
3. To approve, on an advisory basis, the compensation of the Company's named executive officers, as described in the Company's Proxy Statement.	☐	☐	☐
4. To approve the Company's Amended and Restated 2008 Director Long-Term Incentive Plan, as Amended.	☐	☐	☐
5. To ratify an amendment to the Company's By-Laws that provides the Company's stockholders the right to request a special meeting of stockholders.	☐	☐	☐

I/We will attend the annual meeting. ☐

Signature of Stockholder ________ Date: ________ Signature of Stockholder ________ Date: ________

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee, or guardian, please give full title as such. If the signer is a corporation, partnership, limited liability company, or other entity, please sign full entity name by duly authorized officer, giving full title as such.

ANNUAL MEETING OF STOCKHOLDERS OF

SKYWORKS SOLUTIONS, INC.

May 9, 2018

PROXY VOTING INSTRUCTIONS

INTERNET - Access "**www.voteproxy.com**" and follow the on-screen instructions or scan the QR code on the right with your smartphone. Have your proxy card available when you access the website.

TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online or by phone until 11:59 PM EDT the day before the meeting.

MAIL - Sign, date, and mail your proxy card in the postage-prepaid envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

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COMPANY NUMBER	
ACCOUNT NUMBER	

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS: The Notice of Meeting, Proxy Statement, and sample proxy card are available at www.skyworksinc.com/annualreport.

Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet.

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR NAMED IN PROPOSAL 1, AND "FOR" PROPOSALS 2, 3, 4, AND 5.
PLEASE SIGN, DATE, AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED STOCKHOLDER(S). IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR NAMED IN PROPOSAL 1, AND "FOR" PROPOSALS 2, 3, 4, AND 5. THE PROXIES WILL VOTE IN THEIR DISCRETION ON ANY OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING AND ANY ADJOURNMENT OR POSTPONEMENT THEREOF.

ELECTRONIC ACCESS TO FUTURE DOCUMENTS

If you would like to receive future shareholder communications over the Internet exclusively, and no longer receive any material by mail, please visit http://www.astfinancial.com. Click on Shareholder Account Access to enroll. Please enter your account number and tax identification number to log in, then select **Receive Company Mailings via E-Mail** and provide your e-mail address.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

1. To elect the following nine individuals nominated to serve as directors of the Company with terms expiring at the next annual meeting of stockholders.

	FOR	AGAINST	ABSTAIN
David J. Aldrich	☐	☐	☐
Kevin L. Beebe	☐	☐	☐
Timothy R. Furey	☐	☐	☐
Liam K. Griffin	☐	☐	☐
Balakrishnan S. Iyer	☐	☐	☐
Christine King	☐	☐	☐
David P. McGlade	☐	☐	☐
David J. McLachlan	☐	☐	☐
Robert A. Schriesheim	☐	☐	☐
2. To ratify the selection by the Company's Audit Committee of KPMG LLP as the independent registered public accounting firm for the Company for fiscal year 2018.	☐	☐	☐
3. To approve, on an advisory basis, the compensation of the Company's named executive officers, as described in the Company's Proxy Statement.	☐	☐	☐
4. To approve the Company's Amended and Restated 2008 Director Long-Term Incentive Plan, as Amended.	☐	☐	☐
5. To ratify an amendment to the Company's By-Laws that provides the Company's stockholders the right to request a special meeting of stockholders.	☐	☐	☐

I/We will attend the annual meeting. ☐

Signature of Stockholder ______ Date: ______ Signature of Stockholder ______ Date: ______

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee, or guardian, please give full title as such. If the signer is a corporation, partnership, limited liability company, or other entity, please sign full entity name by duly authorized officer, giving full title as such.