



MICROCHIP TECHNOLOGY INCORPORATED
2355 West Chandler Boulevard, Chandler, Arizona 85224-6199

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
August 16, 2013

TIME: 9:00 a.m. Mountain Standard Time
PLACE: Microchip Technology Incorporated
2355 West Chandler Boulevard
Chandler, Arizona 85224-6199

- ITEMS OF BUSINESS:**
- (1) The election of each of Steve Sanghi, Matthew W. Chapman, L.B. Day, Albert J. Hugo-Martinez and Wade F. Meyercord to our Board of Directors to serve for the ensuing year and until their successors are elected and qualified.
 - (2) To ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of Microchip for the fiscal year ending March 31, 2014.
 - (3) To hold an advisory (non-binding) vote regarding the compensation of our named executives.
 - (4) To transact such other business as may properly come before the annual meeting or any adjournment(s) thereof.

The Microchip Board of Directors recommends that you vote for each of the foregoing items.

RECORD DATE: Holders of Microchip common stock of record at the close of business on June 20, 2013 are entitled to vote at the annual meeting.

ANNUAL REPORT: Microchip's fiscal 2013 Annual Report, which is not a part of the proxy soliciting material, is enclosed.

PROXY: It is important that your shares be represented and voted at the annual meeting. You can vote your shares by completing and returning the proxy card sent to you. Stockholders may have a choice of voting their shares over the Internet or by telephone. If Internet or telephone voting is available to you, voting instructions are printed on the proxy card sent to you. You can revoke your proxy at any time prior to its exercise at the annual meeting by following the instructions in the accompanying proxy statement.

Kim van Herk

Kim van Herk
Secretary

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting
of Stockholders to be Held on August 16, 2013**

The Microchip Notice of Annual Meeting, Proxy Statement and Annual Report on Form 10-K for the fiscal year ended March 31, 2013 are available at www.microchip.com/annual_reports.

Chandler, Arizona
July 11, 2013

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MICROCHIP TECHNOLOGY INCORPORATED
2355 West Chandler Boulevard
Chandler, Arizona 85224-6199

PROXY STATEMENT

You are cordially invited to attend our annual meeting on Friday, August 16, 2013, beginning at 9:00 a.m., Mountain Standard Time. The annual meeting will be held at our Chandler facility located at 2355 West Chandler Boulevard, Chandler, Arizona 85224-6199.

We are providing these proxy materials in connection with the solicitation by the Board of Directors (the "Board") of Microchip Technology Incorporated ("Microchip") of proxies to be voted at Microchip's 2013 annual meeting of stockholders and at any adjournment(s) thereof.

Our fiscal year begins on April 1 and ends on March 31. References in this proxy statement to fiscal 2014 refer to the 12-month period from April 1, 2013 through March 31, 2014; references to fiscal 2013 refer to the 12-month period from April 1, 2012 through March 31, 2013; and references to fiscal 2012 refer to the 12-month period from April 1, 2011 through March 31, 2012.

We anticipate first mailing this proxy statement and accompanying form of proxy on July 11, 2013 to holders of record of Microchip's common stock on June 20, 2013 (the "Record Date").

PROXIES AND VOTING PROCEDURES

YOUR VOTE IS IMPORTANT. Because many stockholders cannot attend the annual meeting in person, it is necessary that a large number of stockholders be represented by proxy. Stockholders may have a choice of voting over the Internet, by using a toll-free telephone number or by completing a proxy card and mailing it in the postage-paid envelope provided. Please refer to your proxy card or the information forwarded by your bank, broker or other holder of record to see which options are available to you. Under Delaware law, stockholders may submit proxies electronically. Please be aware that if you vote over the Internet, you may incur costs such as telephone and Internet access charges for which you will be responsible.

You can revoke your proxy at any time before it is exercised by timely delivery of a properly executed, later-dated proxy (including an Internet or telephone vote if these options are available to you) or by voting by ballot at the annual meeting.

The method by which you vote will in no way limit your right to vote at the annual meeting if you later decide to attend in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record, to be able to vote at the annual meeting.

All shares entitled to vote and represented by properly completed proxies received prior to the annual meeting and not revoked will be voted at the annual meeting in accordance with the instructions on such proxies. **IF YOU DO NOT INDICATE HOW YOUR SHARES SHOULD BE VOTED ON A MATTER, THE SHARES REPRESENTED BY YOUR PROPERLY COMPLETED PROXY WILL BE VOTED AS OUR BOARD OF DIRECTORS RECOMMENDS.**

If any other matters are properly presented at the annual meeting for consideration, including, among other things, consideration of a motion to adjourn the annual meeting to another time or place, the persons named as proxies and acting thereunder will have discretion to vote on those matters according to their best judgment to the same extent as the person delivering the proxy would be entitled to vote. At the date this proxy statement went to press, we did not anticipate that any other matters would be raised at the annual meeting.

Stockholders Entitled to Vote

Stockholders of record at the close of business on the Record Date, June 20, 2013, are entitled to notice of and to vote at the annual meeting. Each share is entitled to one vote on each of the five director nominees and one vote on each other matter properly brought before the annual meeting. On the Record Date, there were 197,300,354 shares of our common stock issued and outstanding.

In accordance with Delaware law, a list of stockholders entitled to vote at the annual meeting will be available at the annual meeting on August 16, 2013, and for 10 days prior to the annual meeting at 2355 West Chandler Boulevard, Chandler, Arizona, between the hours of 9:00 a.m. and 4:30 p.m., Mountain Standard Time.

Required Vote

Quorum, Abstentions and Broker Non-Votes

The presence, in person or by proxy, of the holders of a majority of the shares entitled to vote at the annual meeting is necessary to constitute a quorum at the annual meeting. Abstentions and broker "non-votes" are counted as present and entitled to vote for purposes of determining a quorum. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner (i.e., in "street name") does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner. Under the rules of the New York Stock Exchange (NYSE), which apply to NYSE member brokers trading in non-NYSE stock, brokers have discretionary authority to vote shares on certain routine matters if customer instructions are not provided. Proposal Two to be considered at the annual meeting may be treated as a routine matter. Consequently, if you do not return a proxy card, your broker may have discretion to vote your shares on such matter.

Election of Directors (Proposal One)

A plurality of the votes duly cast is required for the election of directors (i.e., the five nominees receiving the greatest number of votes will be elected). Abstentions and broker "non-votes" will not affect the election of directors.

Ratification of Independent Registered Public Accounting Firm (Proposal Two)

The affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote at the annual meeting is required for ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of Microchip for the fiscal year ending March 31, 2014. An abstention will have the same effect as voting against this proposal. Broker "non-votes" are not counted for purposes of approving the ratification of our accounting firm, and thus will not affect the outcome of the voting on such proposal.

Advisory Vote Regarding the Compensation of our Named Executives (Proposal Three)

The affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote at the annual meeting is required to approve, on an advisory (non-binding) basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the rules of the Securities and Exchange Commission (the "SEC"). Abstentions will have the same effect as voting against this proposal. Broker "non-votes" are not counted for purposes of approving, on an advisory basis, the compensation of our named executive officers, and thus will not affect the outcome of the voting on such proposal.

Electronic Access to Proxy Statement and Annual Report

This proxy statement and our fiscal 2013 Annual Report are available at www.microchip.com/annual_reports.

We will post our future proxy statements and annual reports on Form 10-K on our website as soon as reasonably practicable after they are electronically filed with the SEC. All such filings on our website are available free of charge. The information on our website is **not** incorporated into this proxy statement. Our Internet address is www.microchip.com.

Cost of Proxy Solicitation

Microchip will pay its costs of soliciting proxies including the cost of any proxy solicitor if a proxy solicitor is engaged. Proxies may be solicited on behalf of Microchip by its directors, officers or employees in person or by telephone, facsimile or other electronic means. We may also reimburse brokerage firms and other custodians, nominees and fiduciaries for their expenses incurred in sending proxies and proxy materials to beneficial owners of Microchip common stock.

THE BOARD OF DIRECTORS

Meetings of the Board of Directors

Our Board of Directors met eight times in fiscal 2013. During fiscal 2013, each of our directors attended 100% of the meetings of the Board of Directors. Each director attended 100% of the meetings of the committees held during the time such director served on such committees. The Board of Directors has a practice of meeting in executive session on a periodic basis without management or management directors (i.e., Mr. Sanghi) present. The Board of Directors has determined that each of Mr. Chapman, Mr. Day, Mr. Hugo-Martinez and Mr. Meyercord is an independent director as defined by applicable SEC rules and NASDAQ listing standards.

Board Leadership Structure

The Board of Directors believes that Microchip's Chief Executive Officer, Steve Sanghi, is best situated to serve as Chairman because he is the director most familiar with Microchip's business and industry, and most capable of effectively identifying strategic priorities and leading the discussion and execution of strategy. The Board's independent directors have different perspectives and roles in strategic development. In particular, Microchip's independent directors bring experience, oversight and expertise from outside the company and the industry, while the Chief Executive Officer brings company-specific experience and industry expertise. The Board of Directors believes that the combined role of Chairman and Chief Executive Officer promotes strategy development and execution, and facilitates information flow between management and the Board of Directors, which are essential to effective governance. Microchip does not have a lead independent director.

The Board of Directors and the Board committees oversee risk management in a number of ways. The Audit Committee oversees the management of financial and accounting related risks as an integral part of its duties. Similarly, the Compensation Committee considers risk management when setting the compensation policies and programs for Microchip's executive officers. The Board of Directors and the Audit Committee regularly receive reports on various risk-related items including risks related to manufacturing operations, intellectual property, taxes, products and employees. The Board and the Audit Committee also receive periodic reports on Microchip's efforts to manage such risks through safety measures, insurance or self-insurance. The Board of Directors believes that the leadership structure described above facilitates the Board's oversight of risk management because it allows the Board, working through its committees, to participate actively in the oversight of management's actions.

Communications from Stockholders

Stockholders may communicate with the Board of Directors or individual members of the Board of Directors, provided that all such communication is submitted in writing to the attention of the Secretary at Microchip Technology Incorporated, 2355 West Chandler Boulevard, Chandler, Arizona 85224-6199, who will then forward such communication to the appropriate director or directors.

Committees of the Board of Directors

The following table lists our three Board committees, the directors who served on them and the number of committee meetings held in fiscal 2013:

Membership on Board Committees in Fiscal 2013

Name	Audit	Compensation	Nominating and Governance
Mr. Chapman	C		●
Mr. Day		●	C
Mr. Hugo-Martinez	●	*	●
Mr. Meyercord	●	C	●
Meetings held in fiscal 2013	8	9	3

C = Chair

● = Member

* = Served on such committee until August 19, 2012

Audit Committee

The responsibilities of our Audit Committee are to appoint, compensate, retain and oversee Microchip's independent registered public accounting firm, oversee the accounting and financial reporting processes of Microchip and audits of its financial statements, and provide the Board of Directors with the results of such monitoring. These responsibilities are further described in the committee charter. A copy of the Audit Committee Charter is available at the About Us/Corporate Responsibility section under Ethics and Conduct on www.microchip.com.

Our Board of Directors has determined that all members of the Audit Committee are independent directors as defined by applicable SEC rules and NASDAQ listing standards. The Board of Directors has also determined that each of Mr. Chapman, Mr. Hugo-Martinez and Mr. Meyercord meet the requirements for being an "audit committee financial expert" as defined by applicable SEC rules.

In fiscal 2005, our Board and our Audit Committee adopted a policy with respect to (i) the receipt, retention and treatment of complaints received by us regarding questionable accounting, internal accounting controls or auditing matters; (ii) the confidential, anonymous submission by our employees of concerns regarding questionable accounting, internal accounting controls or auditing matters; and (iii) the prohibition of harassment, discrimination or retaliation arising from submitting concerns regarding questionable accounting, internal accounting controls or auditing matters or participating in an investigation regarding questionable accounting, internal accounting controls or auditing matters. In fiscal 2012, our Board and our Audit Committee approved an amended policy to include matters regarding violations of federal or state securities laws, or the commission of bribery. This policy, called "*Reporting Legal Non-Compliance*," was created in accordance with applicable SEC rules and NASDAQ listing requirements. A copy of this policy is available at the About Us/Corporate Responsibility section under Ethics and Conduct on www.microchip.com.

Compensation Committee

Our Compensation Committee has oversight responsibility for the compensation and benefit programs for our executive officers and other employees, and for administering our equity incentive and employee stock purchase plans adopted by our Board of Directors. The responsibilities of our Compensation Committee are further described in the committee charter which was amended and restated as of May 17, 2013. The committee charter is available at the About Us/Corporate Information/Investors Information section under Mission Statement/Corporate Governance on www.microchip.com.

The Board of Directors has determined that the members of our Compensation Committee are independent directors as defined by applicable SEC rules, NASDAQ listing standards and other requirements. For more information on our Compensation Committee, please refer to the "*Compensation Discussion and Analysis*" at page 14.

Nominating and Governance Committee

Our Nominating and Governance Committee has the responsibility to help ensure that our Board is properly constituted to meet its fiduciary obligations to our stockholders and Microchip and that we have and follow appropriate governance standards. In so doing, the Nominating and Governance Committee identifies and recommends director candidates, develops and recommends governance principles, and recommends director nominees to serve on committees of the Board of Directors. The responsibilities of our Nominating and Governance Committee are further described in the committee charter, as amended and restated as of May 17, 2013, which is available at the About Us/Corporate Responsibility section under Ethics and Conduct on www.microchip.com. The Board of Directors has determined that all of the members of the Nominating and Governance Committee are independent directors as defined by applicable SEC rules and NASDAQ listing standards.

When considering a candidate for a director position, the Nominating and Governance Committee looks for demonstrated character, judgment, relevant business, functional and industry experience, and a high degree of skill. The Nominating and Governance Committee does not have a formal policy with respect to diversity; however, the Board of Directors and the Nominating and Governance Committee believe it is important that the members of the Board of Directors represent diverse viewpoints. Accordingly, the Nominating and Governance Committee considers issues of diversity in identifying and evaluating director nominees, including differences in education, professional experience, viewpoints, technical skills and individual expertise. The Nominating and Governance Committee evaluates director nominees recommended by a stockholder in the same manner as it would any other nominee. The Nominating and Governance Committee will consider nominees recommended by stockholders provided such recommendations are made in accordance with procedures described in this proxy statement under "*Requirements, Including Deadlines, for Receipt of Stockholder Proposals for the 2014 Annual Meeting of Stockholders; Discretionary Authority to Vote on Stockholder Proposals*" at page 38. We do not pay any third party to identify or assist in identifying or evaluating potential nominees for director.

Attendance at the Annual Meeting of Stockholders

All directors are encouraged, but not required, to attend our annual meeting of stockholders. All directors attended our 2012 annual meeting of stockholders.

REPORT OF THE AUDIT COMMITTEE *

Our Board of Directors has adopted a written charter setting out the purposes and responsibilities of the Audit Committee. The Board of Directors and the Audit Committee review and assess the adequacy of the charter on an annual basis. A copy of the Audit Committee Charter is available at the About Us/Corporate Responsibility section under Ethics and Conduct on www.microchip.com.

Each of the directors who serve on the Audit Committee meets the independence and experience requirements of the SEC rules and NASDAQ listing standards. This means that the Microchip Board of Directors has determined that no member of the Audit Committee has a relationship with Microchip that may interfere with such member's independence from Microchip and its management, and that all members have the required knowledge and experience to perform their duties as committee members.

We have received from Ernst & Young LLP the written disclosure and the letter required by Rule 3526 of the Public Company Accounting Oversight Board (*Communication with Audit Committees Concerning Independence*) and have discussed with Ernst & Young LLP their independence from Microchip. We also discussed with Ernst & Young LLP all matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (Codification of Statements on Auditing Standards, AU 380) as adopted by the Public Company Accounting Oversight Board (PCAOB) in Rule 3200T). We have considered whether and determined that the provision of the non-audit services rendered to us by Ernst & Young LLP during fiscal 2013 was compatible with maintaining the independence of Ernst & Young LLP.

We have reviewed and discussed with management the audited annual financial statements included in Microchip's Annual Report on Form 10-K for the fiscal year ended March 31, 2013 and filed with the SEC, as well as the unaudited financial statements filed with Microchip's quarterly reports on Form 10-Q. We also met with both management and Ernst & Young LLP to discuss those financial statements.

Based on these reviews and discussions, we recommended to the Board of Directors that Microchip's audited financial statements be included in Microchip's Annual Report on Form 10-K for the fiscal year ended March 31, 2013 for filing with the SEC.

By the Audit Committee of the Board of Directors:

Matthew W. Chapman (Chairman)

Albert J. Hugo-Martinez

Wade F. Meyercord

* The Report of the Audit Committee is not "soliciting" material and is not deemed "filed" with the SEC, and is not incorporated by reference into any filings of Microchip under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date of this proxy statement and irrespective of any general incorporation language contained in such filings.

Director Compensation

Procedures Regarding Director Compensation

The Board of Directors sets non-employee director compensation. Microchip does not pay employee directors for services provided as a member of the Board of Directors. Our program of cash and equity compensation for non-employee directors is designed to achieve the following goals: compensation should fairly pay directors for work required for a company of Microchip's size and scope; compensation should align directors' interests with the long-term interests of stockholders; compensation should be competitive so as to attract and retain qualified non-employee directors; and the structure of the compensation should be simple, transparent and easy for stockholders to understand. Non-employee director compensation is typically reviewed once per year to assess whether any adjustment is needed to further such goals. The Board of Directors has not used outside consultants in setting non-employee director compensation.

Director Fees

Effective May 10, 2011, non-employee directors receive an annual retainer of \$63,000, paid in quarterly installments, and \$3,000 for each meeting attended in person. For the fourth quarter of fiscal 2013, our non-employee directors agreed to a 5% reduction in the retainer payment and meeting fees for such quarter to match the 5% pay cut that was in place across the Company. Therefore, during the fourth quarter of fiscal 2013, the directors' quarterly fee was reduced to \$14,962.50, and the fee for each in person meeting was reduced to \$2,850. Directors do not receive any additional compensation for telephonic meetings of the Board of Directors, for meetings of committees of the Board, or for serving as a committee chair.

Equity Compensation

Under the terms of our 2004 Equity Incentive Plan, each non-employee director is automatically granted:

- upon the date that the individual is first appointed or elected to the Board of Directors as a non-employee director, that number of restricted stock units ("RSUs") equal to \$160,000 (based on the fair market value of our common stock on the grant date) which shall vest in equal 25% annual installments on each of the four anniversaries of the tenth business day of the second month of our fiscal quarter in which the grant is made; and
- upon the date of our annual meeting, provided that the individual has served as a non-employee director for at least three months on that date and has been elected by the stockholders to serve as a member of the Board of Directors at that annual meeting, that number of RSUs equal to \$84,000 (based on the fair market value of our common stock on the grant date) which shall vest in equal 50% annual installments on each of the two anniversaries of the tenth business day of the second month of our fiscal quarter in which the grant is made.

All vesting of the above grants is contingent upon the non-employee director maintaining his or her continued status as a non-employee director through the applicable vesting date.

In accordance with the foregoing, on August 17, 2012, each of Mr. Chapman, Mr. Day, Mr. Hugo-Martinez and Mr. Meyercord was granted 2,350 RSUs.

The following table details the total compensation for Microchip's non-employee directors for fiscal 2013.

DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash ⁽¹⁾	Stock Awards ⁽²⁾	Option Awards	Non-Equity Incentive Plan Compensation	All Other Compensation	Total
Steve Sanghi ⁽³⁾	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Matthew W. Chapman	74,063	77,550	—	—	—	151,613
L.B. Day	74,063	77,550	—	—	—	151,613
Albert J. Hugo-Martinez	74,063	77,550	—	—	—	151,613
Wade F. Meyercord	74,063	77,550	—	—	—	151,613

⁽¹⁾ Reflects a voluntary 5% reduction in the retainer payment and meeting fees for the fourth quarter of fiscal 2013 to match the voluntary pay cut that was in place for our executive officers and many other Microchip employees.

⁽²⁾ These stock awards were RSUs with a fair value on the grant date of \$33.00 per share. The market value on the grant date was \$35.73 per share with an aggregate market value of the award of approximately \$84,000.

⁽³⁾ Mr. Sanghi, our Chairman of the Board, President and Chief Executive Officer, does not receive any additional compensation for his services as a member of the Board of Directors.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee is currently comprised of Mr. Meyercord (Chair), and Mr. Day. Mr. Hugo-Martinez also served on the Compensation Committee until August 19, 2012. Each such person is an independent director. None of Mr. Day, Mr. Hugo-Martinez nor Mr. Meyercord had any related-party transaction with Microchip during fiscal 2013 other than compensation for service as a director. In addition, none of such directors has a relationship that would constitute a compensation committee interlock under applicable SEC rules. During fiscal 2013, no Microchip executive officer served on the compensation committee (or equivalent) or the board of directors of another entity whose executive officer(s) served either on Microchip's Compensation Committee or Board of Directors.

CERTAIN TRANSACTIONS

During fiscal 2013, Microchip had no related-party transactions within the meaning of applicable SEC rules.

Pursuant to its charter, the Audit Committee reviews issues involving potential conflicts of interest and reviews and approves all related-party transactions as contemplated by NASDAQ and SEC rules and regulations. The Audit Committee may consult with the Board of Directors regarding certain conflict of interest matters that do not involve a member of the Board.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) and related rules under the Securities Exchange Act of 1934 require our directors, executive officers and stockholders holding more than 10% of our common stock to file reports of holdings and transactions in Microchip stock with the SEC and to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of the copies of such forms received by us during fiscal 2013, and written representations from our directors and executive officers that no other reports were required, we believe that all Section 16(a) filing requirements applicable to our directors, executive officers and stockholders holding more than 10% of our common stock were met for fiscal 2013.

PROPOSAL ONE

ELECTION OF DIRECTORS

A board of five directors will be elected at the annual meeting. Unless proxy cards are otherwise marked, the persons named in the proxy card will vote such proxy for the election of the nominees named below. Each of the nominees is currently serving as a director and has agreed to continue serving if re-elected. If any of the nominees becomes unable or declines to serve as a director at the time of the annual meeting, the persons named in the proxy card will vote such proxy for any nominee designated by the current Board of Directors to fill the vacancy. We do not expect that any of the nominees will be unable or will decline to serve as a director.

Our Board of Directors has determined that each of the following nominees for director is an independent director as defined by applicable SEC rules and NASDAQ listing standards: Mr. Chapman, Mr. Day, Mr. Hugo-Martinez and Mr. Meyercord.

The term of office of each person who is elected as a director at the annual meeting will continue until the 2014 annual meeting of stockholders and until a successor has been elected and qualified.

Required Vote; Recommendation

A plurality of the votes duly cast is required for the election of directors (i.e., the five nominees receiving the greatest number of votes will be elected). Abstentions and broker "non-votes" will not affect the election of directors. In June 2013, our Board of Directors approved an amendment to our by-laws to provide that beginning with our annual meeting of stockholders to be held in 2014, a nominee for director in an uncontested election shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election (with votes cast excluding abstentions, withheld notes or broker non-votes).

The Board of Directors recommends that stockholders vote FOR the nominees listed below.

Information on Nominees for Director (as of June 30, 2013)

Name	Age	Position(s) Held
Steve Sanghi	57	Chairman, President and CEO
Matthew W. Chapman	62	Director
L.B. Day	68	Director
Albert J. Hugo-Martinez	67	Director
Wade F. Meyercord	72	Director

Steve Sanghi is currently, and has been since August 1990, a director and President of Microchip Technology Incorporated. Since October 1991, he has served as CEO of Microchip and since October 1993, as Chairman of the Board of Directors of Microchip. Since May 2004, he has been a member of the Board of Directors of Xyratex Ltd., a publicly held U.K. company that specializes in storage and network technology. In May 2007, Mr. Sanghi was appointed to the Board of Directors of FIRST Organization, a not-for-profit public charity founded in 1989 to develop young people's interest in science and technology.

The Board of Directors concluded that Mr. Sanghi should be nominated to serve as a director since he has served as CEO of Microchip for over 20 years and has provided very strong leadership to Microchip over this period. The Board of Directors believes that Mr. Sanghi's management skills have been instrumental to Microchip's extraordinary growth and profitability over the past 20 years and to the strong position Microchip has attained in its key markets.

Matthew W. Chapman has served as a director of Microchip since May 1997. Since December 2006, he has served as President and CEO of Northwest Evaluation Association, a not-for-profit education service organization providing computer adaptive testing for millions of students throughout the United States. In his career, Mr. Chapman has served as CEO and Chairman of Concentrex Incorporated, a publicly held company specializing in supplying software solutions and service to U.S. financial institutions. Mr. Chapman also serves on the Board of Directors of the Oregon Business Association and the All Hands Raised Foundation, and on the Board of Regents of the University of Portland.

The Board of Directors concluded that Mr. Chapman should be nominated to serve as a director due to his significant CEO level experience at several corporations. The Board of Directors also recognizes Mr. Chapman's experience in financial matters and that his background establishes him as an audit committee financial expert under applicable rules and makes him well suited to serve on the Board of Directors' nominating and governance committee.

L.B. Day has served as a director of Microchip since December 1994. Mr. Day serves as President of L.B. Day & Company, Inc., a consulting firm whose parent company he co-founded in 1977, which provides strategic planning, strategic marketing and organization design services to the elite of the technology world. He has written on strategic planning and is involved with competitive factor assessment in the semiconductor and other technology market segments, geared to helping client organizations incorporate competitive factor assessment findings into their strategic plans. He has served as a board member or as an advisor to many public and private boards.

The Board of Directors concluded that Mr. Day should be nominated to serve as a director due to his significant experience in corporate management and strategic matters. In particular, through his consulting practice, Mr. Day has been a key strategic advisor to a number of large public corporations. The Board of Directors believes that Mr. Day's background makes him well suited to serve on the Board of Directors' nominating and governance committee and compensation committee.

Albert J. Hugo-Martinez has served as a director of Microchip since October 1990. Since February 2000, he has served as CEO of Hugo-Martinez Associates, a consulting and advisory firm. Since July 2004, he has been a member of the Board of Directors of Reaction Design, currently serving as its Chairman, a privately held company that specializes in software engine design simulation. In his career, Mr. Hugo-Martinez has previously served in executive positions for numerous public companies, including the following: CEO of Applied Micro Circuits Corporation from September 1988 to October 1995 and President and CEO of GGTI Corporation from March 1996 to April 1998. Mr. Hugo-Martinez has previously served on the public company boards of Amkor Technology, Inc. from March 2003 to May 2004, ON Semiconductor Corp. from November 1999 to February 2001 and Ramtron International Corporation from May 2001 to October 2004.

The Board of Directors concluded that Mr. Hugo-Martinez should be nominated to serve as a director due to his significant experience as a senior executive, board member and founder of a number of companies in the semiconductor industry. Mr. Hugo-Martinez has gained further industry experience through his consulting practice. The Board of Directors believes that Mr. Hugo-Martinez's background makes him well suited to serve on the Board of Directors' nominating and governance committee and audit committee. The Board of Directors also recognizes his experience in financial matters and that his background establishes him as an audit committee financial expert under applicable rules.

Wade F. Meyercord has served as a director of Microchip since June 1999. Since October 2002, he has served as President of Meyercord & Associates, Inc., a privately held management consulting firm specializing in executive compensation matters and stock plan consulting for technology companies, a position he previously held part time beginning in 1987. Mr. Meyercord served as a member of the Board of Directors of Endwave Corporation, a publicly held company, from March 2004 until it was acquired in 2011. Mr. Meyercord served as a member of the Board of Directors of California Micro Devices Corporation, a publicly held company, from January 1993 to October 2009 and Magma Design Automation, Inc., a publicly held company, from January 2004 to June 2005.

The Board of Directors concluded that Mr. Meyercord should be nominated to serve as a director due to his significant experience as a senior executive and board member of a number of companies in the technology industry. Mr. Meyercord gained further industry experience through his consulting practice. The Board of Directors believes that Mr. Meyercord's background makes him well suited to serve on the Board of Directors' nominating and governance committee and compensation committee. The Board of Directors also recognizes his experience in financial matters and that his background establishes him as an audit committee financial expert under applicable rules.

PROPOSAL TWO

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of our Board of Directors has appointed Ernst & Young LLP, independent registered public accounting firm, to audit our consolidated financial statements for the fiscal year ending March 31, 2014. Ernst & Young LLP has audited our financial statements since the fiscal year ended March 31, 2002 and has served as our independent registered public accounting firm since June 2001. The partner in charge of our audit is rotated every five years. Other partners and non-partner personnel are rotated on a periodic basis as required.

We anticipate that a representative of Ernst & Young LLP will be present at the annual meeting, will have the opportunity to make a statement if he or she desires and will be available to respond to appropriate questions. Stockholder ratification of the appointment of Ernst & Young LLP is not required by our Bylaws or applicable law. However, our Board of Directors chose to submit such appointment to our stockholders for ratification. In the event of a negative vote on such ratification, the Audit Committee will reconsider its selection.

Fees Paid to Independent Registered Public Accounting Firm

Audit Fees

This category includes fees associated with our annual audit, the reviews of our quarterly reports on Form 10-Q, and statutory audits required internationally. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of our interim financial statements, statutory audits and the assistance with review of any of our SEC registration statements. This category also included fees associated with the audit of our internal control over financial reporting required by Section 404 of the Sarbanes-Oxley Act of 2002. The aggregate fees billed or to be billed by Ernst & Young LLP in each of the last two fiscal years for such services were approximately \$2,275,000 for fiscal 2013 and \$1,350,000 for fiscal 2012. Our audit fees in fiscal 2013 were significantly higher than our audit fees in fiscal 2012 due to our acquisition of Standard Microsystems Corporation, including procedures performed by Ernst & Young LLP in connection with the testing of our allocation of the purchase price of this acquisition.

Audit-Related Fees

This category includes fees associated with employee benefit plan audits, internal control reviews, accounting consultations and attestation services that are not required by statute or regulation. The aggregate fees billed or to be billed by Ernst & Young LLP in each of the last two fiscal years for such services were \$55,000 for fiscal 2013 and \$23,000 for fiscal 2012.

Tax Fees

This category includes fees associated with tax return preparation, tax advice and tax planning. The aggregate fees billed or to be billed by Ernst & Young LLP in each of the last two fiscal years for such services were approximately \$540,000 for fiscal 2013 and \$503,000 for fiscal 2012.

All Other Fees

This category includes fees for support and advisory services not related to audit services or tax services. There were no such fees in fiscal 2013 or fiscal 2012.

Our Audit Committee pre-approves all audit and permissible non-audit services provided by our independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. The Audit Committee has adopted a policy for the pre-approval of services provided by our independent registered public accounting firm. Under the policy, pre-approval is generally provided for up to one year, and any pre-approval is detailed as to the particular service or category of services and is subject to a specific budget or limit. The Audit Committee may also pre-approve particular services on a case-by-case basis. The Chairman of the Audit Committee has the delegated authority from the Audit Committee to pre-approve a specified level of services, and such pre-approvals are then communicated to the full Audit Committee at its next scheduled meeting. During fiscal 2013, all audit and non-audit services rendered by Ernst & Young LLP were approved in accordance with our pre-approval policy.

Our Audit Committee has determined that the non-audit services rendered by Ernst & Young LLP during fiscal 2013 and fiscal 2012 were compatible with maintaining the independence of Ernst & Young LLP.

Required Vote; Recommendation

The affirmative vote of a majority of the votes cast on the proposal at the Annual Meeting is required to approve the ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of Microchip for the fiscal year ending March 31, 2014. Abstentions will have the same effect as a vote against this proposal.

Upon the recommendation of our Audit Committee, our Board of Directors unanimously recommends that stockholders vote "FOR" Proposal Two, the ratification of our independent registered public accounting firm, as described in the Proxy Statement.

PROPOSAL THREE

APPROVAL OF EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, enables our stockholders to vote to approve, on an advisory (non-binding) basis, the compensation of our named executive officers as disclosed in this Proxy Statement in accordance with the SEC's rules (commonly referred to as a "Say-on-Pay").

As described under the heading "Executive Compensation — Compensation Discussion and Analysis," our executive compensation program is a comprehensive package designed to motivate our executive officers to achieve our corporate objectives and is intended to be competitive and allow us to attract and retain highly qualified executive officers. We believe that the various elements of our executive compensation program work together to promote our goal of ensuring that total compensation should be related to both our performance and individual performance.

Stockholders are urged to read the "Compensation Discussion and Analysis" section of this Proxy Statement, beginning on page 14, which discusses how our executive compensation policies implement our compensation philosophy, and the "Compensation of Named Executive Officers" section of this Proxy Statement, which contains tabular information and narrative discussion about the compensation of our named executive officers. These sections provide additional details about our executive compensation programs, including information about fiscal 2013 compensation of our named executive officers. The Compensation Committee and our Board of Directors believe that these policies are effective in implementing our compensation philosophy and in achieving our goals.

We are asking our stockholders to indicate their support for our executive compensation as described in this Proxy Statement. This Say-on-Pay proposal gives our stockholders the opportunity to express their views on our named executive officers' compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this Proxy Statement. Accordingly, we are asking our stockholders to approve, on an advisory basis, the compensation of the named executive officers, as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosures.

The Say-on-Pay vote is advisory, and therefore not binding on us, the Compensation Committee or our Board of Directors. However, our Board of Directors and our Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this Proxy Statement, we will consider our stockholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns. Our current policy is to provide stockholders with an opportunity to approve the compensation of our named executive officers each year at our annual meeting of stockholders. It is expected that the next such vote will occur at our 2014 annual meeting.

Required Vote; Recommendation

The affirmative vote of a majority of the votes cast on the proposal at the Annual Meeting is required to approve the compensation of our named executive officers on an advisory (non-binding) basis. Abstentions will have the same effect as a vote against this proposal.

Our Board of Directors unanimously recommends voting "FOR" Proposal Three, the approval, on an advisory (non-binding) basis, of the compensation of our named executive officers, as described in this Proxy Statement.

**SECURITY OWNERSHIP OF PRINCIPAL STOCKHOLDERS,
DIRECTORS AND EXECUTIVE OFFICERS**

The following table sets forth information concerning the beneficial ownership of our common stock as of May 17, 2013 for: (a) each director, (b) our CEO, our CFO and the three other most highly compensated executive officers named in the Summary Compensation Table, (c) all directors and executive officers as a group, and (d) each person who is known to us to own beneficially more than 5% of our common stock. Except as otherwise indicated in the footnotes to this table, and subject to applicable community property laws and joint tenancies, the persons named in this table have sole voting and investment power with respect to all shares of common stock held by such person:

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned ⁽¹⁾	Percent of Common Stock ⁽¹⁾
Massachusetts Financial Services Company ⁽²⁾	20,992,978	10.7%
The Vanguard Group, Inc. ⁽³⁾	11,449,663	5.8%
BlackRock, Inc. ⁽⁴⁾	10,215,984	5.2%
Steve Sanghi ⁽⁵⁾	5,725,306	2.9%
Matthew W. Chapman ⁽⁶⁾	64,244	*
L.B. Day ⁽⁷⁾	32,666	*
Albert J. Hugo-Martinez ⁽⁸⁾	37,019	*
Wade F. Meyercord ⁽⁹⁾	50,297	*
J. Eric Bjornholt ⁽¹⁰⁾	14,666	*
Stephen V. Drehobl	15,893	*
Mitchell R. Little	6,403	*
Ganesh Moorthy ⁽¹¹⁾	221,958	*
All directors and executive officers as a group (11 people) ⁽¹²⁾	6,564,572	3.3%

* Less than 1% of the outstanding shares of common stock as of May 17, 2013. Common Stock shares outstanding at May 17, 2013 were 197,071,334.

- ⁽¹⁾ For each individual and group included in the table, the number of shares beneficially owned includes shares of common stock issuable to the identified individual or group pursuant to stock options that are exercisable within 60 days of May 17, 2013. There are no stock purchase rights or RSUs that will vest within 60 days of May 17, 2013. In calculating the percentage of ownership of each individual or group, share amounts that are attributable to options that are exercisable within 60 days of May 17, 2013 are deemed to be outstanding for the purpose of calculating the percentage of shares of common stock owned by such individual or group but are not deemed to be outstanding for the purpose of calculating the percentage of shares of common stock owned by any other individual or group.
- ⁽²⁾ Address is 111 Huntington Avenue, Boston, MA 02199. All information is based solely on the Schedule 13G filed by Massachusetts Financial Services Company ("MFS") dated February 13, 2013, with the exception of the percentage of common stock held, which is based on shares outstanding at May 17, 2013. Such Schedule 13G indicates that (i) MFS has sole power to dispose of and direct the disposition of the common stock; and (ii) MFS is deemed to be the beneficial owner of 20,992,978 shares as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.
- ⁽³⁾ Address is 100 Vanguard Boulevard, Malvern, PA 19355. All information is based solely on the Schedule 13G filed by The Vanguard Group, Inc. dated February 12, 2013, with the exception of the percentage of common stock held which is based on shares outstanding at May 17, 2013. Such Schedule 13G indicates that The Vanguard Group, Inc. (i) has sole power to dispose of 11,124,904 shares of common stock and shared power to dispose of 324,759 shares of common stock; (ii) has sole voting power over 333,691 shares of common stock and (iii) is deemed to be the beneficial owner of

11,449,663 shares as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

- (4) Address is 40 East 52nd Street, New York, NY 10022. All information is based solely on the Schedule 13G filed by BlackRock, Inc. dated January 30, 2013, with the exception of the percentage of common stock held which is based on shares outstanding at May 17, 2013. Such Schedule 13G indicates that BlackRock, Inc. (i) has sole power to dispose of and direct the disposition of the common stock; and (ii) BlackRock, Inc. is deemed to be the beneficial owner of 10,215,984 shares as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.
- (5) Includes 2,243,370 shares held of record by The Sanghi Family Trust (the "Family Trust") and 3,036,936 shares held of record by The Sanghi Family Limited Partnership (the "Family Limited Partnership") and 445,000 shares issuable upon exercise of options that are exercisable as of May 17, 2013. Steve Sanghi and Maria T. Sanghi are the sole trustees of the Family Trust. The Family Trust is the sole member of the Sanghi LLC which is the sole general partner of the Family Limited Partnership. There are no stock purchase rights or Restricted Stock Units (RSUs) that will vest within 60 days of May 17, 2013.
- (6) Includes 262 shares held in Testamentary Trust of Regan Chapman and 135 shares held by Mr. Chapman's children, and 33,000 shares issuable upon exercise of options that are exercisable as of May 17, 2013. There are no stock purchase rights or Restricted Stock Units (RSUs) that will vest within 60 days of May 17, 2013.
- (7) Includes 30,000 shares issuable upon exercise of options that are exercisable as of May 17, 2013. There are no stock purchase rights or Restricted Stock Units (RSUs) that will vest within 60 days of May 17, 2013.
- (8) Includes 4,019 shares held of record by Albert J. Hugo-Martinez and S. Gay Hugo-Martinez as trustees, and 33,000 shares issuable upon exercise of options that are exercisable as of May 17, 2013. There are no stock purchase rights or Restricted Stock Units (RSUs) that will vest within 60 days of May 17, 2013.
- (9) Includes 18,297 shares held of record by Wade F. Meyercord and Phyllis Meyercord as trustees, and 32,000 shares issuable upon exercise of options that are exercisable as of May 17, 2013. There are no stock purchase rights or Restricted Stock Units (RSUs) that will vest within 60 days of May 17, 2013.
- (10) Includes 14,666 shares held of record by J. Eric Bjornholt and Lynn Bjornholt as trustees. There are no stock purchase rights or Restricted Stock Units (RSUs) that will vest within 60 days of May 17, 2013.
- (11) Includes 111,958 shares held of record by Ganesh Moorthy and Hema Moorthy as trustees, and 110,000 shares issuable upon exercise of options that are exercisable as of May 17, 2013. There are no stock purchase rights or Restricted Stock Units (RSUs) that will vest within 60 days of May 17, 2013.
- (12) Includes an aggregate of 690,828 shares issuable upon exercise of options that are exercisable as of May 17, 2013. There are no stock purchase rights or Restricted Stock Units (RSUs) that will vest within 60 days of May 17, 2013.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

Overview of the Compensation Program

The Compensation Committee of our Board of Directors, presently comprised of Mr. Day and Mr. Meyercord, reviews the performance of our executive officers and makes compensation decisions regarding our executive officers. Our policies for setting compensation for each of our named executive officers (CEO, CFO, and our three other most highly paid executive officers) are the same as those for the rest of our executive officers. Our compensation program is a comprehensive package designed to motivate the executive officers to achieve our corporate objectives and is intended to be competitive and allow us to attract and retain highly qualified executive officers. In general, the types of compensation and benefits provided to our executive officers are similar to those provided to most other Microchip employees, and include salary, cash bonuses, RSUs, and other benefits described below.

Our Executive Compensation Policy and Objectives

Our compensation policy for executive officers, including our named executive officers, and key employees is based on a "pay-for-performance" philosophy. This "pay-for-performance" philosophy emphasizes variable compensation, primarily by placing a large portion of pay at risk. We believe that this philosophy meets the following objectives:

- rewards performance that may contribute to increased stockholder value,
- attracts, retains, motivates and rewards individuals with competitive compensation opportunities,
- aligns an executive officer's total compensation with our business objectives,
- fosters a team environment among our management that focuses their energy on achieving our financial and business objectives consistent with Microchip's "guiding values,"
- balances short-term and long-term strategic goals, and
- builds and encourages ownership of our common stock.

Decisions regarding cash and equity compensation also include subjective determinations and consideration of various factors with the weight given to a particular factor varying from time to time and in various individual cases, such as an executive officer's experience in the industry and the perceived value of the executive officer's position to Microchip as a whole.

We believe that the overall compensation levels for our executive officers, including our named executive officers, in fiscal 2013 were consistent with our "pay-for-performance" philosophy and were commensurate with our fiscal 2013 performance.

Executive Compensation Process

On an annual basis, the Compensation Committee evaluates and establishes the compensation of our executive officers, including the named executive officers. The Compensation Committee seeks input from Mr. Sanghi when discussing the performance of, and compensation levels for, the executive officers other than himself. Mr. Sanghi does not participate in deliberations relating to his own compensation.

The Compensation Committee designs our executive compensation program to be competitive with those of other companies in the semiconductor or related industries that are similar to us in number of employees, revenue and capitalization. The Compensation Committee determines appropriate levels of compensation for each executive officer based on their level of responsibility within the organization, performance, and overall contribution. After such determination, the Compensation Committee makes allocations between long-term and short-term as well as the cash and non-cash elements of compensation. Microchip's financial and business objectives, the salaries of executive officers in similar positions with comparable companies and individual performance are considered in making these determinations. If compensation information is reviewed for other companies, it is obtained from published materials such as proxy statements, and information gathered from such companies directly. We do not engage consultants to conduct such review process for us or utilize a specific peer group.

The executive officer compensation process begins with consideration of Microchip's overall annual budget for employee compensation. The Compensation Committee considers the budgeted salary data and individual executive officer salary increases are determined with the goal of keeping the average executive officer salary increase within the budgeted range for all other employees. In setting annual salaries for executive officers, the Compensation Committee also considers relevant industry data but does not target any overall industry percentage level or peer group average.

Microchip's annual budget is created as part of Microchip's annual operating plan process under which business and financial objectives are initially developed by our executive officers, in conjunction with their respective operating units, and then discussed with and approved by our CEO. These objectives are then reviewed by our Board of Directors and the Board of Directors sets the overall financial and business objectives for Microchip on which incentive compensation is based.

The Compensation Committee sets the compensation of our Chairman, CEO and President, Mr. Sanghi, in the same manner as each of our other executive officers. In particular, the Compensation Committee considers Mr. Sanghi's level of responsibility, performance, and overall contribution to the results of the organization. The Compensation Committee also considers the compensation of CEOs of other companies in the semiconductor or related industries that are similar to us in number of employees, revenue and capitalization. Mr. Sanghi primarily participates in the same cash incentive, equity incentive and benefit programs as our other executive officers. For example, his compensation is subject to the same performance metrics as our other executive officers under our EMICP program. The Compensation Committee recognizes that Mr. Sanghi's total compensation package is significantly higher than that of our other executive officers and the Compensation Committee believes this is appropriate in consideration of Mr. Sanghi's superior leadership of Microchip over a long period of time. In particular, the Compensation Committee believes that Mr. Sanghi's leadership has been key to the substantial revenue and profitability growth, strong market position and substantial increase in the market value of Microchip since taking Microchip public in 1993, and to leading Microchip's strong performance relative to others in the industry over a number of years.

For fiscal 2013, the Compensation Committee reviewed and approved the total compensation package of all of our executive officers, including the elements of compensation discussed below, and determined the amounts to be reasonable and competitive.

At our last annual meeting of stockholders held in August 2012, our stockholders approved an advisory (non-binding) proposal concerning our executive compensation program with over 95% of the votes cast in favor of the proposal. The Compensation Committee considered the results of this vote in establishing the compensation program for fiscal 2014.

Elements of Compensation

Our executive compensation program is currently comprised of four major elements:

- annual base salary,
- incentive cash bonuses,
- equity compensation, and
- compensation and employee benefits generally available to all of our employees.

The retirement benefits and other benefits offered to our executive officers are largely the same as those we provide to a broad base of employees. While our executive officers' level of participation in our management incentive compensation plans and equity incentive plans is typically higher than for our non-executive employees, based on the officers' level of responsibility and industry experience, the plans in which our executive officers are eligible to participate are very similar to those for our other employees. The Compensation Committee reviews each element of compensation separately and total compensation as a whole, other than those benefits which are available to all employees. The Compensation Committee determines the appropriate mix of elements to meet our compensation objectives and to help ensure that we remain competitive with the compensation practices in our industry.

Although our executive officers are entitled to certain severance and change of control benefits (as described below), the Compensation Committee does not consider such benefits to be elements of compensation for purposes of annual compensation reviews because such benefits may never be paid.

Base Salaries. We review the base salaries of our executive officers each year. When setting base salaries, we review the business and financial objectives for Microchip as a whole, as well as the objectives for each of the individual officers relative to their respective areas of responsibility. In particular, we consider our overall revenue growth and revenue growth in our strategic product lines, non-GAAP gross margins, non-GAAP operating expenses, non-GAAP net income per diluted share, cash generation, expected capital expenditures and other financial considerations in setting our annual budget for salaries. We also consider the individual performance of our named executive officers including the officer's level of responsibility, performance, overall contribution to the results of the organization, the officer's base salary relative to the salaries of our other officers, salary relative to comparable positions in the industry, the officer's overall compensation including incentive cash bonuses and equity compensation and the officer's performance relative to expectations. We do not assign any specific weight to any such factor but consider such factors as a whole for each executive. This review encompasses the objectives for both the immediately preceding fiscal year and the upcoming fiscal year.

After consideration of the factors described above, the base salaries for our named executive officers other than our CEO were increased by an average of approximately 3.6% in May 2012. Our CEO's base salary increased by approximately 3% in May 2012 compared to the prior fiscal year. The budget for salary increases for our U.S. employee base in May 2012 was 3.0%.

Incentive Cash Bonuses. The Compensation Committee sets performance goals which, if met, result in quarterly payments to our executive officers under the EMICP. Executive officers may also receive quarterly payments under the DMICP. The Compensation Committee establishes performance goals which it believes are challenging, require a high level of performance and motivate participants to drive stockholder value, but which goals are expected to be achievable in the context of business conditions anticipated at the time the goals are set. When setting the performance goals, the Compensation Committee places more emphasis on the overall expected financial performance of Microchip rather than on the achievement of any one individual goal. The Compensation Committee believes that this focus on the overall payout incentivizes outstanding performance across the corporation and drives the overall financial success of the corporation. The Compensation Committee uses the DMICP to help achieve the overall objectives of the performance bonus program.

The performance metrics under the EMICP are determined by the Compensation Committee at the beginning of each quarter so that such compensation may qualify as performance-based compensation within the meaning of Rule 162(m) under the Internal Revenue Code. The metrics may be based on either GAAP or non-GAAP financial results at the discretion of the Compensation Committee. The Compensation Committee typically uses non-GAAP information when setting the targets because it believes such targets are more useful in understanding our operating results due to the exclusion of non-cash, non-recurring and other special charges. Except for the earnings per share metric which changes each quarter, each of the performance metrics is typically the same for each quarter of the fiscal year (or longer). However, during fiscal 2013, due to our acquisition of SMSC in August 2012, the Compensation Committee adjusted certain of the performance metrics for the third quarter of fiscal 2013 to reflect the closing of the acquisition and the Compensation Committee further adjusted certain of the performance metrics for the fourth quarter of fiscal 2013 to reflect the status of the integration of SMSC's business with Microchip's business. The first table below sets forth the performance metrics under the EMICP for the first quarter and second quarter of fiscal 2013, the second table below sets forth performance metrics under the EMICP for the third quarter of fiscal 2013, and the third table below sets forth the performance metrics under the EMICP for the fourth quarter of fiscal 2013:

Performance Metric	Target Quarterly Measurement for Q1 and Q2 FY13	Target % of Bonus	Actual Results			
			Q1 FY13 Performance	Q1 FY13 Bonus Payout %	Q2 FY13 Performance	Q2 FY13 Bonus Payout %
Total sequential revenue growth without SMSC	2.5%	10	3.21%	12.84	-4.84%	(19.36)
High performance microcontroller sequential revenue growth without SMSC	10%	5	24.31%	9.72	-6.78%	(2.71)
Analog sequential revenue growth without SMSC	4%	4	8.97%	8.97	1.89%	1.89
Licensing sequential revenue growth without SMSC	3%	3	-4.87%	(6.49)	-0.76%	(1.01)
Gross margin percentage (non-GAAP) without SMSC	58%	15	58.97%	18.64	58.05%	15.19
Operating expenses as a percentage of sales (non-GAAP) without SMSC	26%	14	26.30%	11.90	27.16%	5.88
Operating income as a percentage of sales (non-GAAP) without SMSC	31%	14	32.67%	17.90	30.89%	13.74
Earnings per share (quarterly) (non-GAAP) without SMSC	(¹)	15	47.40	20.33	43.83	10.28
EMICP Total	N/A	80	N/A	93.81	N/A	23.90
DMICP Total	Discretionary	20	N/A	5.21	N/A	1.10

⁽¹⁾ The EMICP quarterly non-GAAP earnings per share (EPS) targets for the first and second quarters of fiscal 2013 were \$0.45, and \$0.46, respectively.

Performance Metric	Target Quarterly Measurement for Q3 FY 13	Target % of Bonus	Actual Results	
			Q3 FY13 Performance	Q3 FY13 Bonus Payout %
Sequential revenue growth without SMSC	2.5%	8	-3.93%	(12.58)
High performance microcontroller sequential revenue growth without SMSC	10%	3	3.50%	1.05
Analog sequential revenue growth without SMSC	4%	3	-8.21%	(6.16)
Licensing sequential revenue growth	3%	3	6.05%	6.05
SMSC revenue	\$105,000,000	5	\$93,872,000	(12.66)
SMSC business system “go live” on schedule	November 1, 2012	3	December 1, 2012	0
Gross margin percentage (non-GAAP)	57.5%	14	56.02%	8.82
Operating expenses as a percentage of sales (non-GAAP)	28.5%	14	30.63%	3.77
Operating income as a percentage of sales (non-GAAP)	28.3%	14	25.39%	7.21
Earnings per share (quarterly) (non-GAAP)	\$0.46	14	41.40	4.67
EMICP Total	N/A	80	N/A	0
DMICP Total	Discretionary	20	N/A	0

Performance Metric	Target Quarterly Measurement for Q4 FY 13	Target % of Bonus	Actual Results	
			Q4 FY13 Performance	Q4 FY13 Bonus Payout %
Sequential revenue growth without SMSC	2.5%	8	4.87%	15.58
High performance microcontroller sequential revenue growth without SMSC	10%	3	13.75%	4.13
Analog sequential revenue growth without SMSC	4%	3	6.61%	4.96
Licensing sequential revenue growth	3%	3	3.39%	3.39
SMSC sequential revenue growth	5%	8	-1.70%	(2.72)
Gross margin percentage (non-GAAP)	57.5%	14	56.40%	10.15
Operating expenses as a percentage of sales (non-GAAP)	28.5%	13	28.61%	12.52
Operating income as a percentage of sales (non-GAAP)	28.3%	14	27.79%	12.81
Earnings per share (quarterly) (non-GAAP)	\$0.39	14	49.10	38.17
EMICP Total	N/A	80	N/A	98.99
DMICP Total	Discretionary	20	N/A	31.01

The total amount payable to each executive under the EMICP and the DMICP is based on a percentage of his base salary at the time each quarterly payment is made. The participation percentage for each executive is determined at the beginning of the fiscal year based on the executive's base salary at that time and typically stays at the same level for each quarter of the fiscal year. However, the Compensation Committee may change the participation level of an executive each quarter to reflect changes in the performance or responsibilities of the executive or other factors. The dollar amount of the target bonus for each executive is based on assumed achievement of all performance metrics under the EMICP (as disclosed in the tables above) and payment of 20% as a discretionary award under the DMICP (as disclosed in the tables above). The aggregate budgeted bonus pool under the various management incentive compensation plans is calculated by multiplying each eligible executive officer's bonus target percentage by his base salary. In fiscal 2013, the quarterly payments under the EMICP for our named executive officers were targeted at an aggregate of approximately \$330,570 for all such officers as a group. In fiscal 2013, the quarterly payments under the DMICP for our named executive officers were targeted at an aggregate of approximately \$82,643 for all such officers as a group. Bonuses under the EMICP are subject to a maximum award of \$2,500,000 per individual per performance period (which can be a fiscal quarter, a fiscal year or a longer period not exceeding five fiscal years); however, all awards to date have been substantially less than such maximum amount.

The actual awards under the EMICP are based on our actual quarterly financial performance compared to the performance metrics and the actual awards under the DMICP are determined in the discretion of our Compensation Committee and can be significantly higher or lower than the 20% target. The actual awards are calculated by multiplying the overall award percentage payout for the quarter by the applicable percentage of the executive's salary at the end of the fiscal quarter that the award relates to. Thus, if an executive's salary or participation percentage changes during the year, up or down, this would affect his actual bonus payment during the fiscal year. For fiscal 2013, the specific total bonus percentages under both the EMICP and DMICP for each of our named executive officers was as follows: for Mr. Sanghi it was 200% of his salary for the associated quarter; for Mr. Moorthy it was 61% of his salary; for Mr. Little it was 46% of his salary; for Mr. Drehobl it was 45% of his salary; and for Mr. Bjornholt it was 32% of his salary.

As indicated in the above tables, for each of the quarters of fiscal 2013, 3.0% of the quarterly EMICP payment was based on Microchip's Licensing Division achieving total sequential revenue growth of 3.0%. Accordingly, if Microchip's Licensing Division's sequential revenue growth for a quarter was 3.0%, then each executive would be paid the corresponding 3.0% of his EMICP target bonus amount for that quarter. If Microchip's Licensing Division's revenue growth for a quarter was 1.5%, then each executive would be paid a corresponding 1.5% of his target bonus amount for the quarter (i.e., 1/2 of the 3.0%) and if Microchip's Licensing Division's revenue growth for a quarter was 6.0%, then each executive would be paid a corresponding 6.0% of his target bonus amount for the quarter (i.e., 6/3 of the 3.0%). A similar methodology is applied each quarter to each of the performance metrics listed in the above tables.

As set forth in the above tables, during fiscal 2013, consistent with our "pay-for-performance" philosophy, our CEO and other executive officers received bonuses under the EMICP for the first, second and fourth quarter of fiscal 2013 and no bonuses were earned under the EMICP for the third quarter of fiscal 2013 based on our financial performance for such periods. Payments were also made under the DMICP for the first, second and fourth quarters of fiscal 2013. Specifically, for the first quarter of fiscal 2013, the award under the EMICP was 93.81% of the target and under the DMICP was 5.21% of the target; for the second quarter of fiscal 2013 the award under the EMICP was 23.90% of target and under the DMICP was 1.10% of the target; for the third quarter of fiscal 2013, the award under the EMICP was 0% of the target and under the DMICP was 0% of the target; and in the fourth quarter of fiscal 2013, the award under the EMICP was 98.99% of the target and under the DMICP was 31.01% of the target. Applying these award percentages to each named executive officer's participation level in the plans, for fiscal 2013, the total bonus payments under the EMICP and the DMICP for our named executive officers, other than our CEO, ranged from \$40,288 to \$108,785. In fiscal 2013, Mr. Sanghi earned an aggregate EMICP bonus of \$645,960, and an aggregate DMICP bonus of \$109,117. Please see footnote 4 to the Summary Compensation Table on page 24 of this Proxy Statement which sets forth the actual amount of the EMICP and DMICP awards for each named executive officer for fiscal 2013. The differences in the levels of compensation under these programs for the various executive officers are based upon their relative contribution, performance, experience, and responsibility level within the organization.

Equity Compensation. Equity compensation, such as RSUs, constitutes a significant portion of our incentive compensation program because we believe that executive officers and key employees should hold a long-term equity stake in Microchip to align their collective interests with the interests of our stockholders. Accordingly, in fiscal 2013, equity grants in the form of RSUs were a significant portion of our executive officers' total compensation package.

We typically make equity compensation grants to executive officers and key employees in connection with their initial employment, and we also typically make quarterly evergreen grants of equity to incentivize employees on a continuing basis as their initial equity awards vest. In setting the amount of the equity compensation grants, the estimated value of the grants is considered, as well as the intrinsic value of the outstanding equity compensation held by the executive officer, both the unvested retention value and the vested amount. In setting these amounts and any performance goals, the Compensation Committee uses its judgment after considering the effect of the overall RSU amounts and the percentage of RSUs granted to executive officers in connection with the overall financial results and performance of the corporation.

The evergreen grants of RSUs for fiscal 2013 were awarded with vesting subject to meeting specified performance goals over identified periods. In fiscal 2013, these performance goals were related to achieving certain levels of operating expenses over a specified time frame. Specifically, with respect to the RSU awards made in April 2012, the performance goal was related to achieving non-GAAP operating expenses for the three months ended June 30, 2012 of \$105 million or less; with an achievement of \$95 million of non-GAAP operating expenses necessary for full vesting of the award. Based on the actual operating expenses for such period, these awards will vest at 100%. With respect to the awards made in July 2012, the performance goal was related to achieving non-GAAP operating expenses for the three months ended September 30, 2012 of \$109 million or less; with an achievement of \$99 million of non-GAAP operating expenses necessary for full vesting of the award. Based on the actual operating expenses for such period, these awards will vest at 100%. With respect to the awards made in October 2012, the performance goal was related to achieving non-GAAP operating expenses for the three months ended December 31, 2012 of \$159 million or less, with an achievement of \$139 million of non-GAAP operating expenses necessary for full vesting of the award. Based on the actual operating expenses for such period, these awards will vest at 100%. With respect to the awards made in January 2013, the performance goal was related to achieving non-GAAP operating expenses for the three months ended March 31, 2013 of \$152 million or less, with an achievement of \$132 million of non-GAAP operating expenses necessary for full vesting of the award. Based on the actual operating expenses for such period, these awards will vest at 110%. With respect to the performance goals for the RSU grants, the goals exclude the impact of any acquisitions completed by Microchip during the performance period. In addition to the performance-based vesting requirements, the vesting of each of the foregoing RSU awards is subject to the continued service of the officer on the vesting date which is approximately four years from the grant date.

In addition to our regular quarterly evergreen grants, a special performance-based RSU grant was made on February 4, 2013 to further incentivize our officers to improve our non-GAAP earnings per share and enhance stockholder value. The performance-based goal for this grant was related to achieving non-GAAP quarterly earnings per share of \$0.63 or greater. These awards did not vest in fiscal 2013. In addition to the performance-based vesting requirements, the vesting period of the special performance-based grant is subject to the continued service of the officer over the vesting period, which is up to ten years from the date of the grant.

Grants of RSUs may also be made in connection with promotions, other changes in responsibilities or in recognition of other individual or Microchip developments or achievements. Grants of RSUs in fiscal 2013 typically were scheduled to vest approximately four years from the grant date. RSUs do not have a purchase price and therefore have immediate value to recipients upon vesting. On March 31, 2013, approximately 36% of our employees worldwide held RSUs or options to purchase our common stock. Since the middle of fiscal 2006, RSUs have been the principal equity compensation vehicle for Microchip executive officers and key employees.

In granting equity compensation awards to executive officers, we consider numerous factors, including:

- the individual's position, experience, and responsibilities,
- the individual's future potential to influence our mid- and long-term growth,
- the vesting schedule of the awards, and
- the number and value of awards previously granted.

We do not separately target the equity element of our executive officer compensation programs at a specific percentage of overall compensation. However, overall total compensation is structured to be competitive so that we can attract and retain executive officers. In setting equity award levels, we also take into consideration the impact of the equity-based awards on the dilution of our stockholders' ownership interests in our common stock.

The Compensation Committee grants RSUs to executive officers and current employees on a quarterly basis in an attempt to more evenly record stock-based compensation expense. Grants of RSUs to new employees (other than executives) are made once per month by the Employee Committee at a meeting of such committee. Grants of RSUs to any new executive officer would be made at the first meeting of the Compensation Committee following the election of such officer. Microchip does not have any program, plan or practice to time grants of RSUs in coordination with the release of material non-public information. Microchip does not time, nor do we plan to time, the release of material non-public information for the purposes of affecting the value of executive compensation.

See the table under "*Grants of Plan-Based Awards for Fiscal Year Ended March 31, 2013*" at page 26 for information regarding RSUs granted during fiscal 2013 to our named executive officers.

Stock Ownership Guidelines for Key Employees and Directors. To help ensure alignment of the interests of our management and Board of Directors with those of our stockholders, we have put in place a stock holding policy that applies to each member of our management and Board of Directors. This policy was proposed by our Nominating and Governance Committee and ratified by our Board of Directors in October 2003. Under this policy, effective April 1, 2004, each of our directors, executive officers, vice presidents and internal director-level employees must maintain a specified minimum level of ownership of our stock during their tenure in their respective office or position. During fiscal 2013, all of our executive officers were in compliance with the terms of such policy.

Microchip's insider trading policy does not permit executive officers to speculate in Microchip stock, which includes a prohibition on short selling, buying and selling options (including writing covered calls) or hedging or any type of arrangement that has a similar economic effect.

Other Compensation and Employee Benefits Generally Available to All Employees. We maintain compensation and employee benefits that are generally available to all Microchip employees, including:

- our employee stock purchase plan,
- medical, dental, vision, employee assistance program, flexible spending, and disability insurance,
- life insurance benefits,
- a 401(k) retirement savings plan,
- an employee cash bonus plan, and
- vacation and paid time off.

Since these programs are generally available to all employees, these forms of compensation are not independently evaluated by the Compensation Committee in connection with the annual determination of executive officer compensation.

Employee Stock Purchase Plan. Our 2001 Employee Stock Purchase Plan is a Section 423 qualified employee stock purchase plan that allows all U.S. employees the opportunity to purchase our common stock through payroll deduction at 85% of the fair market value at the lower of the price as of the opening of the two-year offering period or at the end of any six-month purchase period. A significant portion of our international employees have the ability to participate in our 1994 International Employee Stock Purchase Plan that allows them the opportunity to purchase our common stock through payroll deduction at 85% of the fair market value at the lower of the price as of the opening or the end of any six-month offering period.

Medical, Dental, Vision, Employee Assistance Program, Flexible Spending, Disability Insurance and Accidental Death and Dismemberment. We make medical, dental, vision, employee assistance program, flexible spending, and disability insurance generally available to all of our employees through our active benefit plans. Under these generally available plans, our named executive officers are eligible to receive between \$1,000 and \$7,500 per month in long-term disability coverage depending on which plan they elect. Short-term disability coverage is provided which allows for 100% of base salary to be paid for six months in the event of disability. Accidental death and dismemberment insurance, which is generally available to our U.S. employees, is provided by Microchip to our executives with a benefit of one times the executive's annual salary. Since all of our U.S. employees participate in these plans on a non-discriminatory basis, the value of these benefits to our named executive officers is not required to be included in the Summary Compensation Table on page 24 pursuant to SEC rules and regulations.

Life Insurance. In fiscal 2013, we provided life insurance coverage to our named executive officers in the amount up to one and a half times the executive's annual salary (up to a maximum of \$500,000). The named executive officers may purchase supplemental life insurance at their own expense.

401(k). We maintain a 401(k) plan for the benefit of all of our U.S. employees to allow our employees to save for retirement. We contribute to our 401(k) plan each year based on our profitability during the year, subject to maximum contributions and other rules prescribed by Federal law governing such plans. Our named executive officers are permitted to participate in the plans to the same extent as our other U.S. employees. Our Compensation Committee approved discretionary matching contributions for the first, second, and third quarters of fiscal 2013 equal to \$0.125 for each dollar contributed by the employee for the first 4% of their salary contributions. For the fourth quarter of fiscal 2013, our Compensation Committee approved discretionary matching contributions equal to \$0.50 for each dollar contributed by the employee for the first 4% of their salary contributions. There are no required matching contributions under the plan.

Employee Cash Bonus Plan. All of our employees worldwide participate in our Employee Cash Bonus Plan or ECBP. The ECBP is a discretionary bonus plan designed to allow our full-time employees, not just our executive officers, to share in the success of the company. The target bonus under the ECBP is 2.5 days of base salary per quarter, or on an annual basis, two weeks of annual base salary which may be granted by the Compensation Committee if certain Microchip operating profitability objectives are achieved. Under the ECBP, the Compensation Committee can set the eligibility requirements and targets and has discretion to pay more or less than the stated target. Other eligibility terms also apply, such as an attendance requirement and a performance requirement.

The pay-out under the ECBP is approved by the Compensation Committee based on our actual quarterly operating results. For the first quarter of fiscal 2013, bonus awards were paid out at 25% of target for all employees; for the second and third quarter of fiscal 2013, no awards were paid out; and for the fourth quarter of fiscal 2013, bonus awards were paid out at 105% of target plus an additional 50% for employees and executives who participated in our voluntary 5% salary reduction program during a portion of fiscal 2013. Under the ECBP, for fiscal 2013, our named executive officers other than our CEO received total payments ranging from \$3,370 to \$4,773 and our CEO received \$10,105.

Vacation and Paid Time-Off Benefits. We provide vacation and other paid holidays to all of our employees, including our named executive officers. We believe our vacation and holidays are comparable to others in the industry.

Non-Qualified Deferred Compensation Plan. We maintain a non-qualified deferred compensation plan for certain employees, including our named executive officers, who receive compensation in excess of the 401(k) contribution limits imposed under the Internal Revenue Code and desire to defer more compensation than they would otherwise be permitted under a tax-qualified retirement plan, such as our 401(k) plan. Microchip does not make contributions to this non-qualified deferred compensation plan. This plan allows our executive officers to make pre-tax contributions to this plan which would be fully taxed to the executive officers after the executive officer's termination of employment with Microchip.

We do not have pension plans or other retirement plans for our named executive officers or our other U.S. employees.

Employment Contracts, Termination of Employment and Change of Control Arrangements We do not have employment contracts with our CEO, CFO or any of our executive officers, nor agreements to pay severance on involuntary termination (other than as stated in the change of control agreements below) or upon retirement. Our CEO, CFO, and our executive officers have entered into change of control agreements with us.

The change of control agreements were designed to help ensure the continued services of our key executive officers in the event that a change of control of the company is effected, and to assist our key executive officers in transitioning from the company if as a result of a change of control, they lose their positions. We believe that the benefits provided by these agreements help to ensure that our management team will be incentivized to remain employed with Microchip during a change of control. Capitalized terms used herein and not defined shall have the meanings set forth in the change of control agreements. Additionally, our 2004 Equity Incentive Plan has a change of control provision which provides that any successor company shall assume each outstanding award or provide an equivalent substitute award; however, if the successor fails to do so, vesting of awards shall accelerate. The Compensation Committee considered prevalent market practices in determining the severance amounts and the basis for selecting the events triggering payment in the agreements.

With respect to our CEO, CFO and VP of Worldwide Sales, if the executive officer's employment terminates for reasons other than Cause within the Change of Control Period, the executive officer will be entitled to receive severance benefits consisting of the following primary components:

- a one-time payment of his base salary in effect immediately prior to the Change of Control or termination date, whichever is greater, for the following periods: (1) in the case of the CEO, two years; (2) in the case of the CFO and the VP of Worldwide Sales, one year;
- a one-time payment of his bonuses for which he was or would have been eligible in the year in which the Change of Control occurred or for the year in which termination occurred, whichever is greater, for the following periods: (1) in the case of the CEO, two years; (2) in the case of the CFO and the VP of Worldwide Sales, one year;
- a continuation of medical and dental benefits (subject to any required employee contributions) for the following periods: (1) in the case of the CEO, two years; (2) in the case of the CFO and VP of Worldwide Sales, one year; provided in each case that such benefits would cease sooner if and when the executive officer becomes covered by the plans of another employer; and
- a payment to cover any excise tax that may be due under Section 4999 of the Code, if the payments provided for in the change of control agreement constitute "parachute payments" under Section 280G of the Code and the value of such payments is more than three times the executive officer's "base amount" as defined by Section 280G(b)(3) of the Code.

With respect to our CEO, the CFO and the VP of Worldwide Sales, immediately prior to a Change of Control (regardless of whether the executive officer's employment terminates), all equity compensation held by the executive officer shall become fully vested.

With respect to our executive officers other than the CEO, the CFO and the VP of Worldwide Sales, if the executive officer terminates his employment for Good Reason, or the executive's employment is terminated for reasons other than Cause within the Change of Control Period, the executive officer will be entitled to receive severance benefits consisting of the following primary components:

- a one-time payment of his base salary in effect immediately prior to the Change of Control or termination date, whichever is greater, for one year,
- a one-time payment of his bonuses for which he was or would have been eligible in the year in which the Change of Control occurred or for the year in which termination occurred, whichever is greater, for one year,
- a continuation of medical and dental benefits (subject to any required employee contributions) for one year (provided in each case that such benefits would cease sooner if and when the executive officer becomes covered by the plans of another employer), and
- a payment to cover any excise tax that may be due under Section 4999 of the Code, if the payments provided for in the change of control agreement constitute "parachute payments" under Section 280G of the Code and the value of such payments is more than three times the executive officer's "base amount" as defined by Section 280G(b)(3) of the Code.

With respect to our executive officers other than the CEO, the CFO and the VP of Worldwide Sales, immediately upon termination during the Change of Control Period other than for Cause, all equity compensation held by the executive officer shall become fully vested.

The following table sets forth the aggregate dollar value of payments, to the extent calculable, in the event of a termination of a named executive officer on March 31, 2013, the last business day of our last completed fiscal year.

Name	Salary	Bonus	Equity Compensation Due to Accelerated Vesting ⁽¹⁾	Tax Gross-up on Change of Control ⁽²⁾	Continuation of Certain Benefits ⁽³⁾
Steve Sanghi ⁽⁴⁾	\$ 1,159,217	\$ 2,363,019	\$ 16,995,057	\$ —	2 years
Ganesh Moorthy ⁽⁵⁾	273,787	177,541	6,197,547	—	1 year
Mitchell R. Little ⁽⁵⁾	266,355	132,768	3,397,805	—	1 year
Stephen V. Drehabl ⁽⁵⁾	216,561	99,285	3,428,729	—	1 year
J. Eric Bjornholt ⁽⁵⁾	193,284	69,285	1,984,624	—	1 year

⁽¹⁾ Value represents the gain our named executive officers would receive, calculated as the amount of unvested RSUs multiplied by our stock price on March 31, 2013.

⁽²⁾ This payment covers any excise tax that may be payable under Section 4999 of the Code if the payments provided for under the change of control agreement constitute "parachute payments" under Section 280G of the Code and the value of the payments is more than three times the executive officer's "base amount" as defined by Section 280G(b)(3) of the Code.

⁽³⁾ Benefits continued under the change of control agreements are limited to company-paid medical, dental, vision and life insurance coverage at the same level of coverage the executive was provided immediately prior to termination of employment with Microchip. Amounts are not determinable at this time and are dependent on each executive officer's individual circumstances.

⁽⁴⁾ The change of control payment includes an amount equal to twice the annual salary of the executive plus a bonus equal to two times the targeted annual amount payable to such executive under our management incentive compensation plans (EMICP and DMICP) and ECBP.

⁽⁵⁾ The change of control payment includes an amount equal to one times the annual salary of the executive plus a bonus equal to the targeted annual amounts payable to such executive under our management incentive compensation plans (EMICP and DMICP) and ECBP.

Performance-Based Compensation and Financial Restatement

To date, Microchip has not experienced a financial restatement and has not considered or implemented a policy regarding retroactive adjustments to any cash or equity-based incentive compensation paid to its executive officers and other employees where such payments were predicated upon the achievement of certain financial results that would subsequently be the subject of a restatement.

Tax Deductibility

Section 162(m) of the Code disallows a corporate income tax deduction for executive compensation paid to our named executive officers in excess of \$1,000,000 per year, unless that income meets permitted exceptions. In order to enhance our ability to obtain tax deductions for executive compensation, our stockholders have approved our EMICP. This allows us to seek to have such compensation under our EMICP qualify as performance-based compensation under Section 162(m). Additionally, our 2004 Equity Incentive Plan allows for the granting of performance-based awards such as RSUs. To the extent that we grant awards with such performance-based limitations, we would expect them to qualify as performance-based awards for purposes of 162(m).

To maintain flexibility in compensating Microchip's executive officers in a manner designed to promote varying corporate goals, it is not the policy of the Compensation Committee that executive compensation must be tax deductible. We intend to review the deductibility of executive officer compensation from time to time to determine whether any additional actions are advisable to obtain deductibility.

Conclusion

We believe that our executive team provided outstanding service to Microchip in fiscal 2013. We will work to assure that the executive compensation programs continue to meet Microchip's strategic goals as well as the overall objectives of the compensation program.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION ^(*)

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section of this proxy statement required by Item 402(b) of Regulation S-K with management and, based on such review and discussion, the Compensation Committee recommended to our Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

By the Compensation Committee of the Board of Directors:

Wade F. Meyercord (Chair)

L.B. Day

^(*) The Compensation Committee Report on executive compensation is not "soliciting" material and is not deemed "filed" with the SEC, and is not incorporated by reference into any filings of Microchip under the Securities Act of 1933 or the Securities Exchange Act of 1934 whether made before or after the date hereof and irrespective of any general incorporation language contained in such filings.

COMPENSATION OF NAMED EXECUTIVE OFFICERS

SUMMARY COMPENSATION TABLE

The following table lists the annual compensation for our CEO, our CFO and our three other most highly compensated executive officers (referred to as the "named executive officers") earned in the last three fiscal years:

Name and Principal Position	Year	Salary ⁽¹⁾	Bonus ⁽²⁾	Stock Awards ⁽³⁾	Non-Equity Incentive Plan Compensation ⁽⁴⁾	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ⁽⁵⁾	All Other Compensation ⁽⁶⁾	Total
Steve Sanghi, President and CEO	2013	\$ 595,647	\$ 10,105	\$ 3,223,353	\$ 755,077	\$ —	\$ 5,251	\$ 4,589,433
	2012	590,002	5,696	4,941,248	669,471	—	3,763	6,210,180
	2011	550,712	42,850	2,488,972	2,228,209	—	6,663	5,317,406
Ganesh Moorthy, COO	2013	281,686	4,773	1,248,919	108,786	—	3,245	1,647,409
	2012	279,596	2,690	1,235,085	84,926	—	3,213	1,605,510
	2011	267,450	20,825	1,031,147	324,868	—	5,685	1,649,975
Mitchell R. Little, VP, Worldwide Sales and Applications	2013	274,192	4,644	638,879	79,808	—	4,885	1,002,408
	2012	273,332	2,630	665,603	62,608	—	4,196	1,008,369
	2011	261,646	20,358	568,912	243,485	—	5,898	1,100,299
Stephen V. Dreihobl, VP, MCU8 and Technology Development Division	2013	222,144	3,776	732,280	63,477	—	2,684	1,024,361
	2012	215,169	2,073	676,537	45,049	—	2,690	941,518
	2011	203,795	15,891	580,259	165,266	—	4,278	969,489
J. Eric Bjornholt, VP and CFO	2013	198,861	3,370	426,383	40,288	—	2,074	670,976
	2012	197,169	1,899	390,623	31,452	—	2,129	623,272
	2011	186,106	14,562	348,095	121,152	—	3,818	673,733

⁽¹⁾ Represents the base salary earned by each executive officer in the specified fiscal year.

⁽²⁾ Represents bonuses earned by each executive officer in the specified fiscal year under our ECBP.

⁽³⁾ Represents the aggregate grant date fair value of awards of RSUs made in the specified fiscal year computed in accordance with ASC 718 *Compensation - Stock Compensation*. For information on the valuation assumptions made with respect to the grants of RSUs in fiscal 2013, please refer to Note 20, "Equity Incentive Plans" to Microchip's audited financial statements for the fiscal year ended March 31, 2013 included in our Annual Report on Form 10-K filed with the SEC on May 30, 2013.

⁽⁴⁾ Represents the aggregate amount of bonuses earned by each executive officer in the specified fiscal year under our EMICP and DMICP. Each executive officer received the following payments under each of such plans in the specified fiscal year:

Named Executive Officer	Year	EMICP	DMICP
Steve Sanghi	2013	\$ 645,960	\$ 109,117
	2012	529,111	140,360
	2011	1,438,039	790,170
Ganesh Moorthy	2013	93,065	15,721
	2012	76,230	8,696
	2011	209,663	115,205
Mitchell R. Little	2013	68,275	11,533
	2012	56,197	6,411
	2011	157,140	86,345
Stephen V. Drehobl	2013	54,304	9,173
	2012	40,436	4,613
	2011	106,659	58,607
J. Eric Bjornholt	2013	34,466	5,822
	2012	28,231	3,221
	2011	78,189	42,963

- (5) Any contributions under our non-qualified deferred compensation plan are invested at the discretion of the executive officer and there are no above-market or preferential earnings on such amounts made or provided by Microchip.
- (6) Consists of company-matching contributions under our 401(k) retirement savings plan and the full dollar value of premiums paid by Microchip for life insurance for the benefit of the named executive officer in the amounts shown below:

Named Executive Officer	Year	401(k)	Life Insurance
Steve Sanghi	2013	\$ 3,574	\$ 1,677
	2012	2,129	1,634
	2011	4,986	1,677
Ganesh Moorthy	2013	2,348	897
	2012	2,281	932
	2011	4,788	897
Mitchell R. Little	2013	2,311	2,574
	2012	2,285	1,911
	2011	4,221	1,677
Stephen V. Drehobl	2013	1,902	782
	2012	1,908	782
	2011	3,760	518
J. Eric Bjornholt	2013	1,775	299
	2012	1,824	305
	2011	3,542	276

Grants of Plan-Based Awards During Fiscal 2013

The following table sets forth information with respect to our EMICP, our DMICP, and our ECBP, as well as RSUs granted to our named executive officers under our 2004 Equity Incentive Plan, including the grant date fair value of the RSUs. Amounts listed in the "Estimated Future Payouts Under Non-Equity Incentive Plan Awards" column are annual targets based on the salaries of the named executive officers at the end of fiscal 2013. Actual payments for our bonus plans in fiscal 2013 are reflected in the Summary Compensation Table above. Equity awards in the table below were granted in fiscal 2013.

GRANTS OF PLAN-BASED AWARDS
For Fiscal Year Ended March 31, 2013

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#) ⁽²⁾	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽³⁾
		Threshold (\$) ⁽¹⁾	Target (\$)	Maximum (\$) ⁽¹⁾				
Steve Sanghi	4/2/2012	—	—	—	25,295	—	—	802,357
	7/2/2012	—	—	—	28,771	—	—	805,013
	10/1/2012	—	—	—	28,693	—	—	789,344
	1/2/2013	—	—	—	27,970	—	—	804,977
	2/4/2013	—	—	—	718 ⁽⁴⁾	—	—	21,662
	—	—	953,035 ⁽⁵⁾	—	—	—	—	—
	—	—	238,259 ⁽⁶⁾	—	—	—	—	—
—	—	22,909 ⁽⁷⁾	—	—	—	—	—	
Ganesh Moorthy	4/2/2012	—	—	—	9,335	—	—	296,106
	7/2/2012	—	—	—	11,303	—	—	316,258
	10/1/2012	—	—	—	11,272	—	—	310,093
	1/2/2013	—	—	—	10,988	—	—	316,235
	2/4/2013	—	—	—	339 ⁽⁴⁾	—	—	10,228
	—	—	137,462 ⁽⁵⁾	—	—	—	—	—
	—	—	34,366 ⁽⁶⁾	—	—	—	—	—
—	—	10,834 ⁽⁷⁾	—	—	—	—	—	
Mitchell R. Little	4/2/2012	—	—	—	4,969	—	—	157,617
	7/2/2012	—	—	—	5,652	—	—	158,143
	10/1/2012	—	—	—	5,636	—	—	155,046
	1/2/2013	—	—	—	5,494	—	—	158,117
	2/4/2013	—	—	—	330 ⁽⁴⁾	—	—	9,956
	—	—	100,903 ⁽⁵⁾	—	—	—	—	—
	—	—	25,226 ⁽⁶⁾	—	—	—	—	—
—	—	10,546 ⁽⁷⁾	—	—	—	—	—	
Stephen V. Drehobl	4/2/2012	—	—	—	5,721	—	—	181,470
	7/2/2012	—	—	—	6,508	—	—	182,094
	10/1/2012	—	—	—	6,490	—	—	178,540
	1/2/2013	—	—	—	6,327	—	—	182,091
	2/4/2013	—	—	—	268 ⁽⁴⁾	—	—	8,086
	—	—	79,972 ⁽⁵⁾	—	—	—	—	—
	—	—	19,993 ⁽⁶⁾	—	—	—	—	—
—	—	8,544 ⁽⁷⁾	—	—	—	—	—	
J. Eric Bjornholt	4/2/2012	—	—	—	3,162	—	—	100,299
	7/2/2012	—	—	—	3,596	—	—	100,616
	10/1/2012	—	—	—	3,928	—	—	108,059
	1/2/2013	—	—	—	3,829	—	—	110,199
	2/4/2013	—	—	—	239 ⁽⁴⁾	—	—	7,211
	—	—	50,908 ⁽⁵⁾	—	—	—	—	—
	—	—	12,727 ⁽⁶⁾	—	—	—	—	—
—	—	7,648 ⁽⁷⁾	—	—	—	—	—	

- (1) Individual awards under our EMICP, DMICP and ECBP are made quarterly and are not stated in terms of a threshold or maximum amount for an award period. The EMICP does provide that the maximum amount payable to any participant is \$2.5 million for any performance period (which can be a fiscal quarter, a fiscal year or a longer period not exceeding five fiscal years).
- (2) Represents RSUs granted under Microchip's 2004 Equity Incentive Plan.
- (3) This column shows the full grant date fair value of RSU awards granted to the named executives in fiscal 2013. Generally, the full grant date fair value is the amount that Microchip would expense in its financial statements over the award's vesting schedule.
- (4) See footnotes 16 to 20 to the Outstanding Equity Awards at Fiscal 2013 Year End table below for a description of the vesting schedule of the RSUs reported in the Grants of Plan-Based Awards table above.
- (5) This annual target represents the portion of the executive officer's base salary (as measured at the end of fiscal 2013) targeted for estimated future payout in fiscal 2014 under Microchip's EMICP.
- (6) This annual target represents the portion of the executive officer's base salary (as measured at the end of fiscal 2013) targeted for estimated future payout in fiscal 2014 under Microchip's DMICP.
- (7) Represents an award under the ECBP. Microchip's ECBP annual target is based on 2.5 days of base salary per quarter, or on an annual basis, two weeks of the executive officer's annual base salary. See page 21 of the "Compensation Discussion and Analysis" section of this proxy statement for further explanation of our ECBP.

Summary Compensation Table and Grants of Awards Table Discussion

Based on the data in the Summary Compensation Table, the level of salary, bonus, non-equity incentive plan compensation, and other compensation in proportion to total compensation ranged from approximately 24.2% to 36.5% for our named executive officers in fiscal 2013. See the "Compensation Discussion and Analysis" section of this proxy statement for further discussion of overall compensation and how compensation is determined.

We do not have employment contracts with our named executive officers, nor agreements to pay severance on involuntary termination (other than as stated in the change of control agreements discussed above under the heading "Employment Contracts, Termination of Employment and Change of Control Arrangements") or retirement.

For a discussion of the material terms of the awards listed in the Grants of Awards Table, see our discussion of the equity awards and incentive cash bonuses in the "Compensation Discussion and Analysis" section of this proxy statement under the headings "Incentive Cash Bonuses," "Equity Compensation," and "Employee Cash Bonus Plan."

Microchip has not repriced any stock options or made any material modifications to any equity-based awards during the last fiscal year.

Outstanding Equity Awards at Fiscal 2013 Year End

Name	Option Awards			Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	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 ⁽²¹⁾ (\$)
Steve Sanghi	70,249 ⁽¹⁾	26.14	10/9/2013	—	—
	23,400 ⁽¹⁾	27.39	10/24/2013	—	—
	10,000 ⁽¹⁾	27.05	4/1/2014	—	—
	145,000 ⁽¹⁾	27.05	4/1/2014	—	—
	145,000 ⁽¹⁾	26.25	7/21/2014	—	—
	145,000 ⁽¹⁾	25.29	4/1/2015	—	—
	—	—	—	33,400 ⁽²⁾	1,228,118
	—	—	—	31,683 ⁽³⁾	1,164,984
	—	—	—	28,570 ⁽⁴⁾	1,050,519
	—	—	—	24,712 ⁽⁵⁾	908,660
	—	—	—	25,607 ⁽⁶⁾	941,569
	—	—	—	25,995 ⁽⁷⁾	955,836
	—	—	—	22,958 ⁽⁸⁾	844,166
	—	—	—	22,612 ⁽⁹⁾	831,443
	—	—	—	14,000 ⁽¹⁰⁾	514,780
	—	—	—	14,000 ⁽¹¹⁾	514,780
	—	—	—	24,894 ⁽¹²⁾	915,352
	—	—	—	24,901 ⁽¹³⁾	915,610
	—	—	—	31,022 ⁽¹⁴⁾	1,140,679
	—	—	—	26,398 ⁽¹⁵⁾	970,654
—	—	—	25,295 ⁽¹⁶⁾	930,097	
—	—	—	28,771 ⁽¹⁷⁾	1,057,910	
—	—	—	28,693 ⁽¹⁸⁾	1,055,042	
—	—	—	27,970 ⁽¹⁹⁾	1,028,457	
—	—	—	718 ⁽²⁰⁾	26,401	

Outstanding Equity Awards at Fiscal 2013 Year End

Name	Option Awards			Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	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 ⁽²¹⁾ (\$)
Ganesh Moorthy	5,000 ⁽¹⁾	27.05	4/1/2014	—	—
	40,000 ⁽¹⁾	27.05	4/1/2014	—	—
	25,000 ⁽¹⁾	26.25	7/21/2014	—	—
	40,000 ⁽¹⁾	25.29	4/1/2015	—	—
	—	—	—	12,406 ⁽²⁾	456,169
	—	—	—	11,768 ⁽³⁾	432,709
	—	—	—	11,428 ⁽⁴⁾	420,208
	—	—	—	9,885 ⁽⁵⁾	363,471
	—	—	—	10,609 ⁽⁶⁾	390,093
	—	—	—	10,769 ⁽⁷⁾	395,976
	—	—	—	9,511 ⁽⁸⁾	349,719
	—	—	—	9,368 ⁽⁹⁾	344,461
	—	—	—	9,187 ⁽¹²⁾	337,806
	—	—	—	9,190 ⁽¹³⁾	337,916
	—	—	—	11,449 ⁽¹⁴⁾	420,980
	—	—	—	9,742 ⁽¹⁵⁾	358,213
	—	—	—	9,335 ⁽¹⁶⁾	343,248
	—	—	—	11,303 ⁽¹⁷⁾	415,611
	—	—	—	11,272 ⁽¹⁸⁾	414,471
	—	—	—	10,988 ⁽¹⁹⁾	404,029
—	—	—	339 ⁽²⁰⁾	12,465	

Outstanding Equity Awards at Fiscal 2013 Year End

Name	Option Awards			Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	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 ⁽²¹⁾ (\$)
Mitchell R. Little	—	—	—	7,634 ⁽²⁾	280,702
	—	—	—	7,242 ⁽³⁾	266,288
	—	—	—	6,530 ⁽⁴⁾	240,108
	—	—	—	5,649 ⁽⁵⁾	207,714
	—	—	—	5,853 ⁽⁶⁾	215,215
	—	—	—	5,942 ⁽⁷⁾	218,487
	—	—	—	5,248 ⁽⁸⁾	192,969
	—	—	—	5,168 ⁽⁹⁾	190,027
	—	—	—	4,890 ⁽¹²⁾	179,805
	—	—	—	4,891 ⁽¹³⁾	179,842
	—	—	—	6,094 ⁽¹⁴⁾	224,076
	—	—	—	5,185 ⁽¹⁵⁾	190,652
	—	—	—	4,969 ⁽¹⁶⁾	182,710
	—	—	—	5,652 ⁽¹⁷⁾	207,824
	—	—	—	5,636 ⁽¹⁸⁾	207,236
	—	—	—	5,494 ⁽¹⁹⁾	202,014
	—	—	—	330 ⁽²⁰⁾	12,134

Outstanding Equity Awards at Fiscal 2013 Year End

Name	Option Awards			Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	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 ⁽²¹⁾ (\$)
Stephen V. Drehobl	—	—	—	6,680 ⁽²⁾	245,624
	—	—	—	6,337 ⁽³⁾	233,011
	—	—	—	5,714 ⁽⁴⁾	210,104
	—	—	—	5,295 ⁽⁵⁾	194,697
	—	—	—	5,853 ⁽⁶⁾	215,215
	—	—	—	5,942 ⁽⁷⁾	218,487
	—	—	—	5,248 ⁽⁸⁾	192,969
	—	—	—	5,168 ⁽⁹⁾	190,027
	—	—	—	5,038 ⁽¹²⁾	185,247
	—	—	—	5,039 ⁽¹³⁾	185,284
	—	—	—	6,278 ⁽¹⁴⁾	230,842
	—	—	—	5,342 ⁽¹⁵⁾	196,425
	—	—	—	5,721 ⁽¹⁶⁾	210,361
	—	—	—	6,508 ⁽¹⁷⁾	239,299
	—	—	—	6,490 ⁽¹⁸⁾	238,637
	—	—	—	6,327 ⁽¹⁹⁾	232,644
	—	—	—	268 ⁽²⁰⁾	9,854

Outstanding Equity Awards at Fiscal 2013 Year End

Name	Option Awards			Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	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 ⁽²¹⁾ (\$)
J. Eric Bjornholt	—	—	—	3,817 ⁽²⁾	140,351
	—	—	—	3,621 ⁽³⁾	133,144
	—	—	—	3,673 ⁽⁴⁾	135,056
	—	—	—	3,177 ⁽⁵⁾	116,818
	—	—	—	3,292 ⁽⁶⁾	121,047
	—	—	—	3,342 ⁽⁷⁾	122,885
	—	—	—	2,952 ⁽⁸⁾	108,545
	—	—	—	2,907 ⁽⁹⁾	106,890
	—	—	—	2,815 ⁽¹²⁾	103,508
	—	—	—	2,816 ⁽¹³⁾	103,544
	—	—	—	3,508 ⁽¹⁴⁾	128,989
	—	—	—	3,300 ⁽¹⁵⁾	121,341
	—	—	—	3,162 ⁽¹⁶⁾	116,267
	—	—	—	3,596 ⁽¹⁷⁾	132,225
	—	—	—	3,928 ⁽¹⁸⁾	144,433
	—	—	—	3,829 ⁽¹⁹⁾	140,792
	—	—	—	239 ⁽²⁰⁾	8,788

- (1) This option is fully vested.
- (2) The award vested in full on May 1, 2013, subject to continued service on such date.
- (3) The award vests in full on August 15, 2013, subject to continued service on such date.
- (4) The award vests in full on November 15, 2013, subject to continued service on such date.
- (5) The award vests in full on February 15, 2014, subject to continued service on such date.
- (6) The award vests in full on May 15, 2014, subject to continued service on such date.
- (7) The award vests in full on August 15, 2014, subject to continued service on such date.
- (8) The award vests in full on November 15, 2014, subject to continued service on such date.
- (9) The award vests in full on February 15, 2015, subject to continued service on such date.
- (10) The award vests quarterly over four quarters commencing on May 15, 2013, subject to continued service on such dates.
- (11) The award vests quarterly over four quarters commencing on May 15, 2014, subject to continued service on such dates.
- (12) The award vests in full on May 15, 2015, subject to continued service on such date.
- (13) The award vests in full on August 15, 2015, subject to continued service on such date.
- (14) The award vests in full on November 15, 2015, subject to continued service on such date.
- (15) The award vests in full on February 15, 2016, subject to continued service on such date.
- (16) The award vests in full on May 15, 2016, subject to continued service on such date.
- (17) The award vests in full on August 15, 2016, subject to continued service on such date.
- (18) The award vests in full on November 15, 2016, subject to continued service on such date.
- (19) The award vests in full on February 15, 2017, subject to continued service on such date.
- (20) The award vests in full on the 15th day of the second month of the quarter following the quarter for which Microchip publicly reports non-GAAP quarterly earnings per share of \$0.63 or greater.
- (21) Represents the number of RSUs multiplied by \$36.77, the closing price of our common stock on March 31, 2013.

OPTION EXERCISES AND STOCK VESTED
For Fiscal Year Ended March 31, 2013

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Steve Sanghi, President and CEO	50,000	487,500	20,029	705,622
	133,750	1,055,288	2,778	87,063
	58,541	694,882	3,500	109,690
	50,000	571,500	2,779	98,238
	50,000	556,500	3,500	123,725
	2,602	28,986	26,700	867,750
	35,000	389,900	2,779	82,286
	—	—	3,500	103,635
	—	—	4,553	134,814
	—	—	38,624	1,333,300
	—	—	3,500	129,763
	—	—	4,554	168,840
Ganesh Moorthy, COO	26,000	273,991	7,439	262,076
	10,000	169,626	1,032	32,343
	25,000	449,673	1,032	36,481
	7,060	76,672	10,000	325,000
	—	—	656	19,424
	—	—	1,032	30,558
	—	—	14,346	495,224
	—	—	656	24,321
Mitchell R. Little, VP Worldwide Sales and Applications	—	—	4,578	161,283
	—	—	635	19,901
	—	—	635	22,447
	—	—	6,200	201,500
	—	—	483	14,302
	—	—	635	18,802
	—	—	8,828	304,743
	—	—	484	17,944

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Stephen V. Drehobl, VP, MCU8 and Technology Development Division	—	—	4,006	141,131
	—	—	715	22,408
	—	—	715	25,275
	—	—	5,400	175,500
	—	—	348	10,304
	—	—	715	21,171
	—	—	7,725	266,667
	—	—	348	12,902
J. Eric Bjornholt, VP and CFO	—	—	679	23,921
	—	—	250	7,835
	—	—	318	9,966
	—	—	760	25,528
	—	—	250	8,838
	—	—	318	11,241
	—	—	846	27,495
	—	—	242	7,166
	—	—	250	7,403
	—	—	318	9,416
	—	—	4,414	152,371
	—	—	4,500	155,340
	—	—	244	9,046
—	—	250	9,269	

Non-Qualified Deferred Compensation for Fiscal Year 2013

All of our U.S. employees in director-level and above positions, including our executive officers, are eligible to defer a portion of their salary and cash bonuses into our Non-Qualified Deferred Compensation Plan, or the Deferred Compensation Plan. Pursuant to the Deferred Compensation Plan, eligible employees can defer up to 50% of their base salary and/or cash bonuses. In general, deferral elections are made prior to January of each year for amounts to be earned in the upcoming year. Participants may invest amounts in various funds available under the Deferred Compensation Plan (in general, any of those funds traded on a nationally recognized exchange). Plan earnings are calculated by reference to actual earnings of mutual funds or other securities chosen by individual participants.

Except for a change in control or certain unforeseeable emergencies (as defined under the Deferred Compensation Plan), benefits under the plan will not be distributed until a "distribution event" has occurred. The distribution event occurs upon termination of employment.

We incur incidental expenses for administration of the Deferred Compensation Plan, and the receipt of any tax benefit we might obtain based on payment of a participant's compensation is delayed until funds (including earnings or losses on the amounts invested pursuant to the plan) are eventually distributed. We do not pay any additional compensation or guarantee minimum returns to any participant in the Deferred Compensation Plan.

The following table shows the non-qualified deferred compensation activity for each named executive officer for the fiscal year ended March 31, 2013.

NON-QUALIFIED DEFERRED COMPENSATION

Name	Executive Contributions in Last FY ⁽¹⁾	Company Contributions in Last FY	Aggregate Earnings in Last FY ⁽¹⁾	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last FYE ⁽¹⁾
Steve Sanghi	\$ —	\$ —	\$ —	\$ —	\$ —
Ganesh Moorthy	—	—	14,898	—	131,980
Mitchell R. Little	—	—	—	—	—
Stephen V. Drehobl	54,022	—	4,730	—	77,856
J. Eric Bjornholt	15,733	—	10,081	—	110,757

⁽¹⁾ The executive contribution amounts shown in the table were previously reported in the "Summary Compensation Table" as salary and/or bonus for fiscal 2013 or prior fiscal years. The earnings amounts shown in the table were not previously reported for fiscal 2013 or prior years under applicable SEC rules as such earnings were not under a defined benefit or actuarial pension plan and there were no above-market or preferential earnings on such amounts made or provided by Microchip.

EQUITY COMPENSATION PLAN INFORMATION

The table below provides information about our common stock that, as of March 31, 2013, may be issued upon the vesting of RSUs and the exercise of options and rights under the following equity compensation plans (which are all of our equity compensation plans; provided, however, that new equity awards or stock purchase rights may only be issued under the Microchip 2004 Equity Incentive Plan, the Microchip 1994 International Employee Stock Purchase Plan and the Microchip 2001 Employee Stock Purchase Plan):

- Microchip 1993 Stock Option Plan,
- Microchip 1994 International Employee Stock Purchase Plan,
- Microchip 1997 Nonstatutory Stock Option Plan,
- Microchip 2001 Employee Stock Purchase Plan,
- Microchip 2004 Equity Incentive Plan,
- SMSC 2002 Inducement Stock Option Plan,
- SMSC 2003 Inducement Stock Option Plan,
- SMSC 2004 Inducement Stock Option Plan,
- SMSC 2005 Inducement Stock Option and Restricted Stock Plan,
- SMSC 2009 Long Term Incentive Plan, and
- Microchip Technology Incorporated 2012 Inducement Award Plan (the "2012 Inducement Plan").

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options and vesting of RSUs	(b) Weighted average exercise price of outstanding options ⁽¹⁾	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity Compensation Plans Approved by Stockholders ⁽²⁾	7,184,377 ⁽³⁾	\$ 26.76	9,308,589 ⁽⁴⁾
Equity Compensation Plans Not Approved by Stockholders	1,095,257 ⁽⁵⁾	\$ 23.68	136,636 ⁽⁶⁾
Total	8,279,634	\$ 25.58 ⁽⁷⁾	9,445,225

⁽¹⁾ The weighted average exercise price does not take into account the shares issuable upon vesting of outstanding RSUs, which have no exercise price.

⁽²⁾ Beginning January 1, 2005, the shares authorized for issuance under our 2001 Employee Stock Purchase Plan, or the ESPP, are subject to an annual automatic increase equal to the lesser of (i) 1,500,000 shares, (ii) one-half of one percent (0.5%) of the then outstanding shares of our common stock, or (iii) such lesser amount as is approved by our Board of Directors. Upon the approval of our Board of Directors, there were no shares added under the ESPP on January 1, 2013 based on the automatic increase provision. Beginning January 1, 2007, the shares authorized for issuance under our 1994 International Employee Stock Purchase Plan, or the IESPP, are subject to an annual automatic increase of equal to one-tenth of one percent (0.10%) of the then outstanding shares of our common stock. Upon the approval of our Board of Directors, there were no shares added under the IESPP on January 1, 2013 based on the automatic increase provision.

⁽³⁾ As of March 31, 2013, includes 5,781,904 shares issuable upon the vesting of RSUs granted under our 2004 Equity Incentive Plan, and 839,320 shares issuable upon the exercise of outstanding options granted under our 2004 Equity Incentive Plan. The remaining balance of 563,153 consists of shares subject to outstanding stock option grants under our 1993 Stock Option Plan.

⁽⁴⁾ As of March 31, 2013, includes 3,482,438 shares remaining available for future issuance under our 2004 Equity Incentive Plan. The remaining balance represents shares available for purchase under the IESPP and the ESPP.

- (5) As of March 31, 2013, includes 459,060 shares subject to outstanding options under our 1997 Nonstatutory Stock Option Plan and 281,169 shares subject to outstanding SARs under the 2012 Inducement Plan. No additional options may be granted under such plans. Also includes 319,091 shares subject to outstanding awards under 2009 LTIP; 24,550 shares subject to outstanding options under the 2005 Inducement Plan; 8,952 shares subject to outstanding options under the 2004 Inducement Plan; 2,209 shares subject to outstanding options under the 2003 Inducement Plan; and 226 shares subject to outstanding options under the 2002 Inducement Plan. These inducement plans were all adopted by SMSC prior to our acquisition of SMSC in August 2012, and no additional options or other awards may be granted under such plans.
- (6) As of March 31, 2013, includes 136,636 shares remaining available for future issuance under our 2012 Inducement Plan.
- (7) As of March 31, 2013, there were a total of 2,269,803 shares subject to outstanding options, with a weighted average price of \$25.58 per share and a weighted average term of 2.39 years.

Equity Compensation Plans Not Approved by Stockholders

Microchip Technology Incorporated 1997 Nonstatutory Stock Option Plan

In November 1997, our Board of Directors approved the Microchip 1997 Nonstatutory Stock Option Plan, or our 1997 Plan. Under our 1997 Plan, nonqualified stock options were granted to employees who were not officers or directors of Microchip and to our consultants. The 1997 Plan was not submitted to our stockholders for approval because doing so was not required under applicable rules and regulations in effect at the time the plan was initially adopted or when it was amended.

The expiration date, maximum number of shares purchasable, and other provisions of options granted under the 1997 Plan, including vesting provisions, were established at the time of grant by either the Compensation Committee or the Employee Committee appointed by the Board of Directors, provided that the exercise price of an option could not be less than the fair market value of our common stock on the date of grant and no option could have a term of more than 10 years. If Microchip is acquired by merger, consolidation or asset sale, each outstanding option that is not assumed by the successor corporation or otherwise replaced with a comparable option will automatically accelerate and vest in full. In connection with a change of control of Microchip by tender offer or proxy contest for board membership, our Board of Directors can accelerate the vesting of outstanding options. Our Board of Directors or Compensation Committee may amend or terminate the 1997 Plan without stockholder approval, but no amendment or termination of the 1997 Plan may adversely affect any award previously granted under the 1997 Plan without the written consent of the stock option holder.

Microchip Technology Incorporated 2012 Inducement Award Plan

In August 2012, our Board of Directors approved the 2012 Inducement Plan. Under our 2012 Inducement Plan, SARs were granted to certain employees of SMSC as an inducement for them to enter employment with Microchip. The 2012 Inducement Plan was not submitted to our stockholders for approval because doing so was not required under applicable rules and regulations in effect at the time the plan was adopted.

The expiration date and other provisions of awards granted under the 2012 Inducement Plan, including vesting provisions, were established at the time of grant by the Compensation Committee. No SAR may have a term of more than 10 years. If Microchip is acquired by merger, consolidation or asset sale, or there is a nomination and election of 50% or more of all members of the Board within a 36-month period whose election is without recommendation of the Board, then each outstanding SAR may be terminated at the discretion of any committee appointed by the Board upon notice to the award holder. Our Board of Directors may amend or terminate the 2012 Inducement Plan without stockholder approval, but no amendment of the 2012 Inducement Plan may adversely affect any award previously granted under the 2012 Inducement Plan without the written consent of the SAR holder.

CODE OF ETHICS

In May, 2004, our Board of Directors adopted a code of ethics for our directors, officers (including our chief executive officer and chief financial officer), and employees. A copy of the code of ethics, as amended to date, is available on our website at the About Us/Corporate Responsibility section under Ethics and Conduct on www.microchip.com.

We intend to post on our website any amendment to, or waiver from, a provision of our code of ethics within four business days following the date of such amendment or waiver or such other time period required by SEC rules.

OTHER MATTERS

Other Matters to be Presented at the Annual Meeting

At the date this proxy statement went to press, we did not anticipate that any other matters would be raised at the annual meeting.

Requirements, Including Deadlines, for Receipt of Stockholder Proposals for the 2014 Annual Meeting of Stockholders; Discretionary Authority to Vote on Stockholder Proposals

Under SEC rules, if a stockholder wants us to include a proposal in our proxy statement and form of proxy for our 2014 annual meeting, our Secretary must receive the proposal at our principal executive offices by March 13, 2014. Stockholders interested in submitting such a proposal are advised to contact knowledgeable counsel with regard to the detailed requirements of applicable securities laws. The submission of a stockholder proposal does not guarantee that it will be included in our proxy statement.

Under our Bylaws, stockholders must follow certain procedures to nominate a person for election as a director or to introduce an item of business at our annual meeting. Under these procedures, stockholders must submit the proposed nominee or item of business by delivering a notice addressed to our Secretary at our principal executive offices. We must receive notice as follows:

- Normally we must receive notice of a stockholder's intention to introduce a nomination or proposed item of business for an annual meeting not less than 90 days before the first anniversary of the date on which we first mailed our proxy statement to stockholders in connection with the previous year's annual meeting of stockholders. Accordingly, a stockholder who intends to submit a nomination or proposal for our 2014 annual meeting must do so no later than April 12, 2014.
- However, if we hold our 2014 annual meeting on a date that is not within 30 days before or after the anniversary date of our 2013 annual meeting, we must receive the notice no later than the close of business on the later of the 90th day prior to our 2014 annual meeting or the 10th day following the day on which public announcement of the date of such annual meeting is first made.
- A stockholder's submission must include certain specified information concerning the proposal or nominee, as the case may be, and information as to the stockholder's ownership of our common stock. Proposals or nominations not meeting these requirements will not be considered at our 2014 annual meeting.
- If a stockholder does not comply with the requirements of this advance notice provision, the proxies may exercise discretionary voting authority under proxies it solicits to vote in accordance with its best judgment on any such proposal or nomination submitted by a stockholder.

To make any submission or to obtain additional information as to the proper form and content of submissions, stockholders should contact our Secretary in writing at 2355 West Chandler Boulevard, Chandler, Arizona 85224-6199.

Householding of Annual Meeting Materials

Some brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of our proxy statement and annual report may have been sent to multiple stockholders in a stockholder's household. Additionally, you may have notified us that multiple stockholders share an address and thus you requested to receive only one copy of our proxy statement and annual report. While our proxy statement and 2013 Annual Report are available online (see "*Electronic Access to Proxy Statement and Annual Report*" on page 2), we will promptly deliver a separate copy of either document to any stockholder who contacts our investor relations department at 480-792-7761 or by mail addressed to Investor Relations, Microchip Technology Incorporated, 2355 West Chandler Boulevard, Chandler, Arizona 85224-6199, requesting such copies. If a stockholder is receiving multiple copies of our proxy statement and annual report at the stockholder's household and would like to receive a single copy of the proxy statement and annual report for a stockholder's household in the future, stockholders should contact their broker, or other nominee record holder to request mailing of a single copy of the proxy statement and annual report. Stockholders receiving multiple copies of these documents directly from us, and who would like to receive single copies in the future, should contact our investor relations department to make such a request.

Date of Proxy Statement

The date of this proxy statement is July 11, 2013.

MICROCHIP TECHNOLOGY INCORPORATED

2013 ANNUAL MEETING OF STOCKHOLDERS

Friday, August 16, 2013

9:00 a.m. Mountain Standard Time

**2355 West Chandler Boulevard
Chandler, Arizona 85224-6199**



**This Proxy is solicited on behalf of the Board of Directors
2013 ANNUAL MEETING OF STOCKHOLDERS**

I (whether one or more of us) appoint Steve Sanghi and J. Eric Bjornholt, and each of them, each with full power of substitution, to be my Proxies. The Proxies may vote on my behalf, in accordance with my instructions, all of my shares entitled to vote at the 2013 Annual Meeting of Stockholders of Microchip Technology Incorporated and any adjournment(s) of that meeting. The meeting is scheduled for August 16, 2013, at 9:00 a.m., Mountain Standard Time, at Microchip's Chandler, Arizona facility at 2355 West Chandler Boulevard, Chandler, Arizona 85224-6199. The Proxies may vote on my behalf as if I were personally present at the meeting.

This Proxy will be voted as directed or, if no contrary direction is indicated, will be voted (1) FOR the election of each of the director nominees; (2) FOR the ratification of Ernst & Young LLP as Microchip's independent registered public accounting firm for the fiscal year ending March 31, 2014; (3) FOR approval, on an advisory (non-binding) basis, of the compensation of our named executives; and as my Proxies deem advisable on such other matters as may properly come before the meeting or any adjournment(s) thereof. The proposals described in the accompanying proxy statement have been proposed by the Board of Directors.

IF VOTING BY MAIL, PLEASE COMPLETE, DATE AND SIGN ON REVERSE SIDE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

Dear Stockholder,

Microchip requests that you notify us if you are receiving multiple copies of our proxy statement and annual report. If you do so, we can reduce the number of these materials we must print and mail. To choose this option, please check the appropriate box on your proxy card and return it by mail.

YOUR VOTE IS IMPORTANT!

Thank you in advance for participating in our 2013 Annual Meeting

**Vote by Internet, Telephone or Mail
24 Hours a Day, 7 Days a Week**

**Your phone or Internet vote authorizes the named proxies to vote your shares
in the same manner as if you marked, signed and returned your proxy card.**



INTERNET

www.eproxy.com/mchp

Use the Internet to vote your proxy
until 12:00 p.m. (CT) on
August 15, 2013.



PHONE

1-800-560-1965

Use a touch-tone telephone to vote
your proxy until 12:00 p.m. (CT)
on August 15, 2013.



MAIL

Mark, sign and date your proxy
card and return it in the
postage-paid envelope provided.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.

**TO VOTE BY MAIL AS THE BOARD OF DIRECTORS RECOMMENDS ON ALL ITEMS BELOW,
SIMPLY SIGN, DATE, AND RETURN THIS PROXY CARD.**

The Board of Directors recommends you vote FOR the following:

1. Election of directors:
- | | | | |
|-----------------------|----------------------------|---|--------------------------------------|
| 01 Steve Sanghi | 04 Albert J. Hugo-Martinez | ★ Vote FOR all nominees
(except as marked) | ★ Vote WITHHELD from
all nominees |
| 02 Matthew W. Chapman | 05 Wade F. Meyercord | | |
| 03 L.B. Day | | | |

(Instructions: To withhold authority to vote for any indicated nominee, write the number(s) of the nominee(s) in the box provided to the right.)

The Board of Directors recommends you vote FOR proposals 2 and 3.

- | | | | |
|---|-------|-----------|-----------|
| 2. Proposal to ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of Microchip for the fiscal year ending March 31, 2014. | ★ For | ★ Against | ★ Abstain |
| 3. Proposal to approve, on an advisory (non-binding) basis, the compensation of our named executives. | ★ For | ★ Against | ★ Abstain |

★ Multiple stockholder publications. Please check here to stop mailing of stockholder publications for this account, since multiple copies come to this address.

Date _____

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations must provide full name of corporation and title of authorized officer signing the proxy.

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

FORM 10-K

(Mark One)

Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended March 31, 2013

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____

Commission File Number: 0-21184



MICROCHIP TECHNOLOGY INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Delaware

86-0629024

(State or Other Jurisdiction of Incorporation or Organization)

(IRS Employer Identification No.)

2355 W. Chandler Blvd., Chandler, AZ 85224-6199
(Address of Principal Executive Offices, Including Zip Code)

(480) 792-7200
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$0.001 Par Value Per Share	NASDAQ® Global Market

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by checkmark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§232.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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Aggregate market value of the voting and non-voting common equity held by non-affiliates as of September 30, 2012 based upon the closing price of the common stock as reported by the NASDAQ Global Market on such date was approximately **\$6,188,994,998**.

Number of Shares of Common Stock, \$0.001 par value, outstanding as of May 24, 2013: 197,140,957 shares

Documents Incorporated by Reference

<u>Document</u>	Part of Form 10-K
Proxy Statement for the 2013 Annual Meeting of Stockholders	III

MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES

FORM 10-K

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PART I

This Form 10-K contains certain forward-looking statements that involve risks and uncertainties, including statements regarding our strategy and future financial performance and those statements identified under "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Note Regarding Forward-looking Statements." Our actual results could differ materially from the results described in these forward-looking statements as a result of certain factors including those set forth under "Item 1A – Risk Factors," beginning below at page 11, and elsewhere in this Form 10-K. Although we believe that the matters reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. You should not place undue reliance on these forward-looking statements. We disclaim any obligation to update information contained in any forward-looking statement.

Item 1. BUSINESS

We develop and manufacture specialized semiconductor products used by our customers for a wide variety of embedded control applications. Our product portfolio comprises general purpose and specialized 8-bit, 16-bit, and 32-bit PIC[®] microcontrollers and 16-bit dsPIC[®] digital signal controllers, most of which feature on-board Flash (reprogrammable) memory technology. In addition, we offer a broad spectrum of high-performance linear, mixed-signal, power management, thermal management, RF, safety and security, and interface devices, as well as serial EEPROMs, Serial Flash memories and Parallel Flash memories. We also license Flash-IP solutions that are incorporated in a broad range of products. Our synergistic product portfolio targets thousands of applications worldwide and a growing demand for high-performance designs in the automotive, communications, computing, consumer and industrial control markets. Our quality systems are ISO/TS16949 (2002 version) certified.

Microchip Technology Incorporated was incorporated in Delaware in 1989. In this Form 10-K, "we," "us," and "our" each refers to Microchip Technology Incorporated and its subsidiaries. Our executive offices are located at 2355 West Chandler Boulevard, Chandler, Arizona 85224-6199 and our telephone number is (480) 792-7200.

Our Internet address is www.microchip.com. We post the following filings on our website as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission:

- our annual report on Form 10-K
- our quarterly reports on Form 10-Q
- our current reports on Form 8-K
- our proxy statement
- any amendments to the above-listed reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934

All of our SEC filings on our website are available free of charge. The information on our website is **not** incorporated into this Form 10-K.

Industry Background

Competitive pressures require manufacturers of a wide variety of products to expand product functionality and provide differentiation while maintaining or reducing cost. To address these requirements, manufacturers often use integrated circuit-based embedded control systems that enable them to:

- differentiate their products
- replace less efficient electromechanical control devices
- reduce the number of components in their system
- add product functionality
- reduce the system level energy consumption
- decrease time to market for their products
- significantly reduce product cost

Embedded control systems have been incorporated into thousands of products and subassemblies in a wide variety of applications and markets worldwide, including:

- automotive comfort, safety and entertainment applications
- remote control devices

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- handheld tools
- home appliances
- portable computers
- robotics
- accessories
- cordless and cellular telephones
- motor controls
- security systems
- educational and entertainment devices
- consumer electronics
- power supplies
- touch screens
- medical products

Embedded control systems typically incorporate a microcontroller as the principal active, and sometimes sole, component. A microcontroller is a self-contained computer-on-a-chip consisting of a central processing unit, often with on board non-volatile program memory, random access memory for data storage and various input/output peripheral capabilities. In addition to the microcontroller, a complete embedded control system incorporates application-specific software and may include specialized peripheral device controllers, non-volatile memory components such as EEPROMs, Flash memory and various analog and interface products.

The increasing demand for embedded control has made the market for microcontrollers one of the larger segments of the semiconductor market at approximately \$15 billion in calendar year 2012. Microcontrollers are currently available in 4-bit through 32-bit architectures. 4-bit microcontrollers are the smallest segment of the microcontroller market and have been in decline for several years. 8-bit microcontrollers remain very cost-effective for a wide range of high-volume embedded control applications and, as a result, continue to represent a significant portion of the overall microcontroller market. 16-bit and 32-bit microcontrollers provide higher performance and functionality, and are generally found in more complex embedded control applications.

Our Products

Our strategic focus is on embedded control solutions, including:

- general purpose and specialized microcontrollers
- development tools
- analog, interface and mixed signal products
- memory products
- technology licensing

We provide highly cost-effective embedded control solutions that also offer the advantages of small size, high performance, extreme low power, wide voltage range operation, mixed signal integration, and ease of development, enabling timely and cost-effective embedded control product integration by our customers.

Microcontrollers

We offer a broad family of proprietary general purpose microcontroller products marketed under the PIC brand name. We believe that our PIC product family is a price/performance leader in the worldwide microcontroller market. We have shipped over 12 billion PIC microcontrollers to customers worldwide since their introduction in 1990. Our PIC products are designed for applications requiring field programmability, high performance, low power and cost effectiveness. Our performance results from a product architecture which features dual data and instruction pathways, referred to as a Harvard dual-bus architecture; a Reduced Instruction Set Computer, referred to as RISC; and variable length instructions; all of which provide significant speed advantages over alternative single-bus, Complex Instruction Set Computer architectures, referred to as CISC. We also offer specialized microcontrollers for automotive networking, computing, wireless communication and wireless audio. With over 1,000 microcontrollers in our product portfolio, we target the 8-bit, 16-bit, and 32-bit microcontroller markets.

Digital Signal Controllers (DSC) are a subset of our 16-bit microcontroller offering. Our dsPIC DSC families integrate the control features of high-performance 16-bit microcontrollers with the computation capabilities of Digital Signal Processors (DSPs), along with a wide variety of peripheral functions making them suitable for a large number of embedded control applications. Our dsPIC product family offers a broad suite of hardware and software development tools, software application

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libraries, development boards and reference designs to ease and expedite the customer application development cycle. With its field-reprogrammability, large selection of peripheral functions, small footprint and ease of use, we believe that our dsPIC DSCs expand our addressable market.

We have used our manufacturing experience and design and process technology to bring additional enhancements and manufacturing efficiencies to the development and production of our PIC family of microcontroller products. Our extensive experience base has enabled us to develop our small footprint, flexible, extreme low power, low-cost user programmability feature by incorporating non-volatile memory, such as Flash, EEPROM and EPROM Memory, into the microcontroller, and to be a leader in reprogrammable microcontroller product offerings.

Development Tools

We offer a comprehensive set of low-cost and easy-to-learn application development tools. These tools enable system designers to quickly and easily program a PIC microcontroller and dsPIC DSC for specific applications and, we believe, are a key factor for obtaining design wins.

Our family of development tools for our PIC and dsPIC products range from entry-level systems, which include an assembler and programmer or in-circuit debugging hardware, to fully configured systems that provide in-circuit emulation capability. Customers moving from entry-level designs to those requiring real-time emulation are able to preserve their investment in learning and tools as they migrate to future PIC devices since all of our PIC and dsPIC development tools share the same integrated development environment.

Many independent companies also develop and market application development tools that support our standard microcontroller product architecture. Currently, there are approximately 200 third-party tool suppliers worldwide whose products support our proprietary microcontroller architecture.

We believe that familiarity with and adoption of both our and third-party development tools by an increasing number of product designers will be an important factor in the future selection of our embedded control products. These development tools allow design engineers to develop thousands of application-specific products from our standard microcontrollers. To date, we have shipped almost 1.5 million development tools.

Analog, Interface and Mixed Signal Products

Our analog, interface and mixed signal products consist of several families with over 1,000 power management, linear, mixed-signal, thermal management, RF Linear drivers, safety and security, USB, ethernet, wireless and other interface products.

We market and sell our analog, interface and mixed signal products into our microcontroller customer base, to customers who use microcontrollers from other suppliers and to customers who use other products that may not fit our traditional PIC microcontroller and memory products customer base. We market these, and all of our products, based on an application segment approach targeted to provide customers with application solutions.

Memory Products

Our memory products consist of serial electrically erasable programmable read-only memory (referred to as Serial EEPROMs), Serial Flash Memories, Parallel Flash Memories and Serial SRAM memories. Serial EEPROMs, Serial Flash memories and Serial SRAM have a very low I/O pin requirement, permitting production of very small footprint devices. We sell our memory products primarily into the embedded control market, complementing our microcontroller offerings.

Technology Licensing

Our technology licensing business includes license fees and royalties associated with technology licenses for the use of our SuperFlash[®] technology and fees for engineering services. We license our SuperFlash technology to foundries, integrated device manufacturers and design partners throughout the world for use in the manufacture of their advanced microcontroller products, gate array, RF and analog products that require embedded flash.

Manufacturing

Our manufacturing operations include wafer fabrication, wafer probe, assembly and test. The ownership of a substantial portion of our manufacturing resources is an important component of our business strategy, enabling us to maintain a high level of manufacturing control, resulting in us being one of the lowest cost producers in the embedded control industry. By owning wafer fabrication facilities and our assembly and test operations, and by employing statistical techniques (statistical process control, designed experiments and wafer level monitoring), we have been able to achieve and maintain high production yields. Direct control over manufacturing resources allows us to shorten our design and production cycles. This control also allows us to capture the wafer manufacturing and a portion of the assembly and testing profit margin. We do outsource a significant portion of our manufacturing requirements to third parties and the amount of our outsourced manufacturing increased due to our acquisition of Standard Microsystems Corporation (SMSC) which outsourced all of its manufacturing.

Our manufacturing facilities are located in:

- Tempe, Arizona (Fab 2)
- Gresham, Oregon (Fab 4)
- Chandler, Arizona (wafer probe)
- Bangkok, Thailand (wafer probe, assembly and test)

Wafer Fabrication

Fab 2 currently produces 8-inch wafers and supports manufacturing processes from 0.35 to 5.0 microns. During fiscal 2013, in response to weak global economic conditions, Fab 2 operated below normal capacity levels, which we typically consider to be in the range of 90% to 95% of the actual capacity of the installed equipment. Fab 2's capacity to support more advanced technologies was increased during fiscal 2013 by making process improvements, upgrading existing equipment, and adding equipment as required.

Fab 4 currently produces 8-inch wafers using predominantly 0.22 to 0.5 micron manufacturing processes and is capable of supporting technologies below 0.18 microns. Similar to Fab 2, Fab 4 was operating below normal capacity levels during fiscal 2013. A significant amount of additional clean room capacity and equipment in Fab 4 can be brought on line in the future to support incremental wafer fabrication capacity needs. We believe the combined capacity of Fab 2 and Fab 4 will provide sufficient capacity to allow us to respond to increases in future demand over the next several years with modest incremental capital expenditures.

We continue to transition products to more advanced process technologies to reduce future manufacturing costs. We believe that our ability to successfully transition to more advanced process technologies is important for us to remain competitive.

We have, in recent years, outsourced a larger portion of our wafer production requirements to third-party wafer foundries to augment our internal manufacturing capabilities. As a result of our recent acquisitions, we have become more reliant on outside wafer foundries for our wafer fabrication requirements. In fiscal 2013 and the fourth quarter of fiscal 2013, approximately 33% and 38% of our sales came from products that were produced at outside wafer foundries.

Wafer Probe, Assembly and Test

We perform wafer probe, product assembly and testing at our facilities located near Bangkok, Thailand. We also perform a limited amount of wafer probe at our Chandler, Arizona facility. During the fourth quarter of fiscal 2013, approximately 56% of our assembly requirements were being performed in our Thailand facilities and approximately 84% of our test requirements were performed in our Thailand facilities. We use third-party assembly and test contractors in several Asian countries for the balance of our assembly and test requirements. During fiscal 2013, due to weak economic and semiconductor industry conditions, we operated at levels below the total operating capacity of our Thailand facilities.

General Matters Impacting Our Manufacturing Operations

We employ proprietary design and manufacturing processes in developing our microcontroller, analog and memory products. We believe our processes afford us both cost-effective designs in existing and derivative products and greater functionality in new product designs. While many of our competitors develop and optimize separate processes for their logic, analog and memory product lines, we use a common process technology for our microcontroller, analog, and non-volatile memory products. This allows us to more fully absorb our process research and development costs and to deliver new products

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to market more rapidly. Our engineers utilize advanced computer-aided design tools and software to perform circuit design, simulation and layout, and our in-house photomask and wafer fabrication facilities enable us to rapidly verify design techniques by processing test wafers quickly and efficiently.

Due to the high fixed costs inherent in semiconductor manufacturing, consistently high manufacturing yields have significant positive effects on our gross profit and overall operating results. Our continuous focus on manufacturing productivity has allowed us to maintain excellent manufacturing yields at our facilities. Our manufacturing yields are primarily driven by a comprehensive implementation of statistical process control, extensive employee training and our effective use of our manufacturing facilities and equipment. Maintenance of manufacturing productivity and yields are important factors in the achievement of our operating results. The manufacture of integrated circuits, particularly non-volatile, erasable CMOS memory and logic devices, such as those that we produce, are complex processes. These processes are sensitive to a wide variety of factors, including the level of contaminants in the manufacturing environment, impurities in the materials used and the performance of our manufacturing personnel and equipment. As is typical in the semiconductor industry, we have from time to time experienced lower than anticipated manufacturing yields. Our operating results will suffer if we are unable to maintain yields at approximately the current levels.

Historically, we have relied on our ability to respond quickly to customer orders as part of our competitive strategy, resulting in customers placing orders with relatively short delivery schedules. In order to respond to such requirements, we have historically maintained a significant work-in-process and finished goods inventory.

At the end of fiscal 2013, we owned identifiable long-lived assets (consisting of property, plant and equipment) in the U.S. with a carrying value, net of accumulated depreciation, of \$325.3 million and \$189.2 million in other countries, including \$171.1 million in Thailand. At the end of fiscal 2012, we owned identifiable long-lived assets in the U.S. with a carrying value, net of accumulated depreciation, of \$314.3 million and \$202.3 million in other countries, including \$186.1 million in Thailand. At the end of fiscal 2011, we owned identifiable long-lived assets in the U.S. with a carrying value, net of accumulated depreciation, of \$330.0 million and \$210.5 million in other countries, including \$193.7 million in Thailand.

Research and Development (R&D)

We are committed to continuing our investment in new and enhanced products, including development systems, and in our design and manufacturing process technologies. We believe these investments are significant factors in maintaining our competitive position. Our current R&D activities focus on the development of general purpose and specialized microcontrollers, digital signal controllers, Serial EEPROM memory, NOR FLASH Memory, Embedded FLASH technologies, RF products, analog, interface and mixed signal products, development systems, user interface products, software and application-specific software libraries. We are also developing design and process technologies to enable new products and innovative features as well as achieve further cost reductions and performance improvements in existing products.

In fiscal 2013, our R&D expenses were \$254.7 million, compared to \$182.7 million in fiscal 2012 and \$170.6 million in fiscal 2011. R&D expenses included share-based compensation expense of \$22.2 million in fiscal 2013, \$14.7 million in fiscal 2012 and \$12.9 million in fiscal 2011.

Sales and Distribution

General

We market our products worldwide primarily through a network of direct sales personnel and distributors.

Our direct sales force focuses on a wide variety of strategic accounts in three geographical markets: the Americas, Europe and Asia. We currently maintain sales and technical support centers in major metropolitan areas in all three geographic markets. We believe that a strong technical service presence is essential to the continued development of the embedded control market. Many of our field sales engineers (FSEs), field application engineers (FAEs), and sales management have technical degrees or backgrounds and have been previously employed in high technology environments. We believe that the technical knowledge of our sales force is a key competitive advantage in the sale of our products. The primary mission of our FAE team is to provide technical assistance to customers and to conduct periodic training sessions for the balance of our sales team. FAEs also frequently conduct technical seminars and workshops in major cities around the world.

Our licensing division has dedicated sales, technology, design, product, test and reliability personnel that support the requirements of our licensees.

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Distribution

Our distributors focus primarily on servicing the product requirements of a broad base of diverse customers. We believe that distributors provide an effective means of reaching this broad and diverse customer base. We believe that customers recognize us for our products and brand name and use distributors as an effective supply channel.

In fiscal 2013, we derived 53% of our net sales through distributors and 47% of our net sales from customers serviced directly by us. In fiscal 2012, we derived 59% of our net sales through distributors and 41% of our net sales from customers serviced directly by us. The decrease in distributor net sales in fiscal 2013 compared to prior periods was driven primarily by our acquisition of SMSC which makes a larger percentage of its net sales to OEM customers rather than through distributors. In fiscal 2011, we derived 58% of our net sales through distributors and 42% of our net sales from customers serviced directly by us. Our largest distributor, Future Electronics, accounted for approximately 10% of our net sales in each of fiscal 2012 and fiscal 2011. No other distributor or end customer accounted for more than 10% of our net sales in fiscal 2013, fiscal 2012 or fiscal 2011.

We do not have long-term agreements with our distributors and we, or our distributors, may each terminate our relationship with little or no advanced notice. The loss of, or the disruption in the operations of, one or more of our distributors could reduce our future net sales in a given quarter and could result in an increase in inventory returns.

Sales by Geography

Sales by geography for fiscal 2013, fiscal 2012 and fiscal 2011 were as follows (dollars in thousands):

	Year Ended March 31,					
	2013	%	2012	%	2011	%
Americas	\$ 313,574	19.8	\$ 290,392	21.0	\$ 310,735	20.9
Europe	344,398	21.8	319,881	23.1	334,911	22.5
Asia	923,651	58.4	772,903	55.9	841,559	56.6
Total Sales	<u>\$ 1,581,623</u>	<u>100.0</u>	<u>\$ 1,383,176</u>	<u>100.0</u>	<u>\$ 1,487,205</u>	<u>100.0</u>

Sales to foreign customers accounted for approximately 83% of our net sales in fiscal 2013, approximately 82% of our net sales in fiscal 2012 and approximately 80% of our net sales in fiscal 2011. Our sales to foreign customers have been predominately in Asia and Europe, which we attribute to the manufacturing strength in those areas for automotive, communications, computing, consumer and industrial control products. Americas sales include sales to customers in the U.S., Canada, Central America and South America.

Sales to customers in China, including Hong Kong, accounted for approximately 27% of our net sales in fiscal 2013, approximately 24% of our net sales in fiscal 2012 and approximately 25% of our net sales in fiscal 2011. Sales to customers in Taiwan accounted for approximately 13% of our net sales in fiscal 2013, approximately 15% of our net sales in fiscal 2012 and approximately 13% of our net sales in fiscal 2011. We did not have sales into any other foreign countries that exceeded 10% of our net sales during fiscal 2013, fiscal 2012 or fiscal 2011.

Our international sales are substantially all U.S. dollar denominated. Although foreign sales are subject to certain government export restrictions, we have not experienced any material difficulties to date as a result of export restrictions.

The semiconductor industry is characterized by seasonality and wide fluctuations of supply and demand. Since a significant portion of our revenue is from consumer markets and international sales, our business is subject to seasonally lower revenues in the third and fourth quarters of our fiscal year. However, in recent periods, changes in global economic and semiconductor industry conditions have had a more significant impact on our results than seasonality, and has made it difficult to assess the impact of seasonal factors on our business.

Backlog

As of April 30, 2013, our backlog was approximately \$611.0 million, compared to \$328.8 million as of April 30, 2012. Our backlog includes all purchase orders scheduled for delivery within the subsequent 12 months.

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We primarily produce standard products that can be shipped from inventory within a relatively short time after we receive an order. Our business and, to a large extent, that of the entire semiconductor industry, is characterized by short-term orders and shipment schedules. Orders constituting our current backlog are subject to changes in delivery schedules, or to cancellation at the customer's option without significant penalty. Thus, while backlog is useful for scheduling production, backlog as of any particular date may not be a reliable measure of sales for any future period.

Competition

The semiconductor industry is intensely competitive and has been characterized by price erosion and rapid technological change. We compete with major domestic and international semiconductor companies, many of which have greater market recognition and greater financial, technical, marketing, distribution and other resources than we have with which to pursue engineering, manufacturing, marketing and distribution of their products. We also compete with a number of companies that we believe have copied, cloned, pirated or reverse engineered our proprietary product lines in such countries as China, Korea and Taiwan. We are continuing to take actions to vigorously and aggressively defend and protect our intellectual property on a worldwide basis.

We currently compete principally on the basis of the technical innovation and performance of our embedded control products, including the following product characteristics:

- performance
- analog, digital and mixed signal functionality
- memory density
- low power consumption
- reliability
- packaging alternatives

We believe that other important competitive factors in the embedded control market include:

- ease of use
- functionality of application development systems
- dependable delivery, quality and availability
- technical and innovative service and support
- time to market
- price

We believe that we compete favorably with other companies on all of these factors, but we may be unable to compete successfully in the future, which could harm our business.

Patents, Licenses and Trademarks

We maintain a portfolio of U.S. and foreign patents, expiring on various dates between 2013 and 2031. We also have numerous additional U.S. and foreign patent applications pending. We do not expect that the expiration of any particular patent will have a material impact on our business. While we intend to continue to seek patents on our technology and manufacturing processes, we believe that our continued success depends primarily on the technological skills and innovative capabilities of our personnel and our ability to rapidly commercialize product developments, rather than on our patents. Our existing and new patents, trademarks and copyrights that issue may not be of sufficient scope or strength to provide meaningful intellectual property protection or any commercial advantage to us. Pursuing violations of our intellectual property rights on a worldwide basis is a complex business area involving patent law, trademark law, copyright law and the laws of certain foreign countries do not protect our intellectual property rights to the same extent as the laws of the U.S.

We have entered into certain intellectual property licenses and cross-licenses with other companies related to semiconductor products and manufacturing processes. As is typical in the semiconductor industry, we and our customers have from time to time received, and may in the future receive, communications from third parties asserting patent or other intellectual property rights on certain of our products or technologies. We investigate all such notices and respond as we believe is appropriate. Based on industry practice, we believe that in most cases we can obtain necessary licenses or other rights on commercially reasonable terms, but we cannot assure that all licenses would be on acceptable terms, that litigation would not ensue or that damages for any past infringement would not be assessed. Litigation, which could result in substantial costs to us and require significant attention from management, may be necessary to enforce our patents or other intellectual

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property rights, or to defend us against claimed infringement of the rights of others. The failure to obtain necessary licenses or other rights, or litigation arising out of infringement claims, could harm our business.

Environmental Regulation

We must comply with many different federal, state, local and foreign governmental regulations related to the use, storage, discharge and disposal of certain chemicals and gases used in our manufacturing processes. Our facilities have been designed to comply with these regulations and we believe that our activities are conducted in material compliance with such regulations. Any changes in such regulations or in their enforcement could require us to acquire costly equipment or to incur other significant expenses to comply with environmental regulations. Any failure by us to adequately control the storage, use, discharge and disposal of regulated substances could result in significant future liabilities.

Increasing public attention has been focused on the environmental impact of electronic manufacturing operations. While we have not experienced any materially adverse effects on our operations from recently adopted environmental regulations, our business and results of operations could suffer if for any reason we fail to control the storage or use of, or to adequately restrict the discharge or disposal of, hazardous substances under present or future environmental regulations.

Employees

As of March 31, 2013, we had 8,003 employees. None of our employees are represented by a labor organization. We have never had a work stoppage and believe that our employee relations are good.

Executive Officers of the Registrant

The following sets forth certain information regarding our executive officers as of April 30, 2013:

Name	Age	Position
Steve Sanghi	57	Chairman of the Board, President and Chief Executive Officer
Ganesh Moorthy	53	Executive Vice President and Chief Operating Officer
J. Eric Bjornholt	42	Vice President, Chief Financial Officer
Stephen V. Drehobl	51	Vice President, MCU8 and Technology Development Division
David S. Lambert	61	Vice President, Fab Operations
Mitchell R. Little	61	Vice President, Worldwide Sales and Applications
Richard J. Simoncic	49	Vice President, Analog and Interface Products Division

Mr. Sanghi has been President since August 1990, CEO since October 1991, and Chairman of the Board since October 1993. He has served as a director since August 1990. Mr. Sanghi holds an M.S. degree in Electrical and Computer Engineering from the University of Massachusetts and a B.S. degree in Electronics and Communication from Punjab University, India. Since May 2004, he has been a member of the Board of Directors of Xyratex Ltd., a storage and network technology company. Since May 2007, he has been a member of the Board of Directors of FIRST (For Inspiration and Recognition of Science and Technology).

Mr. Moorthy has served as Chief Operating Officer since June 2009, as Executive Vice President since October 2006 and as a Vice President in various roles since he joined Microchip in 2001. Prior to this time, he served in various executive capacities with other semiconductor companies. Mr. Moorthy holds an M.B.A. in Marketing from National University, a B.S. degree in Electrical Engineering from the University of Washington and a B.S. degree in Physics from the University of Mumbai, India.

Mr. Bjornholt has served as Vice President of Finance since 2008 and as Chief Financial Officer since January 1, 2009. He has served in various financial management capacities since he joined Microchip in 1995. Mr. Bjornholt holds a Masters degree in Taxation from Arizona State University and a B.S. degree in accounting from the University of Arizona.

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Mr. Drehobl has served as Vice President of the MCU8 and Technology Development Division since July 2001. He has been employed by Microchip since August 1989 and has served as a Vice President in various roles since February 1997. Mr. Drehobl holds a Bachelor of Technology degree from the University of Dayton.

Mr. Lambert has served as Vice President, Fab Operations since November 1993. From 1991 to November 1993, he served as Director of Manufacturing Engineering, and from 1989 to 1991, he served as Engineering Manager of Fab Operations. Mr. Lambert holds a B.S. degree in Chemical Engineering from the University of Cincinnati.

Mr. Little has served as Vice President, Worldwide Sales and Applications since July 2000. He has been employed by Microchip since 1989 and has served as a Vice President in various roles since September 1993. Mr. Little holds a B.S. degree in Engineering Technology from United Electronics Institute.

Mr. Simoncic has served as Vice President, Analog and Interface Products Division since September 1999. From October 1995 to September 1999, he served as Vice President in various roles. Joining Microchip in 1990, Mr. Simoncic held various roles in Design, Device/Yield Engineering and Quality Systems. Mr. Simoncic holds a B.S. degree in Electrical Engineering Technology from DeVry Institute of Technology.

Item 1A. RISK FACTORS

When evaluating Microchip and its business, you should give careful consideration to the factors listed below, in addition to the information provided elsewhere in this Form 10-K and in other documents that we file with the Securities and Exchange Commission.

Our operating results are impacted by global economic conditions and may fluctuate in the future due to a number of factors that could reduce our net sales and profitability.

Our operating results are affected by a wide variety of factors that could reduce our net sales and profitability, many of which are beyond our control. Some of the factors that may affect our operating results include:

- general economic, industry or political conditions in the U.S. or internationally;
- changes in demand or market acceptance of our products and products of our customers, and market fluctuations in the industries into which such products are sold;
- changes in utilization of our manufacturing capacity and fluctuations in manufacturing yields;
- the mix of inventory we hold and our ability to satisfy orders from our inventory;
- levels of inventories held by our customers;
- risk of excess and obsolete inventories;
- our ability to realize the expected benefits of our acquisition of SMSC;
- competitive developments including pricing pressures;
- unauthorized copying of our products resulting in pricing pressure and loss of sales;
- availability of raw materials and equipment;
- the level of orders that are received and can be shipped in a quarter;
- the level of sell-through of our products through distribution;
- fluctuations in the mix of products;
- our ability to secure sufficient wafer foundry, assembly and testing capacity;
- changes or fluctuations in customer order patterns and seasonality;
- announcements of significant acquisitions;
- changes in tax regulations and policies in the U.S. and other countries in which we do business;
- disruptions in our business or our customers' businesses due to terrorist activity, armed conflict, war, worldwide oil prices and supply, public health concerns, natural disasters or disruptions in the transportation system;
- constrained availability from other electronic suppliers impacting our customers' ability to ship their products, which in turn may adversely impact our sales to those customers;
- costs and outcomes of any current or future tax audits or any litigation involving intellectual property, customers or other issues;
- fluctuations in commodity prices; and
- property damage or other losses, whether or not covered by insurance.

We believe that period-to-period comparisons of our operating results are not necessarily meaningful and that you should not rely upon any such comparisons as indications of our future performance. In future periods, our operating results may fall below our public guidance or the expectations of public market analysts and investors, which would likely have a negative

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effect on the price of our common stock. Adverse global economic conditions, the subsequent economic recovery and uncertainty surrounding the strength of such recovery have caused our operating results to fluctuate significantly and make comparability between periods less meaningful.

Our operating results will suffer if we ineffectively utilize our manufacturing capacity or fail to maintain manufacturing yields.

The manufacture and assembly of integrated circuits, particularly non-volatile, erasable CMOS memory and logic devices such as those that we produce, are complex processes. These processes are sensitive to a wide variety of factors, including the level of contaminants in the manufacturing environment, impurities in the materials used, the performance of our wafer fabrication and assembly and test personnel and equipment, and other quality issues. As is typical in the semiconductor industry, we have from time to time experienced lower than anticipated manufacturing yields. Our operating results will suffer if we are unable to maintain yields at approximately the current levels. This could include delays in the recognition of revenue, loss of revenue or future orders, and customer-imposed penalties for failure to meet contractual shipment deadlines. Our operating results are also adversely affected when we operate at less than optimal capacity. For example, in the third quarter of fiscal 2012, we reduced wafer starts in both Fab 2 and Fab 4 to help control inventory balances in response to a slowdown in global economic conditions. We continued with the reduced level of wafer starts through the first quarter of fiscal 2013. These actions had a negative impact on our gross profit. We further reduced the wafer starts in our fabs in late September 2012 and again during the quarter ended December 31, 2012 which continued to negatively impact our gross profit through the March 2013 quarter.

We may not fully realize the anticipated benefits of our completed or future acquisitions or divestitures, including our acquisition of SMSC.

We have acquired, and expect in the future to acquire, additional businesses that we believe will complement or augment our existing businesses. In this regard, on August 2, 2012, we completed our acquisition of SMSC, a publicly traded semiconductor company. The integration process for our acquisitions may be complex, costly and time consuming and include unanticipated issues, expenses and liabilities. We may not be able to successfully or profitably integrate, operate, maintain and manage any newly acquired operations or employees. We may not be able to maintain uniform standards, procedures and policies and we may be unable to realize the expected synergies and cost savings from the integration. There may be increased risk due to integrating financial reporting and internal control systems. We may have difficulty in developing, manufacturing and marketing the products of a newly acquired company (including SMSC), or in growing the business at the rate we anticipate. Following an acquisition, we may not achieve the revenue or net income levels that justify the acquisition. We may suffer loss of key employees, customers and strategic partners of acquired companies and it may be difficult to implement our corporate culture at acquired companies. We may be subject to claims by terminated employees, shareholders of acquired companies and other third parties related to the transaction. Acquisitions may also result in one-time charges (such as acquisition-related expenses, write-offs, restructuring charges, or future impairment of goodwill), contingent liabilities, adverse tax consequences, additional stock-based compensation expense and other charges that adversely affect our operating results. Additionally, we may fund acquisitions of new businesses or strategic alliances by utilizing cash, borrowings under our credit agreement, raising debt, issuing shares of common stock, or other mechanisms.

While the risks above may be relevant to all of our acquisitions, our acquisition of SMSC was a larger and more complex transaction than our other recent transactions and exposes us to greater risks and liabilities than we have encountered in the past.

Further, when we decide to sell assets or a business, we may encounter difficulty in finding or completing divestiture opportunities or alternative exit strategies on acceptable terms or in a timely manner. These circumstances could delay the accomplishment of our strategic objectives or cause us to incur additional expenses with respect to a business that we want to dispose of, or we may dispose of a business at a price or on terms that are less favorable than we had anticipated. Even following a divestiture, we may be contractually obligated with respect to certain continuing obligations to customers, vendors or other third parties and such obligations may have a material adverse impact on our results of operation and financial condition.

In addition to acquisitions, we have in the past and expect in the future to enter into joint development agreements or other business or strategic relationships with other companies. These transactions are subject to a number of risks similar to those we face with our acquisitions including our ability to realize the expected benefits of any such transaction, to successfully market and sell any products resulting from such transactions or to successfully integrate any technology developed through such transactions.

We are dependent on orders that are received and shipped in the same quarter and are therefore limited in our visibility of future product shipments.

Our net sales in any given quarter depend upon a combination of shipments from backlog, and customer orders that are both received and shipped in that same quarter, which we refer to as turns orders. We measure turns orders at the beginning of a quarter based on the orders needed to meet the shipment targets that we set entering the quarter. Historically, we have relied on our ability to respond quickly to customer orders as part of our competitive strategy, resulting in customers placing orders with relatively short delivery schedules. Shorter lead times generally mean that turns orders as a percentage of our business are relatively high in any particular quarter and reduce our backlog visibility on future product shipments. Turns orders correlate to overall semiconductor industry conditions and product lead times. Because turns orders are difficult to predict, varying levels of turns orders make our net sales more difficult to forecast. As a significant portion of our products are manufactured at foundries, foundry lead times may affect our ability to achieve certain turns orders. If we do not achieve a sufficient level of turns orders in a particular quarter relative to our revenue targets, our revenue and operating results will likely suffer.

Intense competition in the markets we serve may lead to pricing pressures, reduced sales of our products or reduced market share.

The semiconductor industry is intensely competitive and has been characterized by price erosion and rapid technological change. We compete with major domestic and international semiconductor companies, many of which have greater market recognition and substantially greater financial, technical, marketing, distribution and other resources than we do. We may be unable to compete successfully in the future, which could harm our business. Our ability to compete successfully depends on a number of factors both within and outside our control, including, but not limited to:

- the quality, performance, reliability, features, ease of use, pricing and diversity of our products;
- our success in designing and manufacturing new products including those implementing new technologies;
- the rate at which customers incorporate our products into their own applications;
- the rate at which the markets that we serve redesign and change their own products;
- changes in demand in the markets that we serve and the overall rate of growth or contraction of such markets, including but not limited to the automotive, personal computing and consumer electronics markets;
- product introductions by our competitors;
- the number, nature and success of our competitors in a given market;
- our ability to obtain adequate foundry capacity and supplies of raw materials and other supplies at acceptable prices;
- our ability to protect our products and processes by effective utilization of intellectual property rights;
- our ability to remain price competitive against companies that have copied our proprietary product lines, especially in countries where intellectual property rights protection is difficult to achieve and maintain;
- our ability to address the needs of our customers; and
- general market and economic conditions.

Historically, average selling prices in the semiconductor industry decrease over the life of any particular product. The overall average selling prices of our microcontroller and proprietary analog, interface and mixed signal products have remained relatively constant, while average selling prices of our memory and non-proprietary analog, interface and mixed signal products have declined over time.

We have experienced, and expect to continue to experience, modest pricing declines in certain of our more mature proprietary product lines, primarily due to competitive conditions. We have been able to moderate average selling price declines in many of our proprietary product lines by continuing to introduce new products with more features and higher prices. However, there can be no assurance that we will be able to do so in the future. We have experienced in the past, and expect to continue to experience in the future, varying degrees of competitive pricing pressures in our memory and non-proprietary analog products. We may be unable to maintain average selling prices for our products as a result of increased pricing pressure in the future, which could adversely impact our operating results.

Our business is dependent on selling through distributors.

Sales through distributors accounted for approximately 53% of our net sales in fiscal 2013 and approximately 59% of our net sales in fiscal 2012. We do not have long-term agreements with our distributors and we and our distributors may each terminate our relationship with little or no advance notice.

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Any future adverse conditions in the U.S. or global economies or in the U.S. or global credit markets could materially impact the operations of our distributors. Any deterioration in the financial condition of our distributors or any disruption in the operations of our distributors could adversely impact the flow of our products to our end customers and adversely impact our results of operation. In addition, during an industry or economic downturn, it is possible there will be an oversupply of products and a decrease in sell-through of our products by our distributors which could reduce our net sales in a given period and result in an increase in inventory returns. Violations of the Foreign Corrupt Practices Act, or similar laws, by distributors or other channel partners could have a material adverse impact on our business.

Our success depends on our ability to introduce new products on a timely basis.

Our future operating results will depend on our ability to develop and introduce new products on a timely basis that can compete effectively on the basis of price and performance and which address customer requirements. The success of our new product introductions depends on various factors, including, but not limited to:

- proper new product selection;
- timely completion and introduction of new product designs;
- procurement of licenses for intellectual property rights from third parties under commercially reasonable terms;
- timely filing and protection of intellectual property rights for new product designs;
- availability of development and support tools and collateral literature that make complex new products easy for engineers to understand and use; and
- market acceptance of our customers' end products.

Because our products are complex, we have experienced delays from time to time in completing development of new products. In addition, our new products may not receive or maintain substantial market acceptance. We may be unable to design, develop and introduce competitive products on a timely basis, which could adversely impact our future operating results.

Our success also depends upon our ability to develop and implement new design and process technologies. Semiconductor design and process technologies are subject to rapid technological change and require significant R&D expenditures. We and other companies in the industry have, from time to time, experienced difficulties in effecting transitions to advanced process technologies and, consequently, have suffered reduced manufacturing yields or delays in product deliveries. Our future operating results could be adversely affected if any transition to future process technologies is substantially delayed or inefficiently implemented.

Our technology licensing business exposes us to various risks.

Our technology licensing business is based on our SuperFlash technology. The success of our licensing business will depend on the continued market acceptance of this technology and on our ability to further develop and enhance such technology and to introduce new technologies in the future. To be successful, any such technology must be able to be repeatably implemented by licensees, provide satisfactory yield rates, address licensee and customer requirements, and perform competitively. The success of our technology licensing business depends on various other factors, including, but not limited to:

- proper identification of licensee requirements;
- timely development and introduction of new or enhanced technology;
- our ability to protect our intellectual property rights for our licensed technology;
- our ability to limit our liability and indemnification obligations to licensees;
- availability of sufficient development and support services to assist licensees in their design and manufacture of products integrating our technology;
- availability of foundry licensees with sufficient capacity to support OEM production; and
- market acceptance of our customers' end products.

Because our SuperFlash technology is complex, there may be delays from time to time in developing and enhancing such technology. There can be no assurance that our existing or any enhanced or new technology will achieve or maintain substantial market acceptance. Our licensees may experience disruptions in production or lower than expected production levels which would adversely affect the revenue that we receive from them. Our technology license agreements generally include an indemnification clause that indemnifies the licensee against liability and damages (including legal defense costs) arising from intellectual property matters. We could be exposed to substantial liability for claims or damages related to intellectual property matters or indemnification claims. Any claim, with or without merit, could result in significant legal fees

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and require significant attention from our management. Any of the foregoing issues may adversely impact the success of our licensing business and adversely affect our future operating results.

We are dependent on wafer foundries and other contractors to perform key manufacturing functions for us, and our licensees of our SuperFlash technology also rely on foundries and other contractors.

We rely on outside wafer foundries for a significant portion of our wafer fabrication needs. We also use several contractors located in Asia for a portion of the assembly and testing of our products. Our reliance on third party contractors and foundries has increased as a result of our acquisition of SMSC. Although we own the majority of our manufacturing resources, the disruption or termination of any of our contractors could harm our business and operating results.

Our use of third parties involves some reduction in our level of control over the portions of our business that we subcontract. Our future operating results could suffer if any contractor were to experience financial, operational or production difficulties or situations when demand exceeds capacity, or if they were unable to maintain manufacturing yields, assembly and test yields and costs at approximately their current levels, or if due to their locations in foreign countries they were to experience political upheaval or infrastructure disruption. If these third parties are unable or unwilling to timely deliver products or services conforming to our quality standards, we may not be able to qualify additional manufacturing sources for our products in a timely manner or at all, or on terms favorable to us. Additionally, these subcontractors could abandon fabrication processes that are important to us, or fail to adopt advanced manufacturing technologies desired to control costs. In any such event, we could experience an interruption in production, an increase in manufacturing and production costs or a decline in product reliability, and our business and operating results could be adversely affected. Further, use of these subcontractors creates increased opportunities for potential misappropriation of our intellectual property.

Certain of our SuperFlash technology licensees also rely on outside wafer foundries for wafer fabrication services. If the licensees were to experience any disruption in supply from the wafer foundries, this would reduce the revenue we receive in our technology licensing business and would harm our operating results.

We may lose sales if our suppliers of raw materials and equipment fail to meet our needs.

Our semiconductor manufacturing operations require raw and processed materials and equipment that must meet exacting standards. We generally have more than one source for these supplies, but there are only a limited number of suppliers capable of delivering various materials and equipment that meet our standards. The materials and equipment necessary for our business could become more difficult to obtain as worldwide use of semiconductors in product applications increases. Additionally, consolidation in our supply chain due to mergers and acquisitions may reduce the number of suppliers or change the relationships that we have with our suppliers. This could impair sourcing flexibility or increase costs. We have experienced supply shortages from time to time in the past, and on occasion our suppliers have told us they need more time than expected to fill our orders or that they will no longer support certain equipment with updates or spare and replacement parts. An interruption of any materials or equipment sources, or the lack of supplier support for a particular piece of equipment, could harm our business.

Our operating results may be impacted by both seasonality and the wide fluctuations of supply and demand in the semiconductor industry.

The semiconductor industry is characterized by seasonality and wide fluctuations of supply and demand. Since a significant portion of our revenue is from consumer markets and international sales, our business is subject to seasonally lower revenues in the third and fourth quarters of our fiscal year. However, broad fluctuations in our overall business in recent periods and changes in semiconductor industry and global economic conditions have had a more significant impact on our results than seasonality, and have made it difficult to assess the impact of seasonal factors on our business. The industry has also experienced significant economic downturns, characterized by diminished product demand and production over-capacity. We have sought to reduce our exposure to this industry cyclically by selling proprietary products that cannot be easily or quickly replaced to a geographically diverse base of customers across a broad range of market segments. However, we have experienced substantial period-to-period fluctuations in operating results and expect, in the future, to experience period-to-period fluctuations in operating results due to general industry or economic conditions.

We are exposed to various risks related to legal proceedings or claims.

We are currently, and in the future may be, involved in legal proceedings or claims regarding patent infringement, other intellectual property rights, contracts and other matters. As is typical in the semiconductor industry, we receive notifications from customers or licensees from time to time who believe that we owe them indemnification or other obligations related to

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infringement claims made against us, the customers or licensees by third parties. These legal proceedings and claims, even if meritless, could result in substantial cost to us and divert our resources. If we are not able to resolve a claim, settle a matter, obtain necessary licenses on commercially reasonable terms, reengineer our products or processes to avoid infringement, and/or successfully prosecute or defend our position, we could incur uninsured liability in any of them, be required to take an appropriate charge to operations, be enjoined from selling a material portion of our products or using certain processes, suffer a reduction or elimination in the value of our inventories, and our business, financial condition or results of operations could be harmed.

It is also possible that from time to time we may be subject to claims related to the manufacture, performance or use of our products. These claims may be due to injuries or environmental exposures related to manufacturing, a product's nonconformance to our specifications, or specifications agreed upon with the customer, changes in our manufacturing processes, or unexpected end customer system issues due to the interaction with our products or insufficient design or testing by our customers. We could incur significant expenses related to such matters, including, but not limited to:

- costs related to writing off the value of our inventory of nonconforming products;
- recalling nonconforming products;
- providing support services, product replacements, or modifications to products and the defense of such claims;
- diversion of resources from other projects;
- lost revenue or a delay in the recognition of revenue due to cancellation of orders and unpaid receivables;
- customer imposed fines or penalties for failure to meet contractual requirements; and
- a requirement to pay damages.

Because the systems into which our products are integrated have a higher cost of goods than the products we sell, our expenses and damages may be significantly higher than the sales and profits we received from the products involved. While we specifically exclude consequential damages in our standard terms and conditions, certain of our contracts may not exclude such liabilities. Further, our ability to avoid such liabilities may be limited by applicable law. We do have liability insurance which covers certain damages arising out of product defects, but we do not expect that insurance will cover all claims or be of a sufficient amount to fully protect against such claims. Costs or payments we may make in connection with these customer claims may adversely affect the results of our operations.

Further, we sell to customers in industries such as automotive, aerospace, and medical, where failure of the systems in which our products are integrated could cause damage to property or persons. We may be subject to claims if our products, or interactions with our products, cause system failures. We will face increased exposure to claims if there are substantial increases in either the volume of our sales into these applications or the frequency of system failures integrating our products.

Failure to adequately protect our intellectual property could result in lost revenue or market opportunities.

Our ability to obtain patents, licenses and other intellectual property rights covering our products and manufacturing processes is important for our success. To that end, we have acquired certain patents and patent licenses and intend to continue to seek patents on our technology and manufacturing processes. The process of seeking patent protection can be long and expensive, and patents may not be issued from currently pending or future applications. In addition, our existing and new patents, trademarks and copyrights that issue may not be of sufficient scope or strength to provide meaningful protection or any commercial advantage to us. We may be subject to or may ourselves initiate interference proceedings in the U.S. Patent and Trademark Office, patent offices of a foreign country or U.S. or foreign courts, which can require significant financial and management resources. In addition, the laws of certain foreign countries do not protect our intellectual property rights to the same extent as the laws of the U.S. Infringement of our intellectual property rights by a third party could result in uncompensated lost market and revenue opportunities for us. Although we continue to vigorously and aggressively defend and protect our intellectual property on a worldwide basis, there can be no assurance that we will be successful in our endeavors.

Our operating results may be adversely impacted if economic conditions impact the financial viability of our licensees, customers, distributors, or suppliers.

We regularly review the financial performance of our licensees, customers, distributors and suppliers. However, any downturn in global economic conditions may adversely impact the financial viability of our licensees, customers, distributors or suppliers. The financial failure of a large licensee, customer or distributor, an important supplier, or a group thereof, could have an adverse impact on our operating results and could result in our not being able to collect our accounts receivable balances, higher reserves for doubtful accounts, write-offs for accounts receivable, and higher operating costs as a percentage of revenues.

We do not typically have long-term contracts with our customers, but where we do, we may be subject to liability.

We do not typically enter into long-term contracts with our customers and we cannot be certain about future order levels from our customers. When we do enter into customer contracts, the contract is generally cancelable at the convenience of the customer. Even though we had approximately 82,000 customers and our ten largest direct customers made up approximately 10% of our total revenue for fiscal 2013, cancellation of customer contracts could have an adverse impact on our revenue and profits. SMSC has a higher concentration of larger customers and we expect the overall percentage of revenue from our top ten customers to increase due to our acquisition of SMSC.

We have entered into contracts with certain customers that differ from our standard terms of sale. Further, as a result of our acquisition of SMSC, we inherited certain customer contracts that differ from our standard terms of sale. For several of the significant markets that we sell into, such as the automotive and personal computer markets, our current or potential customers may possess significant leverage over us in negotiating the terms and conditions of supply as a result of their market size and position. For example, under certain contracts we may commit to supply specific quantities of products on scheduled delivery dates, or agree to extend our obligations for certain liabilities such as warranties or indemnification for quality issues or claims of intellectual property infringement. If we are unable to supply the customer as required under the contract, the customer may incur additional production costs, lost revenues due to subsequent delays in their own manufacturing schedule, or quality-related issues. We may be liable for the customer's costs, expenses and damages associated with their claims and we may be obligated to defend the customer against claims of intellectual property infringement and pay the associated legal fees. While we try to limit the number of contracts that we sign which contain such special provisions, manage the risks underlying such liabilities, and set caps on our liability exposure, sometimes we may not be able to do so. In order to win important designs, avoid losing business to competitors, maintain existing business, or be permitted to bid on new business, we may be forced to agree to uncapped liability for such items as intellectual property infringement or confidentiality. Such provisions expose us to risk of liability far exceeding the purchase price of the products we sell under such contracts, the lifetime revenues we receive from such products, or various forms of potential consequential damages. These significant additional risks could result in a material adverse impact on our results of operation and financial condition.

We must attract and retain qualified personnel to be successful, and competition for qualified personnel can be intense.

Our success depends upon the efforts and abilities of our senior management, engineering, manufacturing and other personnel. The competition for qualified engineering and management personnel can be intense. We may be unsuccessful in retaining our existing key personnel or in attracting and retaining additional key personnel that we require. The loss of the services of one or more of our key personnel or the inability to add key personnel could harm our business. The loss of, or any inability to attract personnel, even if not key personnel, if experienced in sufficient numbers could harm our business. We have no employment agreements with any member of our senior management team.

Business interruptions to our operations or the operations of our key vendors, subcontractors, licensees or customers, whether due to natural disasters or other events, could harm our business.

Operations at any of our facilities, at the facilities of any of our wafer fabrication or assembly and test subcontractors, or at any of our significant vendors or customers may be disrupted for reasons beyond our control. These reasons may include work stoppages, power loss, incidents of terrorism or security risk, political instability, public health issues, telecommunications, transportation or other infrastructure failure, radioactive contamination, fire, earthquake, floods, volcanic eruptions or other natural disasters. We have taken steps to mitigate the impact of some of these events should they occur; however, we cannot be certain that our actions will be effective to avoid a significant impact on our business in the event of a disaster or other business interruption.

In particular, Thailand has experienced periods of severe flooding in recent years; however, our facilities in Thailand have continued to operate normally. There can be no assurance that any future flooding in Thailand would not have a material adverse impact on our operations. If operations at any of our facilities, or our subcontractors' facilities are interrupted, we may not be able to shift production to other facilities on a timely basis, and we may need to spend significant amounts to repair or replace our facilities and equipment. If we experienced business interruptions, we would likely experience delays in shipments of products to our customers and alternate sources for production may be unavailable on acceptable terms. This could result in reduced revenues and profits and the cancellation of orders or loss of customers. Although we maintain business interruption insurance, such insurance will likely not be enough to compensate us for any losses that may occur and any losses or damages incurred by us as a result of business interruptions could significantly harm our business.

Additionally, as described above, operations at our customers and licensees may be disrupted for a number of reasons. In the event of customer disruptions, sales of our products may decline and our revenue, profitability and financial condition could

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suffer. Likewise, if our licensees are unable to manufacture and ship products incorporating our technology, or if there is a decrease in product demand due to a business disruption, our royalty revenue may decline as our licenses are based on per unit royalties.

We are highly dependent on foreign sales and operations, which exposes us to foreign political and economic risks.

Sales to foreign customers account for a substantial portion of our net sales. During fiscal 2013, approximately 83% of our net sales were made to foreign customers, including 27% in China. During fiscal 2012, approximately 82% of our net sales were made to foreign customers, including 24% in China. A strong position in the Chinese market is a key component of our global growth strategy. The market for integrated circuit products in China is highly competitive, and both international and domestic competitors are aggressively seeking to increase their market share. Increased competition in the China market may make it difficult for us to achieve our desired sales volumes in China. We purchase a substantial portion of our raw materials and equipment from foreign suppliers. In addition, we own product assembly and testing facilities located near Bangkok, Thailand, which has experienced periods of political instability in the past. From time to time, Thailand has also experienced periods of severe flooding. There can be no assurance that any future flooding in Thailand would not have a material adverse impact on our operations. We use various foreign contractors for a portion of our assembly and testing and wafer fabrication requirements. Substantially all of our finished goods inventory is maintained in Thailand.

Our reliance on foreign operations, foreign suppliers, maintenance of substantially all of our finished goods inventory at foreign locations and significant foreign sales exposes us to foreign political and economic risks, including, but not limited to:

- political, social and economic instability;
- economic uncertainty in the worldwide markets served by us;
- public health conditions;
- trade restrictions and changes in tariffs;
- import and export license requirements and restrictions;
- changes in rules and laws related to taxes, environmental, health and safety, technical standards and consumer protection in various jurisdictions;
- difficulties in staffing and managing international operations;
- employment regulations;
- disruptions in international transport or delivery;
- difficulties in collecting receivables and longer payment cycles;
- currency fluctuations and foreign exchange regulations; and
- potentially adverse tax consequences.

If any of these risks materialize, or are worse than we anticipate, our sales could decrease and our operating results could suffer.

Fluctuations in foreign currency exchange rates could adversely impact our operating results.

We use forward currency exchange contracts in an attempt to reduce the adverse earnings impact from the effect of exchange rate fluctuations on our non-U.S. dollar net balance sheet exposures. Nevertheless, in periods when the U.S. dollar significantly fluctuates in relation to the non-U.S. currencies in which we transact business, the value of our non-U.S. dollar transactions can have an adverse effect on our results of operations and financial condition. In particular, in periods when a foreign currency significantly declines in value in relation to the U.S. dollar, such as past declines in the Euro relative to the U.S. dollar, customers transacting in that foreign currency may find it more difficult to fulfill their previously committed contractual obligations or to undertake new obligations to make payments or purchase products. In periods when the U.S. dollar is significantly declining in relation to the British pound, Euro and Thai baht, the operational costs in our European and Thailand subsidiaries are adversely affected.

Interruptions in our information technology systems could adversely affect our business.

We rely on the efficient and uninterrupted operation of complex information technology systems and networks to operate our business. Any significant disruption to our systems or networks, including, but not limited to, new system implementations, computer viruses, security breaches, facility issues, natural disasters, terrorism, war, telecommunication failures or energy blackouts could have a material adverse impact on our operations, sales and operating results. Such disruption could result in a loss of our intellectual property or the release of sensitive competitive information or supplier, customer or employee personal data. Any loss of such information could harm our competitive position, result in a loss of customer confidence, and cause us to incur significant costs to remedy the damages caused by the disruptions or security breaches. Additionally, as there has been

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increased legislation in the U.S., Europe and elsewhere regarding the handling of personal data, including the data of employees and customers, such a failure may result in regulatory penalties, enforcement actions, remediation obligations and litigation. There is also risk that we may be found not to comply with laws or regulations regarding the collection, consent, handling, transfer, or disposal of personal data. Fines and other sanctions may result.

From time to time, we have experienced verifiable attacks on our data, attempts to breach our security and attempts to introduce malicious software into our IT systems; however, such attacks have not previously resulted in any material damage to us. Were future attacks successful, we may be unaware of the incident, its magnitude, or its effects. In recent years, we have implemented improvements to our protective measures which are not limited to the following: firewalls, antivirus measures, patches, log monitors, routine backups with offsite retention of storage media, system audits, data partitioning and routine password modifications. There can be no assurance that such system improvements will be sufficient to prevent or limit the damage from any future cyber attack or disruptions. Any such attack or disruption could result in additional costs related to rebuilding of internal systems, defending litigation, responding to regulatory actions, or paying damages. Such attacks or disruption could have a material adverse impact on our business, operations and financial results.

Third-party service providers, such as foundries, assembly and test contractors, distributors, credit card processors and other vendors have access to certain portions of our sensitive data. In the event that these service providers do not properly safeguard our data that they hold, security breaches and loss of our data could result. Any such loss of data by our third-party service providers could negatively impact our business, operations and financial results.

The occurrence of events for which we are self-insured, or which exceed our insurance limits, may adversely affect our profitability and liquidity.

We have insurance contracts with independent insurance companies related to many different types of risk; however, we self-insure for some potentially significant risks and obligations. In these circumstances, we have determined that it is more cost effective to self-insure certain risks than to pay the high premium costs. The risks and exposures that we self-insure include, but are not limited to certain property, product defects, employment risks, political risks, and intellectual property matters. Should there be a loss or adverse judgment or other decision in an area for which we are self-insured, then our financial condition, results of operations and liquidity may be adversely affected.

We are subject to stringent environmental and other regulations, which may force us to incur significant expenses.

We must comply with many federal, state, local and foreign governmental regulations related to the use, storage, discharge and disposal of toxic, volatile or otherwise hazardous substances used in our products and manufacturing processes. Our failure to comply with applicable regulations could result in fines, suspension of production, cessation of operations or future liabilities. Such environmental regulations have required us in the past, and could require us in the future to buy costly equipment or to incur significant expenses to comply with such regulations. Our failure to control the use of, or adequately restrict the discharge of, hazardous substances could impact the health of our employees and others and could impact our ability to operate. Such failure could also restrict our ability to ship certain products to certain countries, require us to modify our operations logistics, or require us to incur other significant costs and expenses. There is a continuing expansion in environmental laws with a focus on reducing or eliminating hazardous substances and substances of high concern in electronic products and shipping materials. These and other future environmental regulations could require us to reengineer certain of our existing products and may make it more expensive for us to manufacture, sell and ship our products. In addition, the number and complexity of laws focused on the energy efficiency of electronic products and accessories, the recycling of electronic products, and the reduction in quantity and the recycling of packing materials have expanded significantly. It may be difficult for us to timely comply with these laws and we may not have sufficient quantities of compliant products to meet customers' needs, thereby adversely impacting our sales and profitability. We may also have to write off inventory in the event that we hold inventory that is not saleable as a result of changes to regulations or customer requirements. We expect these risks and trends to continue. In addition, we anticipate increased customer requirements to meet voluntary criteria related to the reduction or elimination of substances of high concern in our products and energy efficiency measures. These requirements may increase our own costs, as well as those passed on to us by our supply chain.

Customer demands for us to implement business practices that are more stringent than applicable legal requirements may reduce our revenue opportunities or cause us to incur higher costs.

Some of our customers and potential customers are more frequently requiring that we implement operating practices that are more stringent than what is required by applicable laws with respect to workplace and labor requirements, the type of materials we use in our products, environmental matters or other items. To comply with such requirements, we may have to pass these same operating practices on to our suppliers. Our suppliers may refuse to implement these operating practices, or

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may charge us more for complying with them. The cost to implement such practices may cause us to incur higher costs and reduce our profitability, and if we choose not to implement such practices, such customers may disqualify us as a supplier, resulting in decreased revenue opportunities. Developing, administering, monitoring and auditing these customer-requested practices at our own sites and those in our supply chain will increase our costs and may require that we hire more personnel.

Customer demands and new regulations related to conflict-free minerals may force us to incur additional expenses.

As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act, in August 2012, the SEC released new disclosure and reporting requirements regarding the use of “conflict” minerals mined from the Democratic Republic of Congo and adjoining countries in products, whether or not these products are manufactured by third parties. As we implement these new requirements, if it is determined that we are using other than conflict-free minerals, customers may demand us to change the sourcing of minerals used in the manufacture of semiconductor devices (including our products), even if the costs for acceptable minerals significantly increases and availability is limited. There will likely be additional costs associated with complying with the disclosure requirements, such as costs related to determining the source of any conflict minerals used in our products. Also, since our supply chain is complex, we may face reputational challenges if we are unable to sufficiently verify the origins for all metals used in our products through the procedures we may implement. We may also encounter challenges to satisfy those customers who require that all of the components of our products are certified as conflict free. If we are not able to meet customer requirements, customers may choose to disqualify us as a supplier and we may have to write off inventory in the event that it cannot be sold.

Regulatory authorities in jurisdictions into which we ship our products could levy fines or restrict our ability to export products.

A significant portion of our sales are made outside of the U.S. through the exporting and re-exporting of products. In addition to local jurisdictions' export regulations, our U.S.-manufactured products or products based on U.S. technology are subject to U.S. laws and regulations governing international trade and exports, including, but not limited to the Foreign Corrupt Practices Act, Export Administration Regulations (EAR), and trade sanctions against embargoed countries and destinations administered by the U.S. Department of the Treasury, Office of Foreign Assets Control (OFAC). Licenses or proper license exceptions are required for the shipment of our products to certain countries. A determination by the U.S. or foreign government that we have failed to comply with these or other export regulations or anti-bribery regulations can result in penalties which may include denial of export privileges, fines, civil or criminal penalties, and seizure of products. Such penalties could have a material adverse effect on our business, sales and earnings. Further, a change in these laws and regulations could restrict our ability to export to previously permitted countries, customers, distributors or other third parties. Any one or more of these sanctions or a change in laws or regulations could have a material adverse effect on our business, financial condition and results of operations.

The outcome of currently ongoing and future examinations of our income tax returns by the IRS could have an adverse effect on our results of operations.

We are subject to examination of our income tax returns by the IRS and other tax authorities for fiscal 2009 and later. We are currently being audited by the IRS for fiscal 2009 and 2010, and SMSC is currently under IRS audit for fiscal 2011 and 2012. We are subject to certain income tax examinations in foreign jurisdictions for fiscal 2005 and later. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from these continuing examinations will not have an adverse effect on our future operating results.

The future trading price of our common stock could be subject to wide fluctuations in response to a variety of factors.

The market price of our common stock has fluctuated significantly in the past and is likely to fluctuate in the future. The future trading price of our common stock could be subject to wide fluctuations in response to a variety of factors, many of which are beyond our control, including, but not limited to:

- quarterly variations in our operating results or the operating results of other technology companies;
- general conditions in the semiconductor industry;
- global economic and financial conditions;
- changes in analysts' estimates of our financial performance or buy/sell recommendations;
- changes in our financial guidance or our failure to meet such guidance;
- any acquisitions we pursue or complete; and
- actual or anticipated announcements of technical innovations or new products by us or our competitors.

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In addition, the stock market has from time to time experienced significant price and volume fluctuations that have affected the market prices for many companies and that often have been unrelated to the operating performance of such companies. These broad market fluctuations and other factors have harmed and may harm the market price of our common stock. Some or all of the foregoing factors could also cause the market price of our convertible debentures to decline or fluctuate substantially.

We may in the future incur impairments to goodwill or long-lived assets.

We review our long-lived assets, including goodwill and other intangible assets, for impairment annually in the fourth fiscal quarter or whenever events or changes in circumstances indicate that the carrying amount of those assets may not be recoverable. Factors that may be considered in assessing whether goodwill or intangible assets may not be recoverable include a decline in our stock price or market capitalization, reduced estimates of future cash flows and slower growth rates in our industry. Our valuation methodology for assessing impairment requires management to make judgments and assumptions based on historical experience and to rely heavily on projections of future operating performance. Because we operate in highly competitive environments, projections of our future operating results and cash flows may vary significantly from our actual results. No goodwill or long-lived asset impairment charges were recorded in fiscal 2012 or fiscal 2013.

Our financial condition and results of operations could be adversely affected if we do not effectively manage our current or future debt.

As a result of our sale of \$1.15 billion of principal value 2.125% junior subordinated convertible debentures in December 2007, we have a substantially greater amount of long-term debt than we had maintained in the past. In August 2011, we entered into a \$750 million revolving credit agreement. We borrowed approximately \$620 million under such credit agreement to help fund our acquisition of SMSC in August 2012. Our maintenance of substantial levels of debt could adversely affect our ability to take advantage of corporate opportunities and could adversely affect our financial condition and results of operations. We may need or desire to refinance all or a portion of our debentures or any other future indebtedness and there can be no assurance that we will be able to refinance any of our indebtedness on commercially reasonable terms, if at all.

Conversion of our debentures will dilute the ownership interest of existing stockholders, including holders who had previously converted their debentures.

The conversion of some or all of our outstanding debentures will dilute the ownership interest of existing stockholders to the extent we deliver common stock upon conversion of the debentures. Upon conversion, we may satisfy our conversion obligation by delivering cash, shares of common stock or any combination, at our option. If upon conversion we elect to deliver cash for the lesser of the conversion value and principal amount of the debentures, we would pay the holder the cash value of the applicable number of shares of our common stock. Upon conversion, we intend to satisfy the lesser of the principal amount or the conversion value of the debentures in cash. If the conversion value of a debenture exceeds the principal amount of the debenture, we may also elect to deliver cash in lieu of common stock for the conversion value in excess of the one thousand dollars principal amount (i.e., the conversion spread). There would be no adjustment to the numerator in the net income per common share computation for the cash settled portion of the debentures as that portion of the debt instrument will always be settled in cash. The conversion spread will be included in the denominator for the computation of diluted net income per common share. Any sales in the public market of any common stock issuable upon conversion of our debentures could adversely affect prevailing market prices of our common stock. In addition, the existence of the debentures may encourage short selling by market participants because the conversion of the debentures could be used to satisfy short positions, or anticipated conversion of the debentures into shares of our common stock could depress the price of our common stock.

Our reported financial results may be adversely affected by new accounting pronouncements or changes in existing accounting standards and practices.

We prepare our financial statements in conformity with accounting principles generally accepted in the U.S. These accounting principles are subject to interpretation or changes by the FASB and the SEC. New accounting pronouncements and varying interpretations of accounting standards and practices have occurred in the past and are expected to occur in the future. New accounting pronouncements or a change in the interpretation of existing accounting standards or practices may have a significant effect on our reported financial results and may even affect our reporting of transactions completed before the change is announced or effective.

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Potential U.S. tax legislation regarding our foreign earnings could materially and adversely impact our business and financial results.

Currently, a majority of our revenue is generated from customers located outside the U.S., and a substantial portion of our assets, including employees, are located outside the U.S. Present U.S. income taxes and foreign withholding taxes have not been provided on undistributed earnings for certain of our non-U.S. subsidiaries, because such earnings are intended to be indefinitely reinvested in the operations of those subsidiaries. In recent years, there have been a number of initiatives proposed by the Obama administration and members of Congress regarding the tax treatment of such undistributed earnings. If adopted, certain of these initiatives would substantially reduce our ability to defer U.S. taxes including repealing the deferral of U.S. taxation of foreign earnings, eliminating utilization of or substantially reducing our ability to claim foreign tax credits, and eliminating various tax deductions until foreign earnings are repatriated to the U.S. Changes in tax law such as these proposals could have a material negative impact on our financial position and results of operations.

Credit conditions have adversely impacted our holdings of auction rate securities (ARS).

At March 31, 2013, \$33.8 million of the fair value of our investment portfolio was invested in ARS. With the continuing liquidity issues in the global credit and capital markets since 2008, our ARS have experienced multiple failed auctions and are not liquid. While we continue to earn interest on these investments based on a pre-determined formula with spreads tied to particular interest rate indices, the estimated market value for a portion of these ARS no longer approximates the original purchase value.

The fair value of the failed ARS of \$33.8 million has been estimated based on market information and estimates determined by management and could change significantly based on market conditions. We evaluated the impairments in the value of these ARS, determining our intent to sell these securities prior to the recovery of our amortized cost basis, which resulted in some of the securities being other-than temporarily impaired and recognized impairment charges on these investments of \$0.4 million in fiscal 2013. In fiscal 2012, we recognized a \$0.3 million gain on our ARS positions as a gain on redemption at par value of one ARS position offset impairment charges recognized during the year. If the issuers are unable to successfully close future auctions or if their credit ratings deteriorate further, we may be required to further adjust the carrying value of the investments through an additional impairment charge to earnings.

The majority of our short and long-term investments are in highly rated government agency bonds and corporate bonds. Other than with respect to our holdings of ARS, we have not experienced any liquidity or impairment issues with such investments. However, there can be no assurance that credit market conditions will not in the future adversely affect the liquidity or value of our non-ARS investments.

Climate change regulations and sustained adverse climate change poses both regulatory and physical risks that could harm our results of operations or affect the way we conduct our business.

Climate change regulations could require us to limit emissions, change our manufacturing processes, obtain substitute materials which may cost more or be less available, increase our investment in control technology for greenhouse gas emissions, fund offset projects or undertake other costly activities. These regulations could significantly increase our costs and restrict our manufacturing operations by virtue of requirements for new equipment. New permits may be required for our current operations, or expansions thereof. Failure to timely receive permits could result in fines, suspension of production, or cessation of operations at one or more facilities. In addition, restrictions on carbon dioxide or other greenhouse gas emissions could result in significant costs such as higher energy costs, and utility companies passing down carbon taxes, emission cap and trade programs and renewable portfolio standards. The cost of complying, or of failing to comply, with these and other climate change and emissions regulations could have an adverse effect on our operating results.

Further, any sustained adverse change in climate could have a direct adverse economic impact on us, such as water and power shortages, higher costs for water or energy to control the temperature inside of our facilities. Certain of our operations are located in arid or tropical regions, such as Thailand and Arizona. Some environmental experts predict that these regions may become vulnerable to storms, severe floods and droughts due to climate change. While we maintain business recovery plans that are intended to allow us to recover from natural disasters or other events that can interrupt business, we cannot be certain that our plans will protect us from all such disasters or events.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

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Item 2. PROPERTIES

At March 31, 2013, we owned the facilities described below:

Location	Approximate Total Sq. Ft.	Uses
Chandler, Arizona	415,000	Executive and Administrative Offices; Wafer Probe; R&D Center; Sales and Marketing; and Computer and Service Functions
Tempe, Arizona	379,000	Wafer Fabrication (Fab 2); R&D Center; Administrative Offices; and Warehousing
Gresham, Oregon	826,500	Wafer Fabrication (Fab 4); R&D Center; Administrative Offices; and Warehousing
Chacherngsao, Thailand	489,000	Test and Assembly; Wafer Probe; Sample Center; Warehousing; and Administrative Offices
Chacherngsao, Thailand	215,000	Assembly and Test
Bangalore, India	67,174	Research and Development; Marketing Support and Administrative Offices

In addition to the facilities we own, we lease several research and development facilities and sales offices in North America, Europe and Asia. Our aggregate monthly rental payment for our leased facilities is approximately \$1.5 million.

We currently believe that our existing facilities are suitable and will be adequate to meet our requirements for at least the next 12 months.

See page 37 for a discussion of the capacity utilization of our manufacturing facilities.

Item 3. LEGAL PROCEEDINGS

In the ordinary course of our business, we are involved in a limited number of legal actions, both as plaintiff and defendant, and could incur uninsured liability in any one or more of them. We also periodically receive notification from various third parties alleging infringement of patents, intellectual property rights or other matters. With respect to these pending legal actions to which we are a party, although the outcome of these actions are generally not determinable, we believe that the ultimate resolution of these matters will not harm our business and will not have a material adverse effect on our financial position, cash flows or results of operations. Litigation relating to the semiconductor industry is not uncommon, and we are, and from time to time have been, subject to such litigation. No assurances can be given with respect to the extent or outcome of any such litigation in the future.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

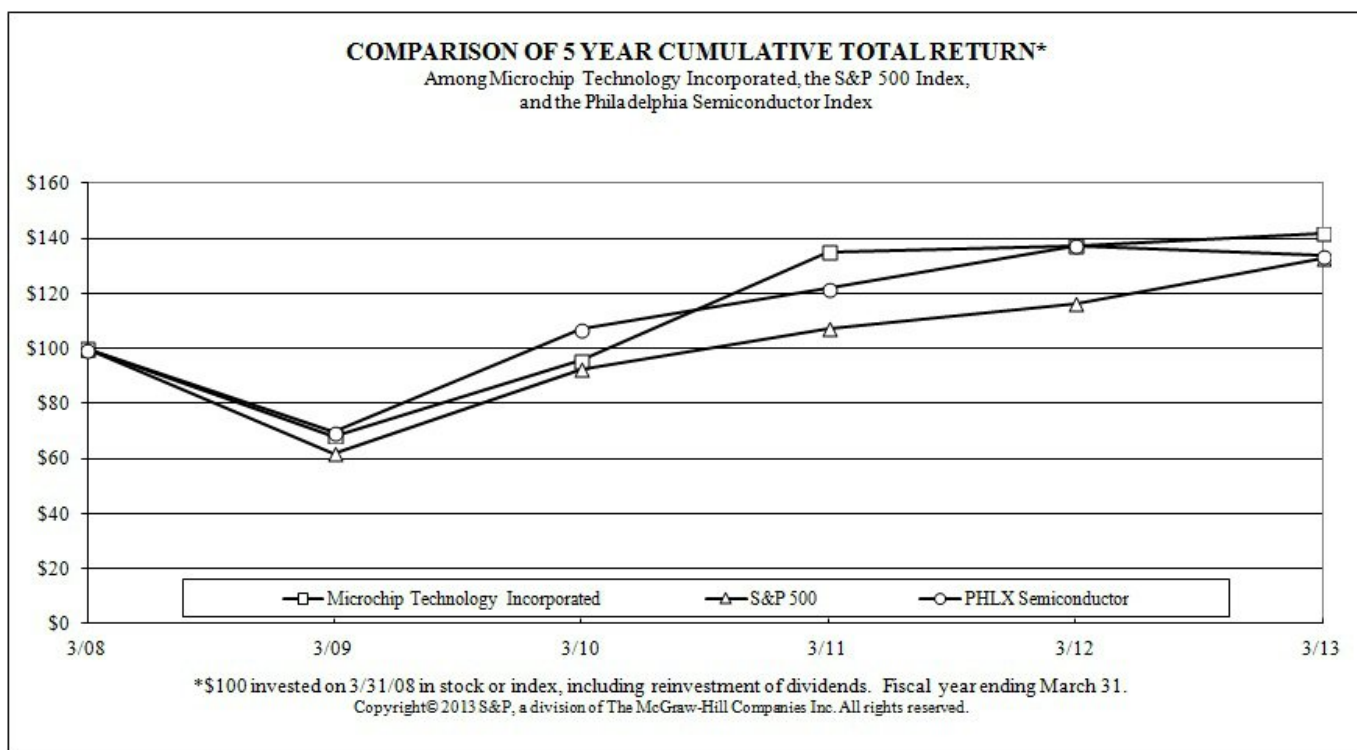
Our common stock is traded on the NASDAQ Global Market under the symbol "MCHP." Our common stock has been quoted on such market since our initial public offering on March 19, 1993. The following table sets forth the quarterly high and low closing prices of our common stock as reported by NASDAQ for our last two fiscal years.

Fiscal 2013	High	Low	Fiscal 2012	High	Low
First Quarter	\$37.32	\$30.40	First Quarter	\$41.33	\$35.69
Second Quarter	\$35.73	\$31.03	Second Quarter	\$38.39	\$29.60
Third Quarter	\$33.37	\$29.37	Third Quarter	\$37.09	\$30.43
Fourth Quarter	\$37.32	\$32.58	Fourth Quarter	\$38.42	\$35.17

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Stock Price Performance Graph

The following graph and table show a comparison of the five-year cumulative total stockholder return, calculated on a dividend reinvestment basis, for Microchip Technology Incorporated, the Standard & Poor's (S&P) 500 Stock Index, and the Philadelphia Semiconductor Index.



	Cumulative Total Return					
	March 2008	March 2009	March 2010	March 2011	March 2012	March 2013
Microchip Technology Incorporated	100.00	68.31	95.81	135.12	137.51	141.78
S&P 500 Stock Index	100.00	61.91	92.72	107.23	116.39	132.64
Philadelphia Semiconductor Index	100.00	69.61	107.23	122.10	137.46	133.90

Data acquired by Research Data Group, Inc. (www.researchdatagroup.com)

On May 17, 2013, there were approximately 316 holders of record of our common stock. This figure does not reflect beneficial ownership of shares held in nominee names.

We have been declaring and paying quarterly cash dividends on our common stock since the third quarter of fiscal 2003. Our total cash dividends paid were \$273.8 million, \$266.2 million and \$256.8 million in fiscal 2013, fiscal 2012 and fiscal 2011, respectively. The following table sets forth our quarterly cash dividends per common share and the total amount of the dividend payment for each quarter in fiscal 2013 and fiscal 2012 (amounts in thousands, except per share amounts):

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Fiscal 2013	Dividends per Common Share	Aggregate Amount of Dividend Payment	Fiscal 2012	Dividends per Common Share	Aggregate Amount of Dividend Payment
First Quarter	\$ 0.350	\$ 67,748	First Quarter	\$ 0.346	\$ 65,900
Second Quarter	0.351	68,147	Second Quarter	0.347	66,206
Third Quarter	0.352	68,697	Third Quarter	0.348	66,813
Fourth Quarter	0.353	69,230	Fourth Quarter	0.349	67,259

On May 2, 2013, we declared a quarterly cash dividend of \$.3535 per share, which will be paid on June 4, 2013 to stockholders of record on May 21, 2013 and the total amount of such dividend is expected to be approximately \$69.6 million. Our Board of Directors is free to change our dividend practices at any time and to increase or decrease the dividend paid, or not to pay a dividend, on our common stock on the basis of our results of operations, financial condition, cash requirements and future prospects, and other factors deemed relevant by our Board of Directors. Our current intent is to provide for ongoing quarterly cash dividends depending upon market conditions and our results of operations.

Please refer to "Item 12 - Security Ownership Of Certain Beneficial Owners And Management And Related Stockholder Matters," at page 48 below, for the information required by Item 201(d) of Regulation S-K with respect to securities authorized for issuance under our equity compensation plans at March 31, 2013.

Item 6. SELECTED FINANCIAL DATA

You should read the following selected consolidated financial data for the five-year period ended March 31, 2013 in conjunction with our consolidated financial statements and notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Items 7 and 8 of this Form 10-K. Our consolidated statements of income data for each of the years in the three-year period ended March 31, 2013, and the balance sheet data as of March 31, 2013 and 2012, are derived from our audited consolidated financial statements, included in Item 8 of this Form 10-K. The statement of income data for the years ended March 31, 2010 and 2009 and balance sheet data as of March 31, 2011, 2010 and 2009 have been derived from our audited consolidated financial statements not included herein (in the tables below all amounts are in thousands, except per share data).

As further discussed in Note 3 to our consolidated financial statements, during fiscal 2013, we identified certain amounts of amortization of acquired intangible assets that were incorrectly included within cost of sales. We corrected this presentation in the second quarter of fiscal 2013, and have conformed previous periods to the current presentation. We also determined we would separately present amortization of acquired intangible assets within operating expenses rather than including amortization within selling, general and administrative expenses.

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Statement of Income Data:

	Year ended March 31,				
	2013	2012	2011	2010	2009
Net sales	\$ 1,581,623	\$ 1,383,176	\$ 1,487,205	\$ 947,729	\$ 903,297
Cost of sales	743,164	583,882	605,954	412,092	386,409
Research and development	254,723	182,650	170,607	120,823	115,524
Selling, general and administrative	261,471	208,328	222,184	166,338	160,933
Amortization of acquired intangible assets	111,537	10,963	12,412	2,279	669
Special charges, net ⁽¹⁾	32,175	837	1,865	1,238	6,434
Operating income	178,553	396,516	474,183	244,959	233,328
(Losses) gains on equity method investments	(617)	(195)	157	—	—
Interest income	15,560	17,992	16,002	15,325	32,545
Interest expense	(40,915)	(34,266)	(31,521)	(31,150)	(29,440)
Other (expense) income, net	(404)	(352)	1,877	8,679	(4,354)
Income from continuing operations before income taxes	152,177	379,695	460,698	237,813	232,079
Income tax provision (benefit)	24,788	42,990	31,531	20,808	(13,508)
Net income from continuing operations	\$ 127,389	\$ 336,705	\$ 429,167	\$ 217,005	\$ 245,587
Basic net income per common share – continuing operations	\$ 0.65	\$ 1.76	\$ 2.29	\$ 1.18	\$ 1.34
Diluted net income per common share – continuing operations	\$ 0.62	\$ 1.65	\$ 2.20	\$ 1.16	\$ 1.31
Dividends declared per common share	\$ 1.406	\$ 1.390	\$ 1.374	\$ 1.359	\$ 1.346
Basic common shares outstanding	194,595	191,283	187,066	183,642	183,158
Diluted common shares outstanding	205,776	203,519	194,715	187,339	186,788

Balance Sheet Data:

	March 31,				
	2013	2012	2011	2010	2009
Working capital	\$ 1,894,759	\$ 1,767,988	\$ 1,434,667	\$ 1,407,579	\$ 1,587,144
Total assets	3,851,405	3,083,776	2,968,058	2,516,313	2,405,711
Long-term obligations, less current portion	983,385	355,050	347,334	340,672	334,184
Stockholders' equity	1,933,470	1,990,673	1,812,438	1,533,380	1,490,311

⁽¹⁾ Discussions of the special charges for the fiscal years ended March 31, 2013, 2012 and 2011 are contained in Note 5 to our consolidated financial statements. An explanation of the special charges for the fiscal years ended March 31, 2010 and 2009 is provided below.

The following table presents a summary of special charges for the five-year period ended March 31, 2013:

	March 31,				
	2013	2012	2011	2010	2009
Acquisition related expenses	\$ 16,259	\$ 340	\$ 1,865	\$ —	\$ 1,574
Legal settlement	11,516	—	—	—	—
Adjustment to contingent consideration	4,400	(1,000)	—	—	—
Patent licenses	—	1,497	—	1,238	4,000
In-process research and development expenses	—	—	—	—	860
Totals	\$ 32,175	\$ 837	\$ 1,865	\$ 1,238	\$ 6,434

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Fiscal 2010 Special Charges

Patent Licenses

During the first quarter of fiscal 2010, we agreed to the terms of a patent license with an unrelated third party and signed an agreement on July 9, 2009. The patent license settled alleged infringement claims. The total payment made to the third-party in July 2009 was \$1.4 million, \$1.2 million of which was expensed in the first quarter of fiscal 2010 and the remaining \$0.2 million was recorded as a prepaid royalty that was amortized over the remaining life of the patents, which expired in June 2010.

Fiscal 2009 Special Charges

Patent Licenses

We entered into a patent portfolio license effective March 31, 2009 with an unrelated third-party that covers both issued patents and patent applications and settled alleged infringement claims. The total payment made to the third-party was \$8.25 million, \$4.0 million of which was expensed in the fourth quarter of fiscal 2009 and the remaining \$4.25 million was recorded as a prepaid royalty that will be amortized over the estimated 20-year remaining life of the patents. We entered into another patent portfolio license with the same unrelated third party in March 2011 and \$2.75 million was paid covering patent applications and was recorded as a prepaid royalty that will be amortized over the life of the patents.

In-Process Research and Development

During the third quarter of fiscal 2009, we completed our acquisition of Hampshire Company, a leader in the large format touch screen controller market. As a result of the acquisition, we incurred a \$0.5 million in-process research and development charge in the third quarter of fiscal 2009.

During the fourth quarter of fiscal 2009, we completed the acquisition of HI-TECH Software, a provider of software development tools and compilers. As a result of the acquisition, we incurred a \$0.2 million in-process research and development charge in the fourth quarter of fiscal 2009.

During the fourth quarter of fiscal 2009, we completed our acquisition of R&E International, a leader in developing innovative integrated circuits for smoke and carbon monoxide detectors and other life-safety systems. As a result of the acquisition, we incurred a \$0.2 million in-process research and development charge in the fourth quarter of fiscal 2009.

Abandoned Acquisition Expenses

During the third quarter of fiscal 2009, we pursued a potential acquisition and such efforts were subsequently terminated during the fourth quarter of fiscal 2009. As such, during the fourth quarter of fiscal 2009, we expensed \$1.6 million of various costs associated with the terminated acquisition.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Note Regarding Forward-looking Statements

This report, including "Item 1 – Business," "Item 1A – Risk Factors," and "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations," contains certain forward-looking statements that involve risks and uncertainties, including statements regarding our strategy, financial performance and revenue sources. We use words such as "anticipate," "believe," "plan," "expect," "estimate," "future," "continue," "intend" and similar expressions to identify forward-looking statements. These forward-looking statements include, without limitation, statements regarding the following:

- The effects that adverse global economic conditions and fluctuations in the global credit and equity markets may have on our financial condition and results of operations;
- The effects and amount of competitive pricing pressure on our product lines;
- Our ability to moderate future average selling price declines;
- The effect of product mix, capacity utilization, yields, fixed cost absorption, competition and economic conditions on gross margin;
- The amount of, and changes in, demand for our products and those of our customers;

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- Our expectation that the overall percentage of revenue from our top ten customers will increase due to our acquisition of SMSC;
- The level of orders that will be received and shipped within a quarter;
- Our expectation that our inventory levels will increase modestly in the June 2013 quarter compared to the March 2013 quarter and that it will allow us to maintain competitive lead times and keep our capital expenditures low;
- Our expectation that research and development expenses will be relatively flat with the March 2013 quarter and for such expenses to decrease as a percentage of net sales due to operational efficiencies and continued synergies of the SMSC integration;
- The effect that distributor and customer inventory holding patterns will have on us;
- Our belief that customers recognize our products and brand name and use distributors as an effective supply channel;
- Our belief that deferred cost of sales are recorded at their approximate carrying value and will have low risk of material impairment;
- Our belief that our direct sales personnel combined with our distributors provide an effective means of reaching our customer base;
- Our ability to increase the proprietary portion of our analog, interface and mixed signal product lines and the effect of such an increase;
- Our belief that our processes afford us both cost-effective designs in existing and derivative products and greater functionality in new product designs;
- The impact of any supply disruption we may experience;
- Our ability to effectively utilize our facilities at appropriate capacity levels and anticipated costs;
- That we adjust capacity utilization to respond to actual and anticipated business and industry-related conditions;
- That our existing facilities will provide sufficient capacity to respond to increases in demand with modest incremental capital expenditures;
- That manufacturing costs will be reduced by transition to advanced process technologies;
- Our ability to maintain manufacturing yields;
- Continuing our investments in new and enhanced products;
- The cost effectiveness of using our own assembly and test operations;
- Our anticipated level of capital expenditures;
- Continuation and amount of quarterly cash dividends;
- The sufficiency of our existing sources of liquidity to finance anticipated capital expenditures and otherwise meet our anticipated cash requirements, and the effects that our contractual obligations are expected to have on them;
- The impact of seasonality on our business;
- The accuracy of our estimates used in valuing employee equity awards;
- That the resolution of legal actions will not have a material effect on our business, and the accuracy of our assessment of the probability of loss and range of potential loss;
- The recoverability of our deferred tax assets;
- The adequacy of our tax reserves to offset any potential tax liabilities, having the appropriate support for our income tax positions and the accuracy of our estimated tax rate;
- Our belief that the expiration of any tax holidays will not have a material impact on our overall tax expense or effective tax rate;
- Our belief that the estimates used in preparing our consolidated financial statements are reasonable;
- Our belief that recently issued accounting pronouncements listed in this document will not have a significant impact on our consolidated financial statements;
- The accuracy of our estimates of the useful life and values of our property, assets and other liabilities;
- The adequacy of our patent strategy, and our belief that the impact of the expiration of any particular patent will not have a material effect on our business;
- Our actions to vigorously and aggressively defend and protect our intellectual property on a worldwide basis;
- Our ability to obtain patents and intellectual property licenses and minimize the effects of litigation;
- The level of risk we are exposed to for product liability or indemnification claims;
- The effect of fluctuations in market interest rates on our income and/or cash flows;
- The effect of fluctuations in currency rates;
- The accuracy of our estimates of market information that determines the value of our Auction Rate Securities (ARS), and that the lack of markets for the ARS will not have a material impact on our liquidity, cash flow, or ability to fund operations;
- That a significant portion of our future cash generation will be in our foreign subsidiaries;
- Our intention to satisfy the lesser of the principal amount or the conversion value of our debenture in cash;
- Our intention to indefinitely reinvest undistributed earnings of certain non-US subsidiaries in those subsidiaries;

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- Our intent to maintain a high-quality investment portfolio that preserves principal, meets liquidity needs, avoids inappropriate concentrations and delivers an appropriate yield; and
- Our ability to collect accounts receivable.

Our actual results could differ materially from the results anticipated in these forward-looking statements as a result of certain factors including those set forth in "Item 1A – Risk Factors," and elsewhere in this Form 10-K. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. You should not place undue reliance on these forward-looking statements. We disclaim any obligation to update information contained in any forward-looking statement.

Introduction

The following discussion should be read in conjunction with the consolidated financial statements and the related notes that appear elsewhere in this document, as well as with other sections of this Annual Report on Form 10-K, including "Item 1 – Business;" "Item 6 – Selected Financial Data;" and "Item 8 – Financial Statements and Supplementary Data."

We begin our Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) with a summary of our overall business strategy to give the reader an overview of the goals of our business and the overall direction of our business and products. This is followed by a discussion of the Critical Accounting Policies and Estimates that we believe are important to understanding the assumptions and judgments incorporated in our reported financial results. In the next section, beginning at page 34, we discuss our Results of Continuing Operations for fiscal 2013 compared to fiscal 2012, and for fiscal 2012 compared to fiscal 2011. We then provide an analysis of changes in our balance sheet and cash flows, and discuss our financial commitments in sections titled "Liquidity and Capital Resources," "Contractual Obligations" and "Off-Balance Sheet Arrangements."

Acquisition of SMSC

On August 2, 2012, we closed our acquisition of SMSC and SMSC became a wholly owned subsidiary of Microchip. We financed the transaction using approximately \$312.7 million of our existing balance of cash, cash equivalents and short-term investments and borrowings of approximately \$600.0 million under our existing credit agreement. At August 2, 2012, SMSC had approximately \$205.2 million of cash and investments on its balance sheet. SMSC is a leading developer of Smart Mixed-Signal Connectivity™ solutions. SMSC is focused on delivering connectivity solutions that enable the proliferation of data in automobiles, consumer devices, PCs and other applications.

Strategy

Our goal is to be a worldwide leader in providing specialized semiconductor products for a wide variety of embedded control applications. Our strategic focus is on the embedded control market, which includes microcontrollers, high-performance linear and mixed signal devices, power management and thermal management devices, connectivity devices, interface devices, Serial EEPROMs, SuperFlash memory products, our patented KeeLoq® security devices and Flash IP solutions. We provide highly cost-effective embedded control products that also offer the advantages of small size, high performance, low voltage/power operation and ease of development, enabling timely and cost-effective embedded control product integration by our customers. We license SuperFlash technology to foundries, integrated device manufacturers and design partners throughout the world for use in the manufacture of their advanced microcontroller products.

We sell our products to a broad base of domestic and international customers across a variety of industries. The principal markets that we serve include consumer, automotive, industrial, office automation and telecommunications. Our business is subject to fluctuations based on economic conditions within these markets.

Our manufacturing operations include wafer fabrication, wafer probe and assembly and test. The ownership of a substantial portion of our manufacturing resources is an important component of our business strategy, enabling us to maintain a high level of manufacturing control resulting in us being one of the lowest cost producers in the embedded control industry. By owning wafer fabrication facilities and our assembly and test operations, and by employing statistical process control techniques, we have been able to achieve and maintain high production yields. Direct control over manufacturing resources allows us to shorten our design and production cycles. This control also allows us to capture a portion of the wafer manufacturing and the assembly and test profit margin. We do outsource a significant portion of our manufacturing requirements to third parties and the amount of our outsourced manufacturing increased due to our acquisition of SMSC which outsourced all of its manufacturing.

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We employ proprietary design and manufacturing processes in developing our embedded control products. We believe our processes afford us both cost-effective designs in existing and derivative products and greater functionality in new product designs. While many of our competitors develop and optimize separate processes for their logic and memory product lines, we use a common process technology for both microcontroller and non-volatile memory products. This allows us to more fully leverage our process research and development costs and to deliver new products to market more rapidly. Our engineers utilize advanced computer-aided design (CAD) tools and software to perform circuit design, simulation and layout, and our in-house photomask and wafer fabrication facilities enable us to rapidly verify design techniques by processing test wafers quickly and efficiently.

We are committed to continuing our investment in new and enhanced products, including development systems, and in our design and manufacturing process technologies. We believe these investments are significant factors in maintaining our competitive position. Our current research and development activities focus on the design of new microcontrollers, digital signal controllers, memory and mixed-signal products, Flash-IP systems, new development systems, software and application-specific software libraries. We are also developing new design and process technologies to achieve further cost reductions and performance improvements in our products.

We market our products worldwide primarily through a network of direct sales personnel and distributors. Our distributors focus primarily on servicing the product and technical support requirements of a broad base of diverse customers. We believe that our direct sales personnel combined with our distributors provide an effective means of reaching this broad and diverse customer base. Our direct sales force focuses primarily on major strategic accounts in three geographical markets: the Americas, Europe and Asia. We currently maintain sales and support centers in major metropolitan areas in North America, Europe and Asia. We believe that a strong technical service presence is essential to the continued development of the embedded control market. Many of our field sales engineers (FSEs), field application engineers (FAEs), and sales management have technical degrees and have been previously employed in an engineering environment. We believe that the technical knowledge of our sales force is a key competitive advantage in the sale of our products. The primary mission of our FAE team is to provide technical assistance to strategic accounts and to conduct periodic training sessions for FSEs and distributor sales teams. FAEs also frequently conduct technical seminars for our customers in major cities around the world, and work closely with our distributors to provide technical assistance and end-user support.

Critical Accounting Policies and Estimates

General

Our discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the U.S. We review the accounting policies we use in reporting our financial results on a regular basis. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, business combinations, share-based compensation, inventories, income taxes, junior subordinated convertible debentures and contingencies. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Our results may differ from these estimates due to actual outcomes being different from those on which we based our assumptions. We review these estimates and judgments on an ongoing basis. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements. We also have other policies that we consider key accounting policies, such as our policy regarding revenue recognition to OEMs; however, we do not believe these policies require us to make estimates or judgments that are as difficult or subjective as our policies described below.

Revenue Recognition – Distributors

Our distributors worldwide generally have broad price protection and product return rights, so we defer revenue recognition until the distributor sells the product to their customer. Revenue is recognized when the distributor sells the product to an end-user, at which time the sales price becomes fixed or determinable. Revenue is not recognized upon shipment to our distributors since, due to discounts from list price as well as price protection rights, the sales price is not substantially fixed or determinable at that time. At the time of shipment to these distributors, we record a trade receivable for the selling price as there is a legally enforceable right to payment, relieve inventory for the carrying value of goods shipped since legal title has passed to the distributor, and record the gross margin in deferred income on shipments to distributors on our consolidated balance sheets.

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Deferred income on shipments to distributors effectively represents the gross margin on the sale to the distributor; however, the amount of gross margin that we recognize in future periods could be less than the deferred margin as a result of credits granted to distributors on specifically identified products and customers to allow the distributors to earn a competitive gross margin on the sale of our products to their end customers and price protection concessions related to market pricing conditions.

We sell the majority of the items in our product catalog to our distributors worldwide at a uniform list price. However, distributors resell our products to end customers at a very broad range of individually negotiated price points. The majority of our distributors' resales require a reduction from the original list price paid. Often, under these circumstances, we remit back to the distributor a portion of their original purchase price after the resale transaction is completed in the form of a credit against the distributors' outstanding accounts receivable balance. The credits are on a per unit basis and are not given to the distributor until they provide information to us regarding the sale to their end customer. The price reductions vary significantly based on the customer, product, quantity ordered, geographic location and other factors and discounts to a price less than our cost have historically been rare. The effect of granting these credits establishes the net selling price to our distributors for the product and results in the net revenue recognized by us when the product is sold by the distributors to their end customers. Thus, a portion of the "deferred income on shipments to distributors" balance represents the amount of distributors' original purchase price that will be credited back to the distributor in the future. The wide range and variability of negotiated price concessions granted to distributors does not allow us to accurately estimate the portion of the balance in the deferred income on shipments to distributors account that will be credited back to the distributors. Therefore, we do not reduce deferred income on shipments to distributors or accounts receivable by anticipated future concessions; rather, price concessions are typically recorded against deferred income on shipments to distributors and accounts receivable when incurred, which is generally at the time the distributor sells the product. At March 31, 2013, we had approximately \$201.8 million of deferred revenue and \$62.8 million in deferred cost of sales recognized as \$139.0 million of deferred income on shipments to distributors. At March 31, 2012, we had approximately \$159.1 million of deferred revenue and \$50.4 million in deferred cost of sales recognized as \$108.7 million of deferred income on shipments to distributors. The deferred income on shipments to distributors that will ultimately be recognized in our income statement will be lower than the amount reflected on the balance sheet due to additional price credits to be granted to the distributors when the product is sold to their customers. These additional price credits historically have resulted in the deferred income approximating the overall gross margins that we recognize in the distribution channel of our business.

Distributor advances, reflected as a reduction of deferred income on shipments to distributors on our consolidated balance sheets, totaled \$70.1 million at March 31, 2013 and \$51.7 million at March 31, 2012. On sales to distributors, our payment terms generally require the distributor to settle amounts owed to us for an amount in excess of their ultimate cost. The sales price to our distributors may be higher than the amount that the distributors will ultimately owe us because distributors often negotiate price reductions after purchasing products from us and such reductions are often significant. It is our practice to apply these negotiated price discounts to future purchases, requiring the distributor to settle receivable balances, on a current basis, generally within 30 days, for amounts originally invoiced. This practice has an adverse impact on the working capital of our distributors. As such, we have entered into agreements with certain distributors whereby we advance cash to the distributors to reduce the distributor's working capital requirements. These advances are reconciled at least on a quarterly basis and are estimated based on the amount of ending inventory as reported by the distributor multiplied by a negotiated percentage. Such advances have no impact on our revenue recognition or our consolidated statements of income. We process discounts taken by distributors against our deferred income on shipments to distributors' balance and true-up the advanced amounts generally after the end of each completed fiscal quarter. The terms of these advances are set forth in binding legal agreements and are unsecured, bear no interest on unsettled balances and are due upon demand. The agreements governing these advances can be canceled by us at any time.

We reduce product pricing through price protection based on market conditions, competitive considerations and other factors. Price protection is granted to distributors on the inventory they have on hand at the date the price protection is offered. When we reduce the price of our products, it allows the distributor to claim a credit against its outstanding accounts receivable balances based on the new price of the inventory it has on hand as of the date of the price reduction. There is no immediate revenue impact from the price protection, as it is reflected as a reduction of the deferred income on shipments to distributors' balance.

Products returned by distributors and subsequently scrapped have historically been immaterial to our consolidated results of operations. We routinely evaluate the risk of impairment of the deferred cost of sales component of the deferred income on shipments to distributors account. Because of the historically immaterial amounts of inventory that have been scrapped, and historically rare instances where discounts given to a distributor result in a price less than our cost, we believe the deferred costs are recorded at their approximate carrying value.

Business Combinations

All of our business combinations are accounted for at fair value under the acquisition method of accounting. Under the acquisition method of accounting, (i) acquisition-related costs, except for those costs incurred to issue debt or equity securities, will be expensed in the period incurred; (ii) non-controlling interests will be valued at fair value at the acquisition date; (iii) in-process research and development will be recorded at fair value as an intangible asset at the acquisition date and amortized once the technology reaches technological feasibility; (iv) restructuring costs associated with a business combination will be expensed subsequent to the acquisition date; and (v) changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date will be recognized through income tax expense or directly in contributed capital. The measurement of fair value of assets acquired and liabilities assumed requires significant judgment. The valuation of intangible assets and acquired investments, in particular, requires that we use valuation techniques such as the income approach. The income approach includes the use of a discounted cash flow model, which includes discounted cash flow scenarios and requires the following significant estimates: revenue, expenses, capital spending and other costs, and discount rates based on the respective risks of the cash flows. The valuation of non-marketable equity investments acquired also takes into account variables such as conditions reflected in the capital markets, recent financing activity by the investees, the investees' capital structure and the terms of the investees' issued interests.

Share-based Compensation

We measure at fair value and recognize compensation expense for all share-based payment awards, including grants of employee stock options, restricted stock units (RSUs) and employee stock purchase rights, to be recognized in our financial statements based on their respective grant date fair values. Total share-based compensation in fiscal 2013 was \$58.0 million, of which \$49.8 million was reflected in operating expenses. Total share-based compensation included in cost of sales in fiscal 2013 was \$8.2 million. Total share-based compensation included in our inventory balance was \$4.6 million at March 31, 2013.

Determining the appropriate fair-value model and calculating the fair value of share-based awards at the date of grant requires judgment. The fair value of our RSUs is based on the fair market value of our common stock on the date of grant discounted for expected future dividends. We use the Black-Scholes option pricing model to estimate the fair value of employee stock options and rights to purchase shares under our employee stock purchase plans. Option pricing models, including the Black-Scholes model, require the use of input assumptions, including expected volatility, expected life, expected dividend rate, and expected risk-free rate of return. We use a blend of historical and implied volatility based on options freely traded in the open market as we believe this is most reflective of market conditions and a better indicator of expected volatility than using purely historical volatility. The expected life of the awards is based on historical and other economic data trended into the future. The risk-free interest rate assumption is based on observed interest rates appropriate for the terms of our awards. The dividend yield assumption is based on our history and expectation of future dividend payouts. We estimate the number of share-based awards that will be forfeited due to employee turnover. Quarterly changes in the estimated forfeiture rate can have a significant effect on reported share-based compensation, as the effect of adjusting the rate for all expense amortization after April 1, 2006 is recognized in the period the forfeiture estimate is changed. If the actual forfeiture rate is higher or lower than the estimated forfeiture rate, then an adjustment is made to increase or decrease the estimated forfeiture rate, which will result in a decrease or increase to the expense recognized in our financial statements. If forfeiture adjustments are made, they would affect our gross margin, research and development expenses, and selling, general, and administrative expenses. The effect of forfeiture adjustments in fiscal 2013 was immaterial.

We evaluate the assumptions used to value our awards on a quarterly basis. If factors change and we employ different assumptions, share-based compensation expense may differ significantly from what we have recorded in the past. If there are any modifications or cancellations of the underlying unvested securities, we may be required to accelerate, increase or cancel any remaining unearned share-based compensation expense. Future share-based compensation expense and unearned share-based compensation will increase to the extent that we grant additional equity awards to employees or we assume unvested equity awards in connection with acquisitions.

Inventories

Inventories are valued at the lower of cost or market using the first-in, first-out method. We write down our inventory for estimated obsolescence or unmarketable inventory in an amount equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those we projected, additional inventory write-downs may be required. Inventory impairment charges establish a new cost basis for inventory and charges are not subsequently reversed to income even if circumstances later suggest that increased carrying amounts are recoverable. In estimating our inventory obsolescence, we primarily evaluate estimates of demand over a 12-month period and record impairment charges for inventory on hand in excess of the estimated

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12-month demand. Estimates for projected 12-month demand are generally based on the average shipments of the prior three-month period, which are then annualized to adjust for any potential seasonality in our business. The estimated 12-month demand is compared to our most recently developed sales forecast to further reconcile the 12-month demand estimate. Management reviews and adjusts the estimates as appropriate based on specific situations. For example, demand can be adjusted up for new products for which historic sales are not representative of future demand. Alternatively, demand can be adjusted down to the extent any existing products are being replaced or discontinued.

In periods where our production levels are substantially below our normal operating capacity, the reduced production levels of our manufacturing facilities are charged directly to cost of sales. As a result of decreased production in our wafer fabs, approximately \$31.7 million and \$6.7 million was charged directly to cost of sales in fiscal 2013 and fiscal 2012, respectively. There were no such charges in fiscal 2011.

Income Taxes

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included in our consolidated balance sheets. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income within the relevant jurisdiction and to the extent we believe that recovery is not likely, we must establish a valuation allowance. We have provided valuation allowances for certain of our deferred tax assets where it is more likely than not that some portion, or all of such assets, will not be realized. At March 31, 2013, the valuation allowances totaled \$88.6 million and relate to foreign and state net operating loss carryforwards, capital losses, foreign tax credits and state tax credits. Should we determine that we would not be able to realize all or part of our net deferred tax asset in the future, an adjustment to the deferred tax asset would be charged to income in the period such determination was made. At March 31, 2013, our deferred tax asset was \$80.7 million.

Various taxing authorities in the U.S. and other countries in which we do business scrutinize the tax structures employed by businesses. Companies of our size and complexity are regularly audited by the taxing authorities in the jurisdictions in which they conduct significant operations. We are currently under audit by the U.S. Internal Revenue Service (IRS) for our fiscal years 2009 and 2010 and SMSC is currently under IRS audit for fiscal years 2011 and 2012. We recognize liabilities for anticipated tax audit issues in the U.S. and other tax jurisdictions based on our estimate of whether, and the extent to which, additional tax payments are probable. We believe that we maintain appropriate tax reserves to offset any potential tax liabilities that may arise upon these and other pending audits in the U.S. and other countries in which we do business. If such amounts ultimately prove to be unnecessary, the resulting reversal of such reserves would result in tax benefits being recorded in the period the reserves are no longer deemed necessary. If such amounts ultimately prove to be less than an ultimate assessment, a future charge to expense would be recorded in the period in which the assessment is determined.

Junior Subordinated Convertible Debentures

We separately account for the liability and equity components of our junior subordinated convertible debentures in a manner that reflects our nonconvertible debt (unsecured debt) borrowing rate when interest cost is recognized. This results in a bifurcation of a component of the debt, classification of that component in equity and the accretion of the resulting discount on the debt to be recognized as part of interest expense in our consolidated statements of income. Lastly, we include the dilutive effect of the shares of our common stock issuable upon conversion of the outstanding junior subordinated convertible debentures in our diluted income per share calculation regardless of whether the market price trigger or other contingent conversion feature has been met. We apply the treasury stock method as we have the intent and have adopted an accounting policy to settle the principal amount of the junior subordinated convertible debentures in cash. This method results in incremental dilutive shares when the average fair value of our common stock for a reporting period exceeds the conversion price per share, which was \$26.78 at March 31, 2013, and adjusts as dividends are recorded in the future.

Contingencies

In the ordinary course of our business, we are involved in a limited number of legal actions, both as plaintiff and defendant, and could incur uninsured liability in any one or more of them. We also periodically receive notifications from various third parties alleging infringement of patents, intellectual property rights or other matters. With respect to pending legal actions to which we are a party, although the outcomes of these actions are not generally determinable, we believe that the ultimate resolution of these matters will not have a material adverse effect on our financial position, cash flows or results of operations. Litigation relating to the semiconductor industry is not uncommon, and we are, and from time to time have been, subject to such litigation. No assurances can be given with respect to the extent or outcome of any such litigation in the future.

Results of Continuing Operations

The following table sets forth certain operational data as a percentage of net sales for the years indicated:

	Year Ended March 31,		
	2013	2012	2011
Net sales	100.0%	100.0%	100.0%
Cost of sales	47.0	42.2	40.7
Gross profit	53.0	57.8	59.3
Research and development	16.1	13.2	11.5
Selling, general and administrative	16.5	15.0	15.0
Amortization of acquired intangible assets	7.1	0.8	0.8
Special charges	2.0	0.1	0.1
Operating income	11.3%	28.7%	31.9%

Net Sales

We operate in two industry segments and engage primarily in the design, development, manufacture and marketing of semiconductor products as well as the licensing of Flash intellectual property. We sell our products to distributors and original equipment manufacturers, referred to as OEMs, in a broad range of markets, perform ongoing credit evaluations of our customers and generally require no collateral. In certain circumstances, a customer's financial condition may require collateral, and, in such cases, the collateral would be typically provided by letters of credit.

Our net sales of \$1,581.6 million in fiscal 2013 increased by \$198.4 million, or 14.4%, over fiscal 2012, and our net sales of \$1,383.2 million in fiscal 2012 decreased by \$104.0 million, or 7.0%, from fiscal 2011. The increase in net sales in fiscal 2013 over fiscal 2012 was due primarily to our acquisition of SMSC on August 2, 2012, offset in part by adverse general economic and semiconductor industry conditions. The decrease in net sales in fiscal 2012 from fiscal 2011 was due primarily to weak general economic and semiconductor industry conditions. Average selling prices for our semiconductor products were up approximately 5% in fiscal 2013 over fiscal 2012 and were essentially flat in fiscal 2012 over fiscal 2011. The number of units of our semiconductor products sold was up approximately 10% in fiscal 2013 over fiscal 2012 and down approximately 8% in fiscal 2012 over fiscal 2011. The increase in the number of units of our semiconductor products sold and our average selling prices in fiscal 2013 was a result of our acquisition of SMSC. The average selling prices and the unit volumes of our sales are impacted by the mix of our products sold and overall semiconductor market conditions. Key factors impacting the amount of net sales during the last three fiscal years include:

- our acquisition of SMSC whose net sales included in our consolidated statements of income was approximately \$234.3 million in fiscal 2013;
- global economic conditions in the markets we serve;
- semiconductor industry conditions;
- inventory holding patterns of our customers;
- increasing semiconductor content in our customers' products;
- customers' increasing needs for the flexibility offered by our programmable solutions;
- our new product offerings that have increased our served available market; and
- continued market share gains in the segments of the markets we address.

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Sales by product line for the fiscal years ended March 31, 2013, 2012 and 2011 were as follows (dollars in thousands):

	Year Ended March 31,					
	2013	%	2012	%	2011	%
Microcontrollers	\$ 1,035,514	65.5	\$ 928,509	67.1	\$ 1,013,937	68.2
Analog, interface and mixed signal products	307,723	19.4	171,165	12.4	177,994	12.0
Memory products	142,557	9.0	179,217	13.0	221,219	14.9
Technology licensing	83,803	5.3	87,001	6.3	72,068	4.8
Other	12,026	0.8	17,284	1.2	1,987	0.1
Total Sales	<u>\$ 1,581,623</u>	<u>100.0</u>	<u>\$ 1,383,176</u>	<u>100.0</u>	<u>\$ 1,487,205</u>	<u>100.0</u>

Microcontrollers

Our microcontroller product line represents the largest component of our total net sales. Microcontrollers and associated application development systems accounted for approximately 65.5% of our total net sales in fiscal 2013, approximately 67.1% of our total net sales in fiscal 2012 and 68.2% of our total net sales in fiscal 2011.

Net sales of our microcontroller products increased approximately 11.5% in fiscal 2013 compared to fiscal 2012, and decreased approximately 8.4% in fiscal 2012 compared to fiscal 2011. The increase in net sales in fiscal 2013 compared to fiscal 2012 resulted primarily from our acquisition of SMSC and market share gains which offset weak general economic and semiconductor industry conditions in the end markets that we serve including the consumer, automotive, industrial control, communications and computing markets. The decrease in net sales in fiscal 2012 compared to fiscal 2011 resulted primarily from changes in general economic and semiconductor industry conditions in the end markets that we serve.

Historically, average selling prices in the semiconductor industry decrease over the life of any particular product. The overall average selling prices of our microcontroller products have remained relatively constant over time due to the proprietary nature of these products. We have experienced, and expect to continue to experience, moderate pricing pressure in certain microcontroller product lines, primarily due to competitive conditions. We have in the past been able to, and expect in the future to be able to, moderate average selling price declines in our microcontroller product lines by introducing new products with more features and higher prices. We may be unable to maintain average selling prices for our microcontroller products as a result of increased pricing pressure in the future, which could adversely affect our operating results.

Analog, Interface and Mixed Signal Products

Sales of our analog, interface and mixed signal products accounted for approximately 19.4% of our total net sales in fiscal 2013, approximately 12.4% of our total net sales in fiscal 2012 and approximately 12.0% of our total net sales in fiscal 2011.

Net sales of our analog, interface and mixed signal products increased approximately 79.8% in fiscal 2013 compared to fiscal 2012 and decreased approximately 3.8% in fiscal 2012 compared to fiscal 2011. The increase in net sales in fiscal 2013 compared to fiscal 2012 was driven primarily by our acquisition of SMSC and market share gains achieved within the analog, interface and mixed signal market. The decrease in net sales in fiscal 2012 compared to fiscal 2011 was driven primarily by weak general economic and semiconductor industry conditions which offset market share gains achieved within the analog, interface and mixed signal market.

Analog, interface and mixed signal products can be proprietary or non-proprietary in nature. Currently, we consider more than 80% of our analog, interface and mixed signal product mix to be proprietary in nature, where prices are relatively stable, similar to the pricing stability experienced in our microcontroller products. The non-proprietary portion of our analog, interface and mixed signal business will experience price fluctuations, driven primarily by the current supply and demand for those products. We may be unable to maintain the average selling prices of our analog, interface and mixed signal products as a result of increased pricing pressure in the future, which could adversely affect our operating results. We anticipate the proprietary portion of our analog, interface and mixed signal products will increase over time.

Memory Products

Sales of our memory products accounted for approximately 9.0% of our total net sales in fiscal 2013, approximately 13.0% of our total net sales in fiscal 2012 and approximately 14.9% of our total net sales in fiscal 2011.

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Net sales of our memory products decreased approximately 20.5% in fiscal 2013 compared to fiscal 2012, and decreased approximately 19.0% in fiscal 2012 compared to fiscal 2011. The decreases in memory product net sales in fiscal 2013 compared to fiscal 2012 and fiscal 2012 compared to fiscal 2011 were driven primarily by adverse customer demand conditions within the Serial EEPROM and Flash memory markets and weak general economic and semiconductor industry conditions.

Memory product pricing has historically been cyclical in nature, with steep price declines followed by periods of relative price stability, driven by changes in industry capacity at different stages of the business cycle. We have experienced, and expect to continue to experience, varying degrees of competitive pricing pressures in our memory products. We may be unable to maintain the average selling prices of our memory products as a result of increased pricing pressure in the future, which could adversely affect our operating results.

Technology Licensing

Technology licensing revenue includes a combination of royalties associated with technology licensed for the use of our SuperFlash technology and fees for engineering services. Technology licensing accounted for approximately 5.3% of our total net sales in fiscal 2013, approximately 6.3% of our total net sales in fiscal 2012 and approximately 4.8% of our total net sales in fiscal 2011.

Net sales related to our technology licensing decreased approximately 3.7% in fiscal 2013 compared to fiscal 2012 and increased approximately 20.7% in fiscal 2012 compared to fiscal 2011. The decrease in technology licensing net sales in fiscal 2013 compared to fiscal 2012 was due primarily to adverse semiconductor industry and global economic conditions. The increase in technology licensing net sales in fiscal 2012 compared to fiscal 2011 was driven primarily by the adoption of our technology by more manufacturers of semiconductors.

Other

Revenue from assembly and test subcontracting services accounted for approximately 0.8% of our total net sales in fiscal 2013, approximately 1.2% of our total net sales in fiscal 2012 and approximately 0.1% of our total net sales in fiscal 2011.

Distribution

Distributors accounted for approximately 53% of our net sales in fiscal 2013, approximately 59% of our net sales in fiscal 2012 and approximately 58% of our net sales in fiscal 2011. The decrease in distributor net sales in fiscal 2013 compared to prior periods was driven primarily by our acquisition of SMSC which makes a larger percentage of its net sales to OEM customers rather than through distributors.

Our largest distributor, Future Electronics, accounted for approximately 10% of our net sales in each of fiscal 2012 and fiscal 2011. Our two largest distributors together accounted for approximately 13% of our net sales in fiscal 2013 and approximately 14% of our net sales in each of fiscal 2012 and fiscal 2011. No other distributor accounted for more than 10% of our net sales in fiscal 2013, fiscal 2012 or fiscal 2011.

Generally, we do not have long-term agreements with our distributors and we, or our distributors, may terminate our relationship with each other with little or no advanced notice. The loss of, or the disruption in the operations of, one or more of our distributors could reduce our future net sales in a given quarter and could result in an increase in inventory returns.

At March 31, 2013, our distributors maintained 30 days of inventory of our products compared to 31 days at March 31, 2012 and 40 days at March 31, 2011. Over the past three fiscal years, the days of inventory maintained by our distributors have fluctuated between approximately 27 days and 47 days. We do not believe that inventory holding patterns at our distributors will materially impact our net sales, due to the fact that we recognize revenue based on sell-through for all of our distributors.

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Net Sales by Geography

Net sales by geography for the fiscal years ended March 31, 2013, 2012 and 2011 were as follows (dollars in thousands):

	Year Ended March 31,					
	2013	%	2012	%	2011	%
Americas	\$ 313,574	19.8	\$ 290,392	21.0	\$ 310,735	20.9
Europe	344,398	21.8	319,881	23.1	334,911	22.5
Asia	923,651	58.4	772,903	55.9	841,559	56.6
Total Net Sales	<u>\$ 1,581,623</u>	<u>100.0</u>	<u>\$ 1,383,176</u>	<u>100.0</u>	<u>\$ 1,487,205</u>	<u>100.0</u>

Our sales to foreign customers have been predominately in Asia and Europe, which we attribute to the manufacturing strength in those areas for automotive, communications, computing, consumer and industrial control products. Americas sales include sales to customers in the U.S., Canada, Central America and South America.

Sales to foreign customers accounted for approximately 83% of our net sales in fiscal 2013, approximately 82% of our net sales in fiscal 2012 and approximately 80% of our net sales in fiscal 2011. Substantially all of our foreign sales are U.S. dollar denominated. Sales to customers in Asia have generally increased over time due to many of our customers transitioning their manufacturing operations to Asia and growth in demand from the emerging Asian market as well as acquisitions such as SMSC which had a significant concentration of sales in Asia. Our sales force in the Americas and Europe supports a significant portion of the design activity for products which are ultimately shipped to Asia.

Sales to customers in China, including Hong Kong, accounted for approximately 27% of our net sales in fiscal 2013 and approximately 24% of our net sales in fiscal 2012 and approximately 25% in fiscal 2011. Sales to customers in Taiwan accounted for approximately 13% of our net sales in fiscal 2013, approximately 15% of our net sales in fiscal 2012 and approximately 13% of our net sales in fiscal 2011. We did not have sales into any other countries that exceeded 10% of our net sales during the last three fiscal years.

Gross Profit

Our gross profit was \$838.5 million in fiscal 2013, \$799.3 million in fiscal 2012 and \$881.3 million in fiscal 2011. Gross profit as a percent of sales was 53.0% in fiscal 2013, 57.8% in fiscal 2012 and 59.3% in fiscal 2011.

The most significant factors affecting our gross profit percentage in the periods covered by this report were:

- charges of approximately \$53.6 million in fiscal 2013 related to the recognition of acquired inventory at fair value as a result of our acquisitions which reduced our gross margins;
- production levels being below the range of our normal capacity, resulting in under absorption of fixed costs, in fiscal 2013 and the second half of fiscal 2012 compared to production levels being at or above the range of our normal capacity levels in the first half of fiscal 2012 and all of fiscal 2011;
- for each of fiscal 2013 and fiscal 2012, inventory write-downs being higher than the gross margin impact of sales of inventory that was previously written down; and
- fluctuations in the product mix of microcontrollers, analog products, memory products and technology licensing.

Other factors that impacted our gross profit percentage in the periods covered by this report include:

- continual cost reductions in wafer fabrication and assembly and test manufacturing, such as new manufacturing technologies and more efficient manufacturing techniques; and
- lower depreciation as a percentage of cost of sales.

We adjust our wafer fabrication and assembly and test capacity utilization as required to respond to actual and anticipated business and industry-related conditions. When production levels are below normal capacity, we charge cost of sales for the unabsorbed capacity. Our wafer fabrication facilities operated below normal capacity levels, which we typically consider to be 90% to 95% of the actual capacity of the installed equipment, during fiscal 2013 and the second half of fiscal 2012 in response to weak economic conditions. During fiscal 2011 and the first half of fiscal 2012, we operated at or above normal capacity levels in our wafer fabrication facilities. As a result of decreased production in our wafer fabs, approximately \$31.7 million was charged to cost of sales in fiscal 2013 and approximately \$6.7 million was charged to cost of sales in fiscal 2012. In the

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future, if production levels are below normal capacity, we will charge cost of sales for the unabsorbed capacity. Similar to our wafer fabs, during fiscal 2013 and the second half of fiscal 2012, we operated at levels below the total operating capacity of our Thailand assembly and test facility due to adverse business conditions and these actions had a negative impact on our gross margins. During the first half of fiscal 2012 and all of fiscal 2011, we operated at normal levels of capacity at our Thailand assembly and test facility, and we selectively increased our assembly and test capacity at such facility during such time.

The process technologies utilized in our wafer fabs impact our gross margins. Fab 2 currently utilizes various manufacturing process technologies, but predominantly utilizes our 0.5 to 1.0 micron processes. Fab 4 predominantly utilizes our 0.22 to 0.5 micron processes. We continue to transition products to more advanced process technologies to reduce future manufacturing costs. All of our production has been on 8-inch wafers during the periods covered by this report.

Our overall inventory levels were \$242.3 million at March 31, 2013, compared to \$217.3 million at March 31, 2012 and \$180.8 million at March 31, 2011. We maintained 116 days of inventory on our balance sheet at March 31, 2013 compared to 138 days of inventory at March 31, 2012 and 108 days at March 31, 2011. We expect our inventory levels in the June 2013 quarter to increase modestly from the March 2013 levels due to projected higher wafer purchases from third-party foundries. We believe our existing level of inventory will allow us to maintain competitive lead times and provide strong delivery performance to our customers and allow us to keep our fiscal 2014 capital expenditures at relatively low levels.

We anticipate that our gross margins will fluctuate over time, driven primarily by capacity utilization levels, the overall product mix of microcontroller, analog, interface and mixed signal products, memory products and technology licensing revenue and the percentage of net sales of each of these products in a particular quarter, as well as manufacturing yields, fixed cost absorption, and competitive and economic conditions in the markets we serve.

During the fourth quarter of fiscal 2013, approximately 56% of our assembly requirements were performed in our Thailand facilities, compared to approximately 67% during the fourth quarter of fiscal 2012 and approximately 61% during the fourth quarter of fiscal 2011. The percentage of our assembly work that is performed internally fluctuates over time based on supply and demand conditions in the semiconductor industry and our internal capacity capabilities. Third-party contractors located in Asia perform the balance of our assembly operations. During the fourth quarter of fiscal 2013, approximately 84% of our test requirements were performed in our Thailand facilities compared to approximately 95% during the fourth quarter of fiscal 2012 and approximately 88% during the fourth quarter of fiscal 2011. We believe that the assembly and test operations performed at our Thailand facility provide us with significant cost savings compared to contractor assembly and test costs, as well as increased control over these portions of the manufacturing process. SMSC had historically outsourced the majority of its assembly and test activities. We plan to bring some of SMSC's assembly and test activities into our Thailand facilities over time.

We have, in recent years, outsourced a larger portion of our wafer production requirements to third-party wafer foundries to augment our internal manufacturing capabilities. As a result of our acquisitions of SMSC in August 2012 and Silicon Storage Technology (SST) in April 2010, we have become more reliant on outside wafer foundries for our wafer fabrication requirements. In fiscal 2013 and the fourth quarter of fiscal 2013, approximately 33% and 38% of our sales came from products that were produced at outside wafer foundries.

Our use of third parties involves some reduction in our level of control over the portions of our business that we subcontract. While we review the quality, delivery and cost performance of our third-party contractors, our future operating results could suffer if any third-party contractor is unable to maintain manufacturing yields, assembly and test yields and costs at approximately their current levels.

Research and Development (R&D)

R&D expenses for fiscal 2013 were \$254.7 million, or 16.1% of sales, compared to \$182.7 million, or 13.2% of sales, for fiscal 2012 and \$170.6 million, or 11.5% of sales, for fiscal 2011. We are committed to investing in new and enhanced products, including development systems software, and in our design and manufacturing process technologies. We believe these investments are significant factors in maintaining our competitive position. R&D costs are expensed as incurred. Assets purchased to support our ongoing research and development activities are capitalized when related to products which have achieved technological feasibility or that have alternative future uses and are amortized over their expected useful lives. R&D expenses include labor, depreciation, masks, prototype wafers, and expenses for the development of process technologies, new packages, and software to support new products and design environments.

R&D expenses increased \$72.1 million, or 39.5%, for fiscal 2013 over fiscal 2012. The primary reasons for the dollar increase in R&D costs in fiscal 2013 compared to fiscal 2012 were additional costs from our acquisition of SMSC and higher

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headcount costs. R&D expenses increased \$12.1 million, or 7.1%, for fiscal 2012 over fiscal 2011. The primary reasons for the dollar increase in R&D costs in fiscal 2012 compared to fiscal 2011 were an increased number of employees driving higher employee costs and higher discretionary expenses offset by lower bonus costs.

In the June 2013 quarter, we expect R&D expenses to be relatively flat with the March 2013 quarter and for such expenses to decrease as a percentage of net sales due to operational efficiencies and continued synergies of integrating our acquisition of SMSC.

Selling, General and Administrative

Selling, general and administrative expenses for fiscal 2013 were \$261.5 million, or 16.5% of sales, compared to \$208.3 million, or 15.1% of sales, for fiscal 2012, and \$222.2 million, or 14.9% of sales, for fiscal 2011. Selling, general and administrative expenses include salary expenses related to field sales, marketing and administrative personnel, advertising and promotional expenditures and legal expenses. Selling, general and administrative expenses also include costs related to our direct sales force and field applications engineers who work in sales offices worldwide to stimulate demand by assisting customers in the selection and use of our products.

Selling, general and administrative expenses increased \$53.2 million, or 25.5%, for fiscal 2013 over fiscal 2012. The primary reason for the dollar increase in selling, general and administrative expenses in fiscal 2013 over fiscal 2012 were additional costs from our acquisition of SMSC. Selling, general and administrative expenses decreased \$13.9 million, or 6.2%, for fiscal 2012 over fiscal 2011. The primary reasons for the dollar decrease in selling, general and administrative expenses in fiscal 2012 over fiscal 2011 were lower bonus costs.

Selling, general and administrative expenses fluctuate over time, primarily due to revenue and operating expense investment levels.

Special Charges

Acquisition Related Expenses

During fiscal 2013, we incurred special charges of \$32.2 million comprised of a \$4.4 million net increase in the fair value of contingent consideration related to one of our acquisitions, \$16.3 million of primarily severance-related costs in addition to office closing, and other costs associated with the acquisition of SMSC and legal settlement costs of approximately \$11.5 million for certain legal matters related to SST (which we acquired in April 2010) in excess of previously accrued amounts. During fiscal 2012, special charges included a benefit of \$0.7 million comprised of a \$1.0 million favorable adjustment to contingent consideration offset by \$0.3 million of severance-related charges related to a prior year acquisition. During fiscal 2011, we incurred \$1.9 million of severance-related and office closure costs associated with our acquisition of SST.

Patent Licenses

During the fourth quarter of fiscal 2012, we agreed to the terms of a patent license with an unrelated third party and signed an agreement on March 20, 2012. The patent license settled alleged infringement claims. The total payment made to the third-party in March 2012 was \$2.8 million, \$1.5 million of which was expensed in the fourth quarter of fiscal 2012 and the remaining \$1.3 million was recorded as a prepaid royalty which will be amortized over the remaining life of the patents, which expire in December 2018.

Other Income (Expense)

Interest income in fiscal 2013 decreased to \$15.6 million from \$18.0 million in fiscal 2012 and from \$16.0 million in fiscal 2011. The primary reasons for the decrease in interest income for fiscal 2013 over fiscal 2012 relates to lower yields on short-term cash investments and lower invested cash balances. The primary reasons for the increase in interest income in fiscal 2012 over fiscal 2011 relates to the redemption of a previously written down auction rate security at par value and higher invested cash balances. Interest expense in fiscal 2013 was \$40.9 million compared to \$34.3 million in fiscal 2012 and \$31.5 million in fiscal 2011. The primary reasons for the increase in interest expense in fiscal 2013 over fiscal 2012 relates to increased borrowings under our credit facility to partially finance our acquisition of SMSC. Other expense, net in fiscal 2013 was \$0.4 million compared to other expense, net of \$0.4 million in fiscal 2012 and other income, net of \$1.9 million in fiscal 2011. The change in other (expense) income, net during fiscal 2012 compared to fiscal 2011 primarily relates to \$1.3 million of losses on equity securities during fiscal 2012 compared to \$2.4 million of gains on equity securities during fiscal 2011. These losses and

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gains were a result of impairment charges due to market fluctuations in the value of certain investments in publicly traded companies, as well as dividends received and losses and gains recognized on the sale of these equity securities.

Provision for Income Taxes

Provisions for income taxes reflect tax on our foreign earnings and federal and state tax on our U.S. earnings. Our effective tax rate on income from continuing operations was 16.3% in fiscal 2013, 11.3% in fiscal 2012 and 6.8% in fiscal 2011. Excluding one-time tax events described below, our effective tax rates were lower than statutory rates in the U.S. primarily due to our mix of earnings in foreign jurisdictions with lower tax rates, changes in tax regulations and the R&D tax credit. During fiscal 2013, our effective tax rate was higher due to \$27.2 million of one-time foreign and domestic tax implications from our acquisition of SMSC, which offset an \$8.1 million benefit received from the reinstatement of the R&D credit and \$9.7 million of other non-recurring tax events including releases of previously established tax reserves related to audit closures and expirations of statutes of limitations and the revaluation of deferred tax assets and liabilities. These items increased our effective tax rate from continuing operations by 6.2% to an effective tax rate of 16.3%. During fiscal 2012, we completed a project that led to additional R&D tax credit claims in the amount of \$4.1 million which reduced our effective tax rate by 1.1% to 11.3%. Our effective tax rate in fiscal 2011 includes a \$24.4 million benefit related to various items including a settlement with the IRS for our fiscal 2006 through fiscal 2008 tax audits, the expiration of the statute of limitations on various tax reserves, and a charge related to a corporate restructuring. This benefit reduced our effective tax rate from continuing operations by 5.4 percentage points to an effective tax rate of 6.8%.

Various taxing authorities in the U.S. and other countries in which we do business are increasing their scrutiny of the tax structures employed by businesses. Companies of our size and complexity are regularly audited by the taxing authorities in the jurisdictions in which they conduct significant operations. We are currently under audit by the IRS for our fiscal years 2009 and 2010, and SMSC is under audit for fiscal years 2011 and 2012. We recognize liabilities for anticipated tax audit issues in the U.S. and other tax jurisdictions based on our estimate of whether, and the extent to which, additional tax payments are probable. We believe that we maintain adequate tax reserves to offset any potential tax liabilities that may arise upon these and other pending audits in the U.S. and other countries in which we do business. If such amounts ultimately prove to be unnecessary, the resulting reversal of such reserves would result in tax benefits being recorded in the period the reserves are no longer deemed necessary. If such amounts ultimately prove to be less than any final assessment, a future charge to expense would be recorded in the period in which the assessment is determined.

Our Thailand manufacturing operations currently benefit from numerous tax holidays that have been granted to us by the Thailand government based on our investments in property, plant and equipment in Thailand. Our tax holiday periods in Thailand expire at various times in the future and any expiration of our tax holidays in Thailand are expected to have a minimal impact on our overall tax expense due to other tax holidays and increases in income in other taxing jurisdictions with lower statutory rates.

Results of Discontinued Operations

As a result of our acquisition of SST, certain of SST's product lines were marketed for sale based on management's decision regarding them not being a strategic fit into our product portfolio. The discontinued businesses include various memory product lines. For financial statement purposes, the net assets and results of operations for these discontinued businesses have been segregated from those of the continuing operations and are presented in our consolidated financial statements as discontinued operations and assets held for sale. On May 21, 2010, we completed a transaction to sell one of the businesses acquired from SST to Greenliant Systems, Ltd. The sale price in this transaction was determined by management to represent fair value, and accordingly, no gain or loss was recognized on the sale of the net assets. In this sale, we disposed of approximately \$23.6 million of assets held for sale, primarily comprised of inventory, property, plant and equipment, intangible assets and non-marketable securities. Consideration in the transaction was in the form of cash and notes receivable from Greenliant Systems, Ltd. On July 8, 2010, we granted an exclusive limited license for certain Serial NOR-Flash products to Professional Computer Technology, Ltd. (PCT). The license is limited to certain industry segments and geographic regions and excludes certain multinational customers. PCT has no license to sell these products to any other industry segment or geographic region other than as set forth in our agreement with them.

The net loss from discontinued operations in fiscal 2011 was \$10.2 million, or \$0.05 per diluted share. Contributing to the net loss from discontinued operations in fiscal 2011 was \$9.4 million of inventory write-downs related to discontinued operations. There were no assets held for sale on our consolidated balance sheet for the fiscal years ended March 31, 2013 or March 31, 2012.

Liquidity and Capital Resources

We had \$1,836.0 million in cash, cash equivalents and short-term and long-term investments at March 31, 2013, an increase of \$48.5 million from the March 31, 2012 balance. The increase in cash, cash equivalents and short-term and long-term investments over this time period is primarily attributable to cash generated by operating activities being offset by dividend payments of \$273.8 million and cash used for our acquisitions, net of proceeds received from our line of credit, of \$132.3 million.

Net cash provided from operating activities was \$446.2 million for fiscal 2013, \$396.5 million for fiscal 2012 and \$582.7 million for fiscal 2011. The increase in cash flow from operations in fiscal 2013 compared to fiscal 2012 was primarily due to changes in our operating assets and liabilities. The decrease in cash flow from operations in fiscal 2012 compared to fiscal 2011 was primarily due to changes in our operating assets and liabilities and lower net income in fiscal 2012.

Net cash used in investing activities was \$936.8 million for fiscal 2013, \$256.5 million for fiscal 2012 and \$187.9 million in fiscal 2011. The increase in net cash used in investing activities in fiscal 2013 compared to fiscal 2012 was primarily due to \$731.7 million of cash consideration, net of \$180.9 million of cash and cash equivalents acquired, used for our acquisition of SMSC. The increase in net cash used in investing activities in fiscal 2012 compared to fiscal 2011 was primarily due to a decrease in cash related to changes in our net purchases, sales and maturities of short-term and long-term investments which offset lower capital expenditures in fiscal 2012.

Our level of capital expenditures varies from time to time as a result of actual and anticipated business conditions. Capital expenditures were \$50.8 million in fiscal 2013, \$62.4 million in fiscal 2012 and \$124.5 million in fiscal 2011. The lower capital expenditure activity in fiscal 2013 compared to fiscal 2012 was primarily driven by decreased production requirements as a result of uncertain economic conditions. Capital expenditures are primarily for the expansion of production capacity and the addition of research and development equipment. We currently intend to spend approximately \$80 million during the next twelve months to invest in equipment and facilities to maintain, and selectively increase, capacity to meet our currently anticipated needs.

We expect to finance our capital expenditures through our existing cash balances and cash flows from operations. We believe that the capital expenditures anticipated to be incurred over the next twelve months will provide sufficient manufacturing capacity to meet our currently anticipated needs.

Net cash provided by financing activities was \$382.2 million for fiscal 2013. Net cash used in financing activities was \$208.1 million for fiscal 2012 and \$183.0 million for fiscal 2011. We received cash proceeds from borrowings under our credit agreement of \$620.0 million during fiscal 2013 which was used to partially finance our acquisition of SMSC. We paid cash dividends to our shareholders of \$273.8 million in fiscal 2013, \$266.2 million in fiscal 2012, and \$256.8 million in fiscal 2011. Proceeds from the exercise of stock options and employee purchases under our employee stock purchase plans were \$35.7 million for fiscal 2013, \$57.5 million for fiscal 2012 and \$71.9 million for fiscal 2011.

On August 12, 2011, we entered into a credit agreement with certain lenders. The credit agreement provides for a \$750 million revolving credit facility, with a \$100 million foreign currency sublimit, a \$25 million letter of credit sublimit and a \$15 million swingline loan sublimit, terminating on August 12, 2016. The credit agreement also contains an increase option permitting us, subject to certain requirements, to arrange with existing lenders and/or new lenders for them to provide up to an aggregate of \$250 million in additional commitments, which may be for revolving loans or term loans. Proceeds of loans made under the credit agreement may be used for working capital and general corporate purposes. At March 31, 2013, \$620.0 million of borrowings were outstanding under the credit agreement. See Note 16 of the notes to consolidated financial statements for more information regarding the credit agreement.

On August 2, 2012, we closed our acquisition of SMSC, and SMSC became a wholly owned subsidiary of Microchip. Upon the closing of the acquisition, each share of common stock of SMSC was cancelled and automatically converted into the right to receive \$37.00 in cash, without interest and less any applicable withholding taxes. We financed the transaction using approximately \$312.7 million of our existing balance of cash, cash equivalents and short-term investments and borrowings of approximately \$600.0 million under our existing credit agreement. At August 2, 2012, SMSC had approximately \$205.2 million of cash, cash equivalents and long-term investments on its balance sheet.

Our total cash, cash equivalents, short-term investments and long-term investments held by our foreign subsidiaries was \$1,782.0 million at March 31, 2013 and \$1,381.1 million at March 31, 2012. Under current tax laws and regulations, if accumulated earnings and profits held by our foreign subsidiaries that U.S. taxes had not previously been provided for were to be distributed to the U.S. in the form of dividends or otherwise, we would be subject to additional U.S. income taxes and

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foreign withholding taxes. The balance of cash, cash equivalents, short-term investments and long-term investments available for our U.S. operations as of March 31, 2013 and March 31, 2012 was approximately \$100.0 million and \$406.5 million, respectively. We utilize a variety of tax planning and financing strategies with the objective of having our worldwide cash available in the locations in which it is needed. We believe our offshore earnings are permanently reinvested offshore. However, there can be no assurance that we will not determine to repatriate some of our offshore earnings in future periods to fund stockholder dividends, share repurchases, acquisitions or other corporate activities in the future. We expect that a significant portion of our future cash generation will be in our foreign subsidiaries.

We enter into derivative transactions from time to time in an attempt to reduce our exposure to currency rate fluctuations. Although none of the countries in which we conduct significant foreign operations have had a highly inflationary economy in the last five years, there is no assurance that inflation rates or fluctuations in foreign currency rates in countries where we conduct operations will not adversely affect our operating results in the future. At March 31, 2013, we had \$6.0 million in notional amount of foreign currency-forward contracts outstanding.

On December 11, 2007, we announced that our Board of Directors had authorized the repurchase of up to 10 million shares of our common stock in the open market or in privately negotiated transactions. As of March 31, 2013, we had repurchased 7.5 million shares under this 10 million share authorization for a total of \$234.7 million. There is no expiration date associated with this program. The timing and amount of future repurchases will depend upon market conditions, interest rates, and corporate considerations.

As of March 31, 2013, we held approximately 22.3 million shares as treasury shares.

On October 28, 2002, we announced that our Board of Directors had approved and instituted a quarterly cash dividend on our common stock. The initial quarterly dividend of \$0.02 per share was paid on December 6, 2003 in the amount of \$4.1 million. To date, our cumulative dividend payments have totaled approximately \$1.95 billion. During fiscal 2013, we paid dividends in the amount of \$1.406 per share for a total dividend payment of \$273.8 million. During fiscal 2012, we paid dividends in the amount of \$1.390 per share for a total dividend payment of \$266.2 million. During fiscal 2011, we paid dividends in the amount of \$1.374 per share for a total dividend payment of \$256.8 million. On May 2, 2013, we declared a quarterly cash dividend of \$0.3535 per share, which will be paid on June 4, 2013, to stockholders of record on May 21, 2013 and the total amount of such dividend is expected to be approximately \$69.6 million. Our Board is free to change our dividend practices at any time and to increase or decrease the dividend paid, or not to pay a dividend, on our common stock on the basis of our results of operations, financial condition, cash requirements and future prospects, and other factors deemed relevant by our Board. Our current intent is to provide for ongoing quarterly cash dividends depending upon market conditions and our results of operations.

We believe that our existing sources of liquidity combined with cash generated from operations will be sufficient to meet our currently anticipated cash requirements for at least the next 12 months. However, the semiconductor industry is capital intensive. In order to remain competitive, we must constantly evaluate the need to make significant investments in capital equipment for both production and research and development. We may further borrow under our credit agreement, expand our credit agreement or seek additional equity or debt financing from time to time to increase our level of domestic cash to fund dividends, share repurchases or acquisitions, or to maintain or expand our wafer fabrication and product assembly and test facilities, or for other purposes. The timing and amount of any such financing requirements will depend on a number of factors, including our level of dividend payments, changes in tax laws and regulations regarding the repatriation of offshore cash, demand for our products, changes in industry conditions, product mix, competitive factors and our ability to identify suitable acquisition candidates. There can be no assurance that such financing will be available on acceptable terms, and any additional equity financing would result in incremental ownership dilution to our existing stockholders.

Contractual Obligations

The following table summarizes our significant contractual obligations at March 31, 2013, and the effect such obligations are expected to have on our liquidity and cash flows in future periods. This table excludes amounts already recorded on our balance sheet as current liabilities at March 31, 2013 (dollars in thousands):

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	Payments Due by Period				
	Total	Less than 1 year	1 – 3 years	3 – 5 years	More than 5 years
Operating lease obligations	\$ 71,071	\$ 13,344	\$ 21,451	\$ 16,591	\$ 19,685
Capital purchase obligations ⁽¹⁾	28,011	28,011	—	—	—
Other purchase obligations and commitments ⁽²⁾	57,719	56,413	1,306	—	—
Borrowings under credit agreement outstanding as of March 31, 2013 - principal and interest ⁽³⁾	662,026	12,152	24,304	625,570	—
2.125% junior convertible debentures – principal and interest ⁽⁴⁾	1,753,810	24,438	48,875	48,875	1,631,622
Total contractual obligations ⁽⁵⁾	<u>\$ 2,572,637</u>	<u>\$ 134,358</u>	<u>\$ 95,936</u>	<u>\$ 691,036</u>	<u>\$ 1,651,307</u>

⁽¹⁾ Capital purchase obligations represent commitments for construction or purchases of property, plant and equipment. These obligations were not recorded as liabilities on our balance sheet as of March 31, 2013, as we have not yet received the related goods or taken title to the property.

⁽²⁾ Other purchase obligations and commitments include payments due under various types of licenses and outstanding purchase commitments with our wafer foundries of approximately \$55.3 million for delivery of wafers in fiscal 2014.

⁽³⁾ For purposes of this table we have assumed that the principal of our credit agreement borrowings outstanding at March 31, 2013 will be paid on August 12, 2016, which is the maturity date of such borrowings.

⁽⁴⁾ For purposes of this table we have assumed that the principal of our convertible debentures will be paid on December 31, 2037.

⁽⁵⁾ Total contractual obligations do not include contractual obligations recorded on the balance sheet as current liabilities, or certain purchase obligations as discussed below. The contractual obligations also do not include amounts related to uncertain tax positions because reasonable estimates cannot be made.

Purchase orders or contracts for the purchase of raw materials and other goods and services, with the exception of commitments to our wafer foundries, are not included in the table above. We are not able to determine the aggregate amount of such purchase orders that represent contractual obligations, as purchase orders may represent authorizations to purchase rather than binding agreements. For the purpose of this table, contractual obligations for the purchase of goods or services are defined as agreements that are enforceable and legally binding on us and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Our purchase orders are based on our current manufacturing needs and are fulfilled by our vendors with short time horizons. We do not have significant agreements for the purchase of raw materials or other goods specifying minimum quantities or set prices that exceed our expected requirements for three months. We also enter into contracts for outsourced services; however, the obligations under these contracts were not significant and the contracts generally contain clauses allowing for cancellation without significant penalty.

The expected timing of payment of the obligations discussed above is estimated based on current information. Timing of payments and actual amounts paid may be different depending on the time of receipt of goods or services or changes to agreed-upon amounts for some obligations.

Off-Balance Sheet Arrangements

As of March 31, 2013, we are not involved in any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

Recently Issued Accounting Pronouncements

In February 2013, the FASB issued an amendment to the existing guidance to clarify the reclassification requirements from accumulated other comprehensive income to net income. This amendment requires disclosure of amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present either on the face of the financial statements or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income, but only if the amount is reclassified in its entirety to net income in the same reporting period. For amounts not reclassified in their entirety to net income, an entity is required to cross-reference to

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the related note on the face of the financial statements for additional information. These amendments are effective for interim and annual periods beginning after December 15, 2012, which for us is the first quarter of fiscal year 2014. These changes are required to be applied prospectively. We do not anticipate that the adoption of this amendment will have a material impact on our consolidated financial statements and related disclosures.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our investments are intended to establish a high-quality portfolio that preserves principal, meets liquidity needs, avoids inappropriate concentrations, and delivers an appropriate yield in relationship to our investment guidelines and market conditions. Our investment portfolio, consisting of fixed income securities, money market funds, cash deposits, and marketable securities that we hold on an available-for-sale basis, was \$1,836.0 million as of March 31, 2013 compared to \$1,787.6 million as of March 31, 2012. The available-for-sale debt securities, like all fixed income instruments, are subject to interest rate risk and will decline in value if market interest rates increase. We have the ability to hold our fixed income investments until maturity and, therefore, we would not expect to recognize any material adverse impact in income or cash flows if market interest rates increase. The following table provides information about our available-for-sale securities that are sensitive to changes in interest rates. We have aggregated our available-for-sale securities for presentation purposes since they are all very similar in nature (dollars in thousands):

	Financial instruments maturing during the fiscal year ended March 31,					
	2014	2015	2016	2017	2018	Thereafter
Available-for-sale securities	\$ 352,279	\$ 290,359	\$ 462,073	\$ 36,958	\$ 10,016	\$ 144,328
Weighted-average yield rate	1.48%	1.37%	0.57%	0.81%	0.45%	0.86%

At March 31, 2013, \$33.8 million of the fair value of our investment portfolio was invested in ARS. With the continuing liquidity issues in the global credit and capital markets, our ARS have experienced multiple failed auctions and are not liquid. While we continue to earn interest on these investments based on a pre-determined formula with spreads tied to particular interest rate indices, the estimated market value for a portion of these ARS no longer approximates the original purchase value.

The fair value of the failed ARS of \$33.8 million has been estimated based on market information and estimates determined by management and could change significantly based on market conditions. We evaluated the impairments in the value of these ARS, determining our intent to sell these securities prior to the recovery of our amortized cost basis, which resulted in some of the securities being other-than-temporarily impaired and recognized impairment charges on these investments of \$0.4 million in fiscal 2013. In fiscal 2012, we recognized a \$0.3 million gain on our ARS positions as a gain on redemption at par value of one ARS position offset impairment charges recognized during the year. If the issuers are unable to successfully close future auctions or if their credit ratings deteriorate further, we may be required to further adjust the carrying value of the investments through an additional impairment charge to earnings.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The consolidated financial statements listed in the index appearing under Item 15(a)(1) hereof are filed as part of this Form 10-K. See also Index to Financial Statements below.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Annual Report on Form 10-K, as required by paragraph (b) of Rule 13a-15 or Rule 15d-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we evaluated under the supervision of our Chief Executive Officer and our Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Exchange Act. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures are effective to ensure that information we

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are required to disclose in reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls and procedures are designed to provide reasonable assurance that such information is accumulated and communicated to our management. Our disclosure controls and procedures include components of our internal control over financial reporting. Management's assessment of the effectiveness of our internal control over financial reporting is expressed at the level of reasonable assurance because a control system, no matter how well designed and operated, can provide only reasonable, but not absolute, assurance that the control system's objectives will be met.

Management Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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 our financial statements.

Management assessed our internal control over financial reporting as of March 31, 2013, the end of our fiscal year. Management based its assessment on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included evaluation of such elements as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and our overall control environment. This assessment is supported by testing and monitoring performed by our finance organization.

Based on our assessment, management has concluded that our internal control over financial reporting was effective as of the end of the fiscal year to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles. We reviewed the results of management's assessment with the Audit Committee of our Board of Directors.

Ernst & Young LLP, an independent registered public accounting firm, who audited our consolidated financial statements included in this Form 10-K has issued an attestation report on our internal control over financial reporting, which is included in Part II, Item 9A.

Changes in Internal Control over Financial Reporting

During the three months ended March 31, 2013, there was no change in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

***The Board of Directors and Stockholders of
Microchip Technology Incorporated and subsidiaries***

We have audited Microchip Technology Incorporated and subsidiaries' internal control over financial reporting as of March 31, 2013, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Microchip Technology Incorporated and subsidiaries' management is responsible 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 Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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, Microchip Technology Incorporated and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of March 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the March 31, 2013 consolidated financial statements of Microchip Technology Incorporated and subsidiaries and our report dated May 30, 2013 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Phoenix, Arizona
May 30, 2013

Item 9B. OTHER INFORMATION

In fiscal 2013, each of J. Eric Bjornholt, our Chief Financial Officer, Mitch Little, our Vice President, Worldwide Sales and Applications, Steve Drehobl, our Vice President, MCU8 and Technology Development Division, and Rich Simoncic, our Vice President, Analog and Interface Products Division, entered into trading plans as contemplated by Rule 10b-5-1 under the Exchange Act and periodic sales of our common stock have occurred and are expected to occur under such plans.

The foregoing disclosure is being made on a voluntary basis and not pursuant to any specific requirement under Form 10-K, Form 8-K or otherwise.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information on the members of our Board of Directors is incorporated herein by reference to our proxy statement for our 2013 annual meeting of stockholders under the captions "The Board of Directors," and "Proposal One – Election of Directors."

Information on the composition of our audit committee and the members of our audit committee, including information on our audit committee financial experts, is incorporated by reference to our proxy statement for our 2013 annual meeting of stockholders under the caption "The Board of Directors – Committees of the Board of Directors – Audit Committee."

Information on our executive officers is provided in Item 1, Part I of this Form 10-K under the caption "Executive Officers of the Registrant" at page 10, above.

Information with respect to compliance with Section 16(a) of the Exchange Act, is incorporated herein by reference to our proxy statement for our 2013 annual meeting of stockholders under the caption "Section 16(a) Beneficial Ownership Reporting Compliance."

Information with respect to our code of ethics that applies to our directors, executive officers (including our principal executive officer and our principal financial and accounting officer) and employees is incorporated by reference to our proxy statement for our 2013 annual meeting of stockholders under the caption "Code of Ethics." A copy of our Code of Ethics is available on our website at the Investor Relations section under Mission Statement/Corporate Governance on www.microchip.com.

Information regarding material changes, if any, to procedures by which security holders may recommend nominees to our Board of Directors is incorporated by reference to our proxy statement for the 2013 annual meeting of stockholders under the caption "Requirements, Including Deadlines, for Receipt of Stockholder Proposals for the 2013 Annual Meeting of Stockholders; Discretionary Authority to Vote on Stockholder Proposals."

Item 11. EXECUTIVE COMPENSATION

Information with respect to executive compensation is incorporated herein by reference to the information under the caption "Executive Compensation" in our proxy statement for our 2013 annual meeting of stockholders.

Information with respect to director compensation is incorporated herein by reference to the information under the caption "The Board of Directors – Director Compensation" in our proxy statement for our 2013 annual meeting of stockholders.

Information with respect to compensation committee interlocks and insider participation in compensation decisions is incorporated herein by reference to the information under the caption "The Board of Directors – Compensation Committee Interlocks and Insider Participation" in our proxy statement for our 2013 annual meeting of stockholders.

Our Board compensation committee report on executive compensation is incorporated herein by reference to the information under the caption "Executive Compensation – Compensation Committee Report on Executive Compensation" in our proxy statement for our 2013 annual meeting of stockholders.

Item 12. SECURITY OWNERSHIP OF CERTIAN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information with respect to securities authorized for issuance under our equity compensation plans is incorporated herein by reference to the information under the caption "Executive Compensation – Equity Compensation Plan Information" in our proxy statement for our 2013 annual meeting of stockholders.

Information with respect to security ownership of certain beneficial owners, members of our Board of Directors and management is incorporated herein by reference to the information under the caption "Security Ownership of Principal Stockholders, Directors and Executive Officers" in our proxy statement for our 2013 annual meeting of stockholders.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item pursuant to Item 404 of Regulation S-K is incorporated by reference to the information under the caption "Certain Transactions" contained in our proxy statement for our 2013 annual meeting of stockholders.

The information required by this Item pursuant to Item 407(a) of Regulation S-K regarding the independence of our directors is incorporated by reference to the information under the caption "Meetings of the Board of Directors" contained in our proxy statement for our 2013 annual meeting of stockholders.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item related to principal accountant fees and services as well as related pre-approval policies is incorporated by reference to the information under the caption "Independent Registered Public Accounting Firm" contained in our proxy statement for our 2013 annual meeting of stockholders.

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Form 10-K:

	Page No.
(1) Financial Statements:	
Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets as of March 31, 2013 and 2012	F-2
Consolidated Statements of Income for each of the three years in the period ended March 31, 2013	F-3
Consolidated Statements of Comprehensive Income for each of the three years in the period ended March 31, 2013	F-4
Consolidated Statements of Cash Flows for each of the three years in the period ended March 31, 2013	F-5
Consolidated Statements of Stockholders' Equity for each of the three years in the period ended March 31, 2013	F-6
Notes to Consolidated Financial Statements	F-7
(2) Financial Statement Schedules	None
(3) The Exhibits filed with this Form 10-K or incorporated herein by reference are set forth in the Exhibit Index beginning on page 51 hereof, which Exhibit Index is incorporated herein by this reference.	

(b) See Item 15(a)(3) above.

(c) See "Index to Financial Statements" included under Item 8 to this Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MICROCHIP TECHNOLOGY INCORPORATED
(Registrant)

Date: May 30, 2013

By: /s/ Steve Sanghi
Steve Sanghi
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Steve Sanghi</u> Steve Sanghi	Chairman, President and Chief Executive Officer	May 30, 2013
<u>/s/ Albert J. Hugo-Martinez</u> Albert J. Hugo-Martinez	Director	May 30, 2013
<u>/s/ L.B. Day</u> L.B. Day	Director	May 30, 2013
<u>/s/ Matthew W. Chapman</u> Matthew W. Chapman	Director	May 30, 2013
<u>/s/ Wade F. Meyercord</u> Wade F. Meyercord	Director	May 30, 2013
<u>/s/ J. Eric Bjornholt</u> J. Eric Bjornholt	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 30, 2013

EXHIBITS**Incorporated by Reference**

Exhibit Number	Exhibit Description	Form	File Number	Exhibit	Filing Date	Filed Herewith
2.1	Purchase and Sale Agreement, dated as of July 18, 2002 between Registrant and Fujitsu Microelectronics, Inc.	8-K	000-21184	2.1	7/18/2002	
2.2	Agreement and Plan of Merger dated as of May 1, 2012 by and among Microchip Technology Incorporated, Microchip Technology Management Co. and Standard Microsystems Corporation, including Form of Voting Agreement	10-K	000-21184	2.2	5/30/2012	
2.3	Agreement and Plan of Merger dated as of February 2, 2010 by and among Microchip Technology Incorporated, Sun Acquisition Corporation and Silicon Storage Technology, Inc.	10-Q	000-21184	2.1	2/9/2010	
2.4	Amendment No. 1 to Agreement and Plan of Merger by and among Microchip Technology Incorporated, Sun Acquisition Corporation and Silicon Storage Technology, Inc.	8-K	000-21184	2.1	2/23/2009	
2.5	Amendment No. 2 to Agreement and Plan of Merger by and among Microchip Technology Incorporated, Sun Acquisition Corporation and Silicon Storage Technology, Inc.	8-K	000-21184	2.1	3/8/2010	
3.1	Restated Certificate of Incorporation of Registrant	10-Q	000-21184	3.1	11/12/2002	
3.2	Amended and Restated By-Laws of Registrant, as amended through January 29, 2007	10-Q	000-21184	3.1	2/6/2007	
4.1	Indenture, dated as of December 7, 2007, by and between Wells Fargo Bank, National Association, as Trustee, and Microchip Technology Incorporated	8-K	000-21184	4.1	12/7/2007	
4.2	Registration Rights Agreement, dated as of December 7, 2007, by and between J.P. Morgan Securities Inc. and Microchip Technology Incorporated	8-K	000-21184	4.2	12/7/2007	
10.1	Credit Agreement, dated August 12, 2011, among Microchip Technology Incorporated, the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent	8-K	000-21184	10.1	8/18/2011	
10.2	Amendment No. 1 to Credit Agreement dated as of February 6, 2012	10-K	000-21184	10.2	5/30/2012	
10.3	Amendment No. 2 to Credit Agreement dated as of April 10, 2012	10-K	000-21184	10.3	5/30/2012	

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Exhibit Number	Exhibit Description	Incorporated by Reference				
		Form	File Number	Exhibit	Filing Date	Filed Herewith
10.4	Form of Indemnification Agreement between Registrant and its directors and certain of its officers	S-1	33-57960	10.1	2/5/1993	
10.5	Microchip Technology Incorporated 2012 Inducement Award Plan as adopted by the Board of Directors on August 1, 2012	S-8	333-183074	4.8	8/1/2012	
10.6	*2004 Equity Incentive Plan as amended by the Board on August 17, 2012	8-K	000-21184	10.1	8/23/2012	
10.7	*Form of Notice of Grant for 2004 Equity Incentive Plan (including Exhibit A Stock Option Agreement)	S-8	333-119939	4.5	10/25/2004	
10.8	Form of Notice of Grant (Foreign) for 2004 Equity Incentive Plan (including Exhibit A Stock Option Agreement (Foreign))	10-K	000-21184	10.4	5/23/2005	
10.9	*Form of Notice of Grant of Restricted Stock Units for 2004 Equity Incentive Plan (including Exhibit A Restricted Stock Units Agreement)	10-K	000-21184	10.6	5/31/2006	
10.10	*Restricted Stock Units Agreement (Domestic) for 2004 Equity Incentive Plan	10-Q	000-21184	10.3	11/7/2007	
10.11	Restricted Stock Units Agreement (Foreign) for 2004 Equity Incentive Plan	10-Q	000-21184	10.4	11/7/2008	
10.12	*Form of Global RSU Agreement for 2004 Equity Incentive Plan (including Notice of Grant of Restricted Stock Units)	8-K	000-21184	10.1	9/27/2010	
10.13	*1993 Stock Option Plan, as Amended through August 16, 2002	10-Q	000-21184	10.1	11/12/2002	
10.14	*Form of Notice of Grant For 1993 Stock Option Plan, with Exhibit A thereto, Form of Stock Option Agreement; and Exhibit B thereto, Form of Stock Purchase Agreement	S-8	333-872	10.6	1/23/1996	
10.15	*Microchip Technology Incorporated 2001 Employee Stock Purchase Plan as amended through March 1, 2012	10-Q	000-21184	10.1	2/6/2012	
10.16	*1997 Nonstatutory Stock Option Plan, as Amended Through March 3, 2003	10-K	000-21184	10.13	6/5/2003	
10.17	*Form of Notice of Grant For 1997 Nonstatutory Stock Option Plan, with Exhibit A thereto, Form of Stock Option Agreement	10-K	000-21184	10.17	5/27/1998	

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Incorporated by Reference						
Exhibit Number	Exhibit Description	Form	File Number	Exhibit	Filing Date	Filed Herewith
10.18	Microchip Technology Incorporated International Employee Stock Purchase Plan as amended through August 19, 2011, including Purchase Agreement, Enrollment Form and Change Form	S-8	333-177889	4.2	11/10/2011	
10.19	*Executive Management Incentive Compensation Plan as amended on August 19, 2011	8-K	000-21184	10.1	8/24/2011	
10.20	*Discretionary Executive Management Incentive Compensation Plan	10-Q	000-21184	10.5	2/6/2007	
10.21	*Management Incentive Compensation Plan as amended by the Board of Directors on May 17, 2013					X
10.22	PowerSmart, Inc. 1998 Stock Incentive Plan, Including Forms of Incentive Stock Option Agreement and Nonqualified Stock Option Agreement	S-8	333-96791	4.1	7/19/2002	
10.23	*Microchip Technology Incorporated Supplemental Retirement Plan	S-8	333-101696	4.1.1	4/1/2009	
10.24	*Adoption Agreement to the Microchip Technology Incorporated Supplemental Retirement Plan dated January 1, 1997	S-8	333-101696	4.1.3	4/1/2003	
10.25	*Amendment dated December 9, 1999 to the Adoption Agreement to the Microchip Technology Incorporated Supplemental Retirement Plan	S-8	333-101696	4.1.4	4/1/2004	
10.26	*February 3, 2003 Amendment to the Adoption Agreement to the Microchip Technology Incorporated Supplemental Retirement Plan	10-K	000-21184	10.28	6/5/2003	
10.27	*Amendments to Supplemental Retirement Plan	10-Q	000-21184	10.1	2/9/2006	
10.28	*Change of Control Severance Agreement	8-K	000-21184	10.1	12/18/2008	
10.29	*Change of Control Severance Agreement	8-K	000-21184	10.2	12/18/2008	
10.30	Development Agreement dated as of August 29, 1997 by and between Registrant and the City of Chandler, Arizona	10-Q	000-21184	10.1	2/13/1998	
10.31	Addendum to Development Agreement by and between Registrant and the City of Tempe, Arizona, dated May 11, 2000	10-K	000-21184	10.14	5/15/2001	
10.32	Development Agreement dated as of July 17, 1997 by and between Registrant and the City of Tempe, Arizona	10-Q	000-21184	10.2	2/13/1998	

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Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File Number	Exhibit	Filing Date	
10.33	Amended Strategic Investment Program Contract dated as of June 8, 2009 between, Multnomah County, Oregon, City of Gresham, Oregon and Microchip Technology Incorporated	8-K	000-21184	10.1	6/11/2009	
21.1	Subsidiaries of Registrant					X
23.1	Consent of Independent Registered Public Accounting Firm					X
24.1	Power of Attorney re: Microchip Technology Incorporated, the Registrant	10-K	000-21184	24.1	5/29/2009	
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act)					X
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act)					X
32	Certifications Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X

*Compensation plans or arrangements in which directors or executive officers are eligible to participate.

Annual Report on Form 10-K

Item 8, Item 15(a)(1) and (2), (b) and (c)

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CONSOLIDATED FINANCIAL STATEMENTS

EXHIBITS

YEAR ENDED MARCH 31, 2013

MICROCHIP TECHNOLOGY INCORPORATED
AND SUBSIDIARIES

CHANDLER, ARIZONA

MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

***The Board of Directors and Stockholders of
Microchip Technology Incorporated and subsidiaries***

We have audited the accompanying consolidated balance sheets of Microchip Technology Incorporated and subsidiaries as of March 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended March 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Microchip Technology Incorporated and subsidiaries at March 31, 2013 and 2012, and the consolidated results of their operations and their cash flows for each of the three years in the period ended March 31, 2013, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Microchip Technology Incorporated and subsidiaries' internal control over financial reporting as of March 31, 2013, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 30, 2013 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Phoenix, Arizona
May 30, 2013

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MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

ASSETS

	March 31,	
	2013	2012
Cash and cash equivalents	\$ 528,334	\$ 635,755
Short-term investments	1,050,263	823,254
Accounts receivable, net	229,955	170,201
Inventories	242,334	217,278
Prepaid expenses	37,439	25,658
Deferred tax assets	80,687	91,191
Other current assets	67,358	52,524
Total current assets	2,236,370	2,015,861
Property, plant and equipment, net	514,544	516,611
Long-term investments	257,450	328,586
Goodwill	271,348	93,513
Intangible assets, net	530,136	90,436
Other assets	41,557	38,769
Total assets	\$ 3,851,405	\$ 3,083,776

LIABILITIES AND STOCKHOLDERS' EQUITY

Accounts payable	\$ 75,551	\$ 50,287
Accrued liabilities	127,108	88,877
Deferred income on shipments to distributors	138,952	108,709
Total current liabilities	341,611	247,873
Junior convertible debentures	363,385	355,050
Long-term line of credit	620,000	—
Long-term income tax payable	182,723	70,490
Deferred tax liability	388,250	411,368
Other long-term liabilities	21,966	8,322
Stockholders' equity:		
Preferred stock, \$0.001 par value; authorized 5,000,000 shares; no shares issued or outstanding	—	—
Common stock, \$0.001 par value; authorized 450,000,000 shares; 218,789,994 shares issued and 196,472,856 shares outstanding at March 31, 2013; 218,789,994 shares issued and 193,150,532 shares outstanding at March 31, 2012	196	193
Additional paid-in capital	1,255,627	1,268,907
Common stock held in treasury: 22,317,138 shares at March 31, 2013; 25,639,462 shares at March 31, 2012	(682,220)	(780,893)
Accumulated other comprehensive income	6,935	3,101
Retained earnings	1,352,932	1,499,365
Total stockholders' equity	1,933,470	1,990,673
Total liabilities and stockholders' equity	\$ 3,851,405	\$ 3,083,776

See accompanying notes to consolidated financial statements

MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share amounts)

	Year ended March 31,		
	2013	2012	2011
Net sales	\$ 1,581,623	\$ 1,383,176	\$ 1,487,205
Cost of sales (1)	743,164	583,882	605,954
Gross profit	838,459	799,294	881,251
Operating expenses:			
Research and development (1)	254,723	182,650	170,607
Selling, general and administrative (1)	261,471	208,328	222,184
Amortization of acquired intangible assets	111,537	10,963	12,412
Special charges, net	32,175	837	1,865
	659,906	402,778	407,068
Operating income	178,553	396,516	474,183
(Losses) gains on equity method investments	(617)	(195)	157
Other income (expense):			
Interest income	15,560	17,992	16,002
Interest expense	(40,915)	(34,266)	(31,521)
Other (expense) income, net	(404)	(352)	1,877
Income from continuing operations before income taxes	152,177	379,695	460,698
Income tax provision	24,788	42,990	31,531
Net income from continuing operations	127,389	336,705	429,167
Discontinued operations:			
Loss from discontinued operations before income taxes	—	—	(11,126)
Income tax benefit	—	—	(909)
Net loss from discontinued operations	—	—	(10,217)
Net income	\$ 127,389	\$ 336,705	\$ 418,950
Basic net income per common share – continuing operations	\$ 0.65	\$ 1.76	\$ 2.29
Basic net loss per common share – discontinued operations	—	—	(0.05)
Basic net income per common share	\$ 0.65	\$ 1.76	\$ 2.24
Diluted net income per common share – continuing operations	\$ 0.62	\$ 1.65	\$ 2.20
Diluted net loss per common share – discontinued operations	—	—	(0.05)
Diluted net income per common share	\$ 0.62	\$ 1.65	\$ 2.15
Dividends declared per common share	\$ 1.406	\$ 1.390	\$ 1.374
Basic common shares outstanding	194,595	191,283	187,066
Diluted common shares outstanding	205,776	203,519	194,715
(1) Includes share-based compensation expense as follows:			
Cost of sales	\$ 8,234	\$ 5,648	\$ 6,825
Research and development	22,178	14,719	12,874
Selling, general and administrative	27,603	17,922	17,113

See accompanying notes to consolidated financial statements

MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	Year Ended March 31,		
	2013	2012	2011
Net income	\$ 127,389	\$ 336,705	\$ 418,950
Components of other comprehensive income (loss), net of tax:			
Change in net unrealized holding gain (loss) on available-for-sale securities, net of tax effect of (\$505), \$281 and (\$493), respectively	2,343	(256)	325
Change in minimum pension liability, net of tax effect of (\$28)	52	—	—
Change in net foreign currency translation adjustment	1,439	—	—
Other comprehensive income (loss)	3,834	(256)	325
Total comprehensive income	<u>\$ 131,223</u>	<u>\$ 336,449</u>	<u>\$ 419,275</u>

See accompanying notes to consolidated financial statements

MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year ended March 31,		
	2013	2012	2011
Cash flows from operating activities:			
Net income	\$ 127,389	\$ 336,705	\$ 418,950
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	204,097	99,424	106,612
Deferred income taxes	(28,368)	21,954	24,003
Share-based compensation expense related to equity incentive plans	52,069	38,289	36,812
Excess tax benefit from share-based compensation	(297)	(576)	(1,854)
Convertible debt derivatives - revaluation and amortization	138	204	(185)
Amortization of convertible debenture issuance costs	217	219	219
Amortization of debt discount on convertible debentures	8,197	7,512	6,847
Losses (gains) on equity method investments	617	195	(157)
Gain on sale of assets	(256)	(411)	(89)
Loss on write-down of fixed assets	400	—	—
Unrealized impairment loss on available-for-sale investments	413	2,158	4,659
Special charge (income)	4,400	(1,000)	—
Changes in operating assets and liabilities:			
Decrease in accounts receivable	386	11,845	6,341
Decrease (increase) in inventories	65,867	(35,240)	(22,068)
Increase (decrease) in deferred income on shipments to distributors	18,867	(31,335)	38,781
Decrease in accounts payable and accrued liabilities	(40,914)	(61,455)	(638)
Change in other assets and liabilities	32,957	7,970	(35,572)
Net cash provided by operating activities	446,179	396,458	582,661
Cash flows from investing activities:			
Purchases of available-for-sale investments	(985,791)	(1,133,625)	(1,008,056)
Sales and maturities of available-for-sale investments	856,579	983,500	1,055,286
Acquisition of SMSC, net of cash acquired	(731,746)	—	—
Acquisition of SST, net of cash acquired	—	—	(112,707)
Other business acquisitions, net of cash acquired	(20,556)	(38,580)	(13,020)
Investments in other assets	(4,730)	(5,818)	(16,567)
Proceeds from sale of assets	306	411	31,668
Capital expenditures	(50,818)	(62,370)	(124,454)
Net cash used in investing activities	(936,756)	(256,482)	(187,850)
Cash flows from financing activities:			
Proceeds from borrowings on line of credit	620,000	—	—
Payment of cash dividend	(273,822)	(266,178)	(256,811)
Proceeds from sale of common stock	35,695	57,457	71,940
Excess tax benefit from share-based compensation	297	576	1,854
Net cash provided by (used in) financing activities	382,170	(208,145)	(183,017)
Effect of foreign exchange rate changes on cash and cash equivalents	986	—	—
Net (decrease) increase in cash and cash equivalents	(107,421)	(68,169)	211,794
Cash and cash equivalents at beginning of period	635,755	703,924	492,130
Cash and cash equivalents at end of period	\$ 528,334	\$ 635,755	\$ 703,924

See accompanying notes to consolidated financial statements

MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in thousands)

	Common Stock and Additional Paid-in- Capital		Common Stock Held in Treasury		Accumulated Other Comprehensive Income	Retained Earnings	Net Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balance at March 31, 2010	218,790	\$ 1,277,007	33,461	\$ (1,013,358)	\$ 3,032	\$ 1,266,699	\$ 1,533,380
Net income	—	—	—	—	—	418,950	418,950
Other comprehensive income	—	—	—	—	325	—	325
Issuances from equity incentive plans	3,591	57,396	—	—	—	—	57,396
Employee stock purchase plan	622	14,544	—	—	—	—	14,544
Treasury stock used for new issuances	(4,213)	(125,283)	(4,213)	125,283	—	—	—
Tax benefit from equity incentive plans	—	7,523	—	—	—	—	7,523
Share-based compensation	—	37,131	—	—	—	—	37,131
Cash dividend	—	—	—	—	—	(256,811)	(256,811)
Balance at March 31, 2011	218,790	1,268,318	29,248	(888,075)	3,357	1,428,838	1,812,438
Net income	—	—	—	—	—	336,705	336,705
Other comprehensive loss	—	—	—	—	(256)	—	(256)
Issuances from equity incentive plans	3,000	42,596	—	—	—	—	42,596
Employee stock purchase plan	609	14,861	—	—	—	—	14,861
Treasury stock used for new issuances	(3,609)	(107,182)	(3,609)	107,182	—	—	—
Tax benefit from equity incentive plans	—	10,980	—	—	—	—	10,980
Share-based compensation	—	39,527	—	—	—	—	39,527
Cash dividend	—	—	—	—	—	(266,178)	(266,178)
Balance at March 31, 2012	218,790	1,269,100	25,639	(780,893)	3,101	1,499,365	1,990,673
Net income	—	—	—	—	—	127,389	127,389
Other comprehensive income	—	—	—	—	3,834	—	3,834
Issuances from equity incentive plans	2,773	19,935	—	—	—	—	19,935
Employee stock purchase plan	549	15,760	—	—	—	—	15,760
Treasury stock used for new issuances	(3,322)	(98,673)	(3,322)	98,673	—	—	—
Tax shortfall from equity incentive plans	—	(9,896)	—	—	—	—	(9,896)
Share-based compensation	—	52,667	—	—	—	—	52,667
Non-cash consideration - SMSC acquisition	—	6,930	—	—	—	—	6,930
Cash dividend	—	—	—	—	—	(273,822)	(273,822)
Balance at March 31, 2013	218,790	\$ 1,255,823	22,317	\$ (682,220)	\$ 6,935	\$ 1,352,932	\$ 1,933,470

See accompanying notes to consolidated financial statements

**MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

1. SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Microchip develops, manufactures and sells specialized semiconductor products used by its customers for a wide variety of embedded control applications. Microchip's product portfolio comprises 8-bit, 16-bit and 32-bit PIC[®] microcontrollers and 16-bit dsPIC[®] digital signal controllers, which feature on-board Flash (reprogrammable) memory technology. In addition, Microchip offers a broad spectrum of high-performance linear, mixed-signal, power management, thermal management, RF, safety and security and interface devices, as well as serial EEPROMs, Serial Flash memories and Parallel Flash memories. Microchip also licenses Flash-IP solutions that are incorporated in a broad range of products.

Principles of Consolidation

The consolidated financial statements include the accounts of Microchip Technology Incorporated and its wholly-owned subsidiaries (Microchip or the Company). The Company does not have any subsidiaries in which it does not own 100% of the outstanding stock. All of the Company's subsidiaries are included in the consolidated financial statements. All significant intercompany accounts and transactions have been eliminated in consolidation.

Revenue Recognition

The Company recognizes revenue when the earnings process is complete, as evidenced by an agreement with the customer, transfer of title as well as fixed or determinable pricing and collectability is reasonably assured. The Company recognizes revenue from product sales to original equipment manufacturers (OEMs) upon shipment and records reserves for estimated customer returns.

Distributors worldwide generally have broad price protection and product return rights, so the Company defers revenue recognition until the distributor sells the product to their customer. Revenue is recognized when the distributor sells the product to their end customer, at which time the sales price becomes fixed or determinable. Revenue is not recognized upon the Company's shipment to the distributors since, due to discounts from list price as well as price protection rights, the sales price is not substantially fixed or determinable at that time. At the time of shipment to these distributors, the Company records a trade receivable for the selling price as there is a legally enforceable right to payment, relieves inventory for the carrying value of goods shipped since legal title has passed to the distributor, and records the gross margin in deferred income on shipments to distributors on its consolidated balance sheets.

Deferred income on shipments to distributors effectively represents gross margin on the sale to the distributor at the initial shipment date; however, the amount of gross margin recognized by the Company in future periods will be less than the deferred margin as a result of credits granted to distributors on specifically identified products and customers to allow the distributors to earn a competitive gross margin on the sale of the Company's products to their end customers and price protection concessions related to market pricing conditions.

The Company sells the majority of the items in its product catalog to its distributors worldwide at a uniform list price. However, distributors resell the Company's products to end customers at a very broad range of individually negotiated price points. The majority of the Company's distributors' resales require a reduction from the original list price paid. Often, under these circumstances, the Company remits back to the distributor a portion of their original purchase price after the resale transaction is completed in the form of a credit against the distributors' outstanding accounts receivable balance. The credits are on a per unit basis and are not given to the distributor until they provide information regarding the sale to their end customer. The price reductions vary significantly based on the customer, product, quantity ordered, geographic location and other factors and discounts to a price less than the Company's cost have historically been rare. The effect of granting these credits establishes the net selling price from the Company to its distributors for the product and results in the net revenue recognized by the Company when the product is sold by the distributors to their end customers. Thus, a portion of the "deferred income on shipments to distributors" balance represents the amount of distributors' original purchase price that will be credited back to the distributor in the future. The wide range and variability of negotiated price concessions granted to distributors does not allow the Company to accurately estimate the portion of the balance in the deferred income on shipments to distributors account that will be credited back to the distributors. Therefore, the Company does not reduce deferred income

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on shipments to distributors or accounts receivable by anticipated future price concessions; rather, price concessions are recorded against deferred income on shipments to distributors when incurred, which is generally at the time the distributor sells the product.

At March 31, 2013, the Company had approximately \$201.8 million of deferred revenue and \$62.8 million in deferred cost of sales recognized as \$139.0 million of deferred income on shipments to distributors. At March 31, 2012, the Company had approximately \$159.1 million of deferred revenue and \$50.4 million of deferred cost of sales recognized as \$108.7 million of deferred income on shipments to distributors. The deferred income on shipments to distributors that will ultimately be recognized in the Company's income statement will be lower than the amount reflected on the balance sheet due to price credits to be granted to the distributors when the product is sold to their customers. These price credits historically have resulted in the deferred income approximating the overall gross margins that the Company recognizes in the distribution channel of its business.

The Company reduces product pricing through price protection based on market conditions, competitive considerations and other factors. Price protection is granted to distributors on the inventory they have on hand at the date the price protection is offered. When the Company reduces the price of its products, it allows the distributor to claim a credit against its outstanding accounts receivable balances based on the new price of the inventory it has on hand as of the date of the price reduction. There is no immediate revenue impact from the price protection, as it is reflected as a reduction of the deferred income on shipments to distributors' balance.

Products returned by distributors and subsequently scrapped have historically been immaterial to the Company's consolidated results of operations. The Company routinely evaluates the risk of impairment of the deferred cost of sales component of the deferred income on shipments to distributors' account. Because of the historically immaterial amounts of inventory that have been scrapped, and historically rare instances where discounts given to a distributor result in a price less than the Company's cost, the Company believes the deferred costs have a low risk of material impairment.

For license and other arrangements for SuperFlash[®] technology that the Company is continuing to enhance and refine or under which it is obligated to provide unspecified enhancements, non-royalty revenue is recognized over the lesser of (1) the estimated period that the Company has historically enhanced and developed refinements to the specific technology, typically one to three years (the "upgrade period"), and (2) the remaining portion of the upgrade period after the date of delivery of all specified technology and documentation, provided that the fee is fixed or determinable and collection of the fee is reasonably assured. Royalties received during the upgrade period are recognized as revenue based on an amortization calculation of the elapsed portion of the upgrade period compared to the entire estimated upgrade period. Royalties received after the upgrade period has elapsed are recognized when reported to the Company, which generally coincides with the receipt of payment. For licenses or other technology arrangements without an upgrade period, non-royalty revenue from license is recognized upon delivery of the technology if the fee is fixed or determinable and collection of the fee is reasonably assured. Royalties are recognized when reported to the Company, which generally coincides with the receipt of payment.

Shipping charges billed to customers are included in net sales, and the related shipping costs are included in cost of sales. The Company collects and remits certain sales related taxes on sales of inventory and reports such amounts under the net method in its consolidated statements of income.

Product Warranty

The Company typically warrants its products against defects in materials and workmanship and non-conformance to specifications for 12 to 24 months. The majority of the Company's product warranty claims are settled through the return of the defective product and the shipment of replacement product. Warranty returns are included within the Company's allowance for returns, which is based on historical return rates. Actual future returns could differ from the allowance established. In addition, the Company accrues a liability for specific warranty costs expected to be settled other than through product return and replacement, if a loss is probable and can be reasonably estimated. Product warranty expenses during fiscal 2013, 2012, and 2011 were not material.

Advertising Costs

The Company expenses all advertising costs as incurred. Advertising costs were immaterial for the fiscal years ended March 31, 2013, 2012 and 2011.

Research and Development

Research and development costs are expensed as incurred. Assets purchased to support the Company's ongoing research and development activities are capitalized when related to products which have achieved technological feasibility or that have alternative future uses and are amortized over their estimated useful lives. Research and development expenses include expenditures for labor, share-based payments, depreciation, masks, prototype wafers, and expenses for development of process technologies, new packages, and software to support new products and design environments.

Foreign Currency Translation and Forward Contracts

The Company's foreign subsidiaries are considered to be extensions of the U.S. Company and any translation gains and losses related to these subsidiaries are included in other income (expense) in the consolidated statements of income. As the U.S. dollar is utilized as the functional currency, gains and losses resulting from foreign currency transactions (transactions denominated in a currency other than the subsidiaries' functional currency) are also included in income. For a portion of fiscal 2013, certain foreign subsidiaries acquired as part of the SMSC acquisition had the local currency as the functional currency. Once these entities were integrated into the Company's legal structure and intercompany agreements were executed, the U.S. dollar becomes the functional currency. Gains and losses associated with currency rate changes on forward contracts are recorded currently in income. These gains and losses have been immaterial to the Company's financial statements.

Income Taxes

As part of the process of preparing its consolidated financial statements, the Company is required to estimate its income taxes in each of the jurisdictions in which it operates. This process involves estimating the Company's actual current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within the Company's consolidated balance sheet. The Company must then assess the likelihood that its deferred tax assets will be recovered from future taxable income and to the extent it believes that recovery is not likely, it must establish a valuation allowance. The Company has provided valuation allowances for certain of its deferred tax assets where it is more likely than not that some portion, or all of such assets, will not be realized.

Cash and Cash Equivalents

All highly liquid investments, including marketable securities purchased with a remaining maturity of three months or less when acquired are considered to be cash equivalents.

Investments – Available-for-Sale and Trading Securities

The Company classifies its investments in debt and marketable equity securities as available-for-sale or trading securities based upon management's intent with regard to the investments and the nature of the underlying securities.

The Company's available-for-sale investments consist of government agency bonds, municipal bonds, auction rate securities (ARS), corporate bonds and marketable equity securities. The Company's investments are carried at fair value with unrealized gains and losses reported in stockholders' equity unless losses are considered to be other than temporary impairments in which case the losses are recognized through the statement of income. Premiums and discounts are amortized or accreted over the life of the related available-for-sale security. Dividend and interest income are recognized when earned. The cost of securities sold is calculated using the specific identification method.

The Company includes within short-term investments its trading securities, as well as its income yielding available-for-sale securities that can be readily converted to cash and includes within long-term investments those income yielding available-for-sale securities with maturities of over one year that have unrealized losses attributable to them or those that cannot be readily liquidated. Except as discussed in Note 6, the Company intends and has the ability to hold its long-term investments with temporary impairments until such time as these assets are no longer impaired. Such recovery of unrealized losses is not expected to occur within the next year.

Due to the lack of availability of observable market quotes on certain of the Company's investment portfolio of ARS, it utilizes valuation models including those that are based on expected cash flow streams and collateral values, including assessments of counterparty credit quality, default risk underlying the security, discount rates and overall capital market liquidity. The valuation of the Company's ARS investment portfolio is subject to uncertainties that are difficult to predict. Factors that may impact the Company's ARS valuation include changes to credit ratings of the securities as well as to the

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underlying assets supporting those securities, rates of default of the underlying assets, underlying collateral value, discount rates, counterparty risk, the ongoing strength and quality of the credit markets and market liquidity.

The credit markets experienced significant deterioration and uncertainty beginning in the second half of fiscal 2008. If these conditions recur, or the Company experiences any additional ratings downgrades on any investments in its portfolio (including its ARS), the Company may incur additional impairments to its investment portfolio, which could negatively affect the Company's financial condition, cash flows and reported earnings.

Non-Marketable Investments

The Company's non-marketable equity investments are recorded using adjusted cost basis or the equity method of accounting, depending on the circumstances of each investment. The Company's non-marketable investments are classified within other assets on the Company's consolidated balance sheet. The Company's non-marketable equity investments include:

Equity Method Investments: when the Company has the ability to exercise significant influence, but not control, over the investee, it records equity method gain or loss as "gain or loss from equity investments." Equity method adjustments include the Company's proportionate share of the investee's income or loss.

Cost Method Investments: when the Company does not have the ability to exercise significant influence over the investee, it records such investments at cost.

The Company reviews its investments quarterly for indicators of impairment. The impairment review requires significant judgment and includes quantitative and qualitative analysis of identified events or circumstances that impact the fair value of the investment, such as:

- the investee's revenue and trends in earnings or losses relative to pre-defined milestones and overall business prospects;
- the technological feasibility of the investee's products and technologies;
- the general market conditions in the investee's industry or geographic area, including adverse regulatory or economic changes;
- factors related to the investee's ability to remain in business, such as the investee's liquidity, debt ratios, and the rate at which the investee is using its cash; and
- the investee's receipt of additional funding at a lower valuation.

If the fair value of an investment is below the Company's carrying value, the Company determines if the investment is other than temporarily impaired based on a quantitative and qualitative analysis, which includes assessing the severity and duration of the impairment and the likelihood of recovery before disposal. If the investment is considered to be other than temporarily impaired, the Company writes down the investment to its fair value.

Allowance for Doubtful Accounts

The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments, which is included in bad debt expense. The Company determines the adequacy of this allowance by regularly reviewing the composition of its accounts receivable aging and evaluating individual customer receivables, considering such customer's financial condition, credit history and current economic conditions.

Inventories

Inventories are valued at the lower of cost or market using the first-in, first-out method. The Company writes down its inventory for estimated obsolescence or unmarketable inventory in an amount equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by the Company, additional inventory write-downs may be required. Inventory impairment charges establish a new cost basis for inventory and charges are not subsequently reversed to income even if circumstances later suggest that increased carrying amounts are recoverable. In estimating reserves for obsolescence, the Company primarily evaluates estimates of demand over a twelve-month period and provides reserves for inventory on hand in excess of the estimated twelve-month demand. Estimates for projected 12-month demand are generally based on the average shipments of the prior three-month period, which are then annualized to adjust for any potential seasonality in the Company's business. The estimated 12-month demand is compared to its most recently developed sales forecast to further reconcile the 12-month demand estimate. Management reviews and adjusts the estimates as appropriate

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based on specific situations. For example, demand can be adjusted up for new products for which historic sales are not representative of future demand. Alternatively, demand can be adjusted down to the extent any existing products are being replaced or discontinued.

In periods where the Company's production levels are substantially below normal operating capacity, such as in fiscal 2013 and the second half of fiscal 2012, unabsorbed overhead production costs associated with the reduced production levels of the Company's manufacturing facilities are charged directly to cost of sales.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Major renewals and improvements are capitalized, while maintenance and repairs are expensed when incurred. The Company's property and equipment accounting policies incorporate estimates, assumptions and judgments relative to the useful lives of its property and equipment. Depreciation is provided for assets placed in service on a straight-line basis over the estimated useful lives of the relative assets, which range from 10 to 30 years for buildings and building improvements and 3 to 8 years for machinery and equipment. The Company evaluates the carrying value of its property and equipment when events or changes in circumstances indicate that the carrying value of such assets may be impaired. Asset impairment evaluations are, by nature, highly subjective.

Junior Subordinated Convertible Debentures

The Company separately accounts for the liability and equity components of its junior subordinated convertible debentures in a manner that reflects its nonconvertible debt (unsecured debt) borrowing rate when interest cost is recognized. This results in a bifurcation of a component of the debt, classification of that component in equity and the accretion of the resulting discount on the debt to be recognized as part of interest expense in its consolidated statements of income. Lastly, the Company includes the dilutive effect of the shares of its common stock issuable upon conversion of the outstanding junior subordinated convertible debentures in its diluted income per share calculation regardless of whether the market price trigger or other contingent conversion feature has been met. The Company applies the treasury stock method as it has the intent and ability to settle the principal amount of the junior subordinated convertible debentures in cash. This method results in incremental dilutive shares when the average market value of the Company's common stock for a reporting period exceeds the conversion price per share which was \$26.78 at March 31, 2013 and adjusts as dividends are recorded in the future.

Litigation

The Company's estimated range of liability related to pending litigation is based on claims for which management believes a loss is probable and it can estimate the amount or range of loss. Because of the uncertainties related to both the outcome and range of any potential losses on the pending litigation, the Company is generally unable to make a reasonable estimate of the liability that could result from an unfavorable outcome. As additional information becomes available, the Company will assess the potential liability related to its pending litigation and revise its estimates, if necessary.

Business Combinations

All of the Company's business combinations are accounted for at fair value under the acquisition method of accounting. Under the acquisition method of accounting, (i) acquisition-related costs, except for those costs incurred to issue debt or equity securities, will be expensed in the period incurred; (ii) non-controlling interests will be valued at fair value at the acquisition date; (iii) in-process research and development will be recorded at fair value as an intangible asset at the acquisition date and amortized once the technology reaches technological feasibility; (iv) restructuring costs associated with a business combination will be expensed subsequent to the acquisition date; and (v) changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date will be recognized through income tax expense or directly in contributed capital. The measurement of fair value of assets acquired and liabilities assumed requires significant judgment. The valuation of intangible assets and acquired investments, in particular, requires that the Company use valuation techniques such as the income approach. The income approach includes the use of a discounted cash flow model, which includes discounted cash flow scenarios and requires the following significant estimates: revenue, expenses, capital spending and other costs, and discount rates based on the respective risks of the cash flows. The valuation of non-marketable equity investments acquired also takes into account variables such as conditions reflected in the capital markets, recent financing activity by the investees, the investees' capital structure and the terms of the investees' issued interests.

Goodwill and Other Intangible Assets

Goodwill is recorded when the purchase price paid for an acquisition exceeds the estimated fair value of the net identified tangible and intangible assets acquired. The Company is required to perform an annual impairment review, and more frequently under certain circumstances. The goodwill is subjected to this test during the fourth quarter of the Company's fiscal year. The Company engages primarily in the design, development, manufacture and marketing of semiconductor products as well as technology licensing. As a result, the Company concluded there are two reporting units, semiconductor products and technology licensing. Under the qualitative goodwill impairment assessment standard, management evaluates whether it is more likely than not that goodwill is impaired. If it is determined that it is more likely than not, the Company proceeds with the next step of the impairment test, which compares the fair value of the reporting unit to its carrying value. If the Company determines through the impairment process that goodwill has been impaired, the Company will record the impairment charge in its results of operation. Through March 31, 2013, the Company has not had impaired goodwill. The Company's other intangible assets represent existing technologies, core and developed technology, in-process research and development, trademarks and trade names, and customer-related intangibles. Other intangible assets are amortized over their respective estimated lives, ranging from one year to ten years. In the event that facts and circumstances indicate intangibles or other long-lived assets may be impaired, the Company evaluates the recoverability and estimated useful lives of such assets. In-process research and development is capitalized until such time the related projects are completed or abandoned at which time the capitalized amounts will begin to be amortized or written off.

Impairment of Long-Lived Assets

The Company assesses whether indicators of impairment of long-lived assets are present. If such indicators are present, the Company determines whether the sum of the estimated undiscounted cash flows attributable to the assets in question is less than their carrying value. If less, the Company recognizes an impairment loss based on the excess of the carrying amount of the assets over their respective fair values. Fair value is determined by discounted future cash flows, appraisals or other methods. If the assets determined to be impaired are to be held and used, the Company recognizes an impairment loss through a charge to operating results to the extent the present value of anticipated net cash flows attributable to the asset are less than the asset's carrying value. The Company would depreciate the remaining value over the remaining estimated useful life of the asset.

Share-Based Compensation

The Company has equity incentive plans under which non-qualified stock options and restricted stock units (RSUs) have been granted to employees and non-employee members of the Board of Directors. In the second half of fiscal 2006, the Company adopted RSUs as its primary equity incentive compensation instrument for employees. The Company also has an employee stock purchase plan for all eligible employees.

The Company estimates the fair value of share-based payment awards on the date of grant using an option pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense ratably over the requisite service periods. The Company has estimated the fair value of each award as of the date of grant using the Black-Scholes option pricing model, which was developed for use in estimating the value of traded options that have no vesting restrictions and that are freely transferable.

Determining the appropriate fair-value model and calculating the fair value of share-based awards at the date of grant requires judgment. The fair value of RSUs is based on the fair market value of the Company's common stock on the date of grant discounted for expected future dividends. The Company uses the Black-Scholes option pricing model to estimate the fair value of employee stock options and rights to purchase shares under stock participation plans. Option pricing models, including the Black-Scholes model, also require the use of input assumptions, including expected volatility, expected life, expected dividend rate, and expected risk-free rate of return. The Company uses a blend of historical and implied volatility based on options freely traded in the open market as it believes this is more reflective of market conditions and a better indicator of expected volatility than using purely historical volatility. The expected life of the awards is based on historical and other economic data trended into the future. The risk-free interest rate assumption is based on observed interest rates appropriate for the expected terms of the Company's awards. The dividend yield assumption is based on the Company's history and expectation of future dividend payouts. The Company estimates the number of share-based awards which will be forfeited due to employee turnover. Quarterly changes in the estimated forfeiture rate would affect share-based compensation, as the effect of adjusting the rate for all expense amortization after April 1, 2006 is recognized in the period the forfeiture estimate is changed. If the actual forfeiture rate is higher than the estimated forfeiture rate, then an adjustment is made to increase the estimated forfeiture rate, which will result in a decrease to the expense recognized in the financial statements. If the actual forfeiture rate is lower than the estimated forfeiture rate, then an adjustment is made to decrease the estimated forfeiture rate,

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which will result in an increase to the expense recognized in the financial statements. If forfeiture adjustments are made, they would affect the Company's results of operations. The effect of forfeiture adjustments in the years ended March 31, 2013, 2012 and 2011 was immaterial.

The Company evaluates the assumptions used to value its awards on a quarterly basis. If factors change and the Company employs different assumptions, share-based compensation expense may differ significantly from what was recorded in the past. If there are any modifications or cancellations of the underlying unvested securities, the Company may be required to accelerate or increase any remaining unearned share-based compensation expense. Future share-based compensation expense and unearned share-based compensation will increase to the extent that the Company grants additional equity awards to employees or it assumes unvested equity awards in connection with acquisitions.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of investments in debt securities and trade receivables. Investments in debt securities with original maturities of greater than six months consist primarily of AAA and AA rated financial instruments and counterparties. The Company's investments are primarily in direct obligations of the U.S. government or its agencies, corporate bonds, and municipal bonds.

Concentrations of credit risk with respect to accounts receivable are generally not significant due to the diversity of the Company's customers and geographic sales areas. The Company sells its products primarily to OEMs and distributors in the Americas, Europe and Asia. The Company performs ongoing credit evaluations of its customers' financial condition and, as deemed necessary, may require collateral, primarily letters of credit.

Distributor advances, included in deferred income on shipments to distributors in the consolidated balance sheets, totaled \$70.1 million at March 31, 2013 and \$51.7 million at March 31, 2012. On sales to distributors, the Company's payment terms generally require the distributor to settle amounts owed to the Company for an amount in excess of their ultimate cost. The Company's sales price to its distributors may be higher than the amount that the distributors will ultimately owe the Company because distributors often negotiate price reductions after purchasing the product from the Company and such reductions are often significant. It is the Company's practice to apply these negotiated price discounts to future purchases, requiring the distributor to settle receivable balances, on a current basis, generally within 30 days, for amounts originally invoiced. This practice has an adverse impact on the working capital of the Company's distributors. As such, the Company has entered into agreements with certain distributors whereby it advances cash to the distributors to reduce the distributor's working capital requirements. These advances are reconciled at least on a quarterly basis and are estimated based on the amount of ending inventory as reported by the distributor multiplied by a negotiated percentage. Such advances have no impact on revenue recognition or the Company's consolidated statements of income. The Company processes discounts taken by distributors against its deferred income on shipments to distributors' balance and true-up the advanced amounts generally after the end of each completed fiscal quarter. The terms of these advances are set forth in binding legal agreements and are unsecured, bear no interest on unsettled balances and are due upon demand. The agreements governing these advances can be canceled by the Company at any time.

Use of Estimates

The Company has made a number of estimates and assumptions relating to the reporting of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities to prepare its consolidated financial statements in conformity with U.S. Generally Accepted Accounting Principles. Actual results could differ from those estimates.

Recently Issued Accounting Pronouncements

In the first quarter of fiscal 2013, the Company adopted an amendment to the existing guidance on the presentation of comprehensive income. Under the amended guidance, entities have the option to present the components of net income and other comprehensive income in either a single continuous statement of comprehensive income or in two separate but consecutive statements. Entities no longer have the option of presenting the components of other comprehensive income within the statement of changes in stockholders' equity. The adoption of this amendment resulted in a change to the Company's current presentation of comprehensive income, but did not have any impact on the Company's consolidated financial statements and related disclosures.

Under the amended guidance discussed in the preceding paragraph, an entity is required to present the effect of reclassification adjustments out of accumulated other comprehensive income in both net income and other comprehensive income in the financial statements. In February 2013, an amendment was issued to this provision which deferred the effective

date of the presentation requirements for reclassification adjustments of items out of accumulated other comprehensive income. This amendment is effective on a prospective basis for fiscal years, and interim periods within those years, beginning after December 15, 2012. The Company does not anticipate that the adoption of this amendment will have a material impact on the Company's consolidated financial statements and related disclosures.

2. BUSINESS ACQUISITIONS

Acquisition of SMSC

On August 2, 2012, the Company acquired SMSC, a publicly traded company based in Hauppauge, New York, for \$37.00 per share in cash and the exchange of certain share-based payment awards, or a total of \$919.6 million. As a result of the acquisition, SMSC became a wholly owned subsidiary of the Company. SMSC is a leading developer of smart mixed-signal connectivity solutions. SMSC is focused on delivering connectivity solutions that enable the proliferation of data in automobiles, consumer devices, PCs and other applications. The Company's primary reason for this acquisition was to expand the Company's range of solutions, products and capabilities in the automotive, industrial, computing, consumer and wireless audio markets by extending its served available market.

The acquisition was accounted for under the purchase method of accounting, with the Company as the acquirer, and the operating results of SMSC have been included in the Company's consolidated financial statements as of the closing date of the acquisition. Under the purchase method of accounting, the aggregate amount of consideration paid by the Company was allocated to SMSC's net tangible assets and intangible assets based on their estimated fair values as of August 2, 2012. The excess purchase price over the value of the net tangible assets and intangible assets was recorded to goodwill. The goodwill has been allocated to the semiconductor products reporting segment. None of the goodwill related to the SMSC acquisition is deductible for tax purposes. The Company retained an independent third-party appraiser to assist management in its valuation; however, the purchase price allocation has not been finalized as it pertains to income taxes and various accrued liabilities. This could result in adjustments to the carrying value of income tax or accrued liability accounts as well as the residual amount allocated to goodwill. The preliminary allocation of the purchase price is based on the best estimates of management and is subject to revision based on the final valuations and estimates of useful lives.

The table below represents the preliminary allocation of the purchase price, including adjustments to the purchase price allocation from the originally reported figures at September 30, 2012, to the net assets acquired based on their estimated fair values as of August 2, 2012, as well as the associated estimated useful lives of the acquired intangible assets at that date (amounts in thousands):

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<u>Assets acquired</u>	<u>Previously Reported September 30, 2012</u>	<u>Adjustments</u>	<u>March 31, 2013</u>
Cash and cash equivalents	\$ 180,925	\$ —	\$ 180,925
Accounts receivable, net	58,441	—	58,441
Inventories	89,662	(3,418)	86,244
Prepaid expenses	5,675	(58)	5,617
Deferred tax assets	13,717	2,126	15,843
Other current assets	18,290	(712)	17,578
Property, plant and equipment, net	36,669	(1,061)	35,608
Long-term investments	24,275	—	24,275
Goodwill	157,840	11,225	169,065
Intangible assets, net	7,390	2,824	10,214
Purchased intangible assets	517,800	—	517,800
Other assets	3,835	—	3,835
Total assets acquired	1,114,519	10,926	1,125,445
<u>Liabilities assumed</u>			
Accounts payable	(28,035)	—	(28,035)
Accrued liabilities	(52,453)	(9,585)	(62,038)
Deferred income on shipments to distributors	(11,376)	—	(11,376)
Long-term income tax payable	(72,781)	—	(72,781)
Deferred tax liability	(20,194)	(885)	(21,079)
Other liabilities	(10,079)	(456)	(10,535)
Total liabilities assumed	(194,918)	(10,926)	(205,844)
Purchase price allocated	\$ 919,601	\$ —	\$ 919,601

The total purchase price of \$919.6 million includes approximately \$6.9 million of non-cash consideration for the exchange of certain share-based payment awards for the Company's stock awards. The amount of cash paid by the Company, net of cash acquired from SMSC of \$180.9 million, was \$731.8 million.

<u>Purchased Intangible Assets</u>	<u>Useful Life</u>	<u>August 2, 2012</u>
	<u>(in years)</u>	<u>(in thousands)</u>
Core/developed technology	7-15	\$ 238,100
In-process technology	7-15	80,300
Corporate trade name	1	2,300
Product trademarks	6	11,700
Customer-related	5	163,500
Backlog	1	21,900
		<u>\$ 517,800</u>

Purchased intangible assets include core and developed technology, in-process research and development, trademarks and trade names, customer-related intangibles and backlog. The estimated fair values of the core and developed technology and in-process research and development were determined based on the present value of the expected cash flows to be generated by the respective existing technology or future technology. The core and developed technology intangible assets are being amortized on a technology-by-technology basis with the amortization recorded for each technology commensurate with the expected cash flows used in the initial determination of fair value. In-process technology is capitalized until such time the related projects are completed or abandoned at which time the capitalized amounts will begin to be amortized or written off.

Trademarks and trade names include SMSC's corporate trade name as well as SMSC's product trademarks. The estimated fair value of the trademarks and trade names was determined based on the income approach, using the relief from royalty

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methodology. Trademarks and trade names are considered by the Company to be finite-lived assets and are being amortized using the straight-line method, which management believes is materially consistent with the pattern of benefit to be realized by these assets.

Customer-related intangible assets consist of SMSC's contractual relationships and customer loyalty related to its distributor and end-customer relationships, and the fair values of the customer-related intangibles were determined based on the income approach utilizing debt-free cash flow scenarios with and without existing customer relationships. Customer relationships are being amortized in a manner consistent with the expected cash flows used in the determination of fair value. Backlog relates to the value of orders not yet shipped by SMSC at the acquisition date, and the preliminary fair values were based on the estimated profit associated with those orders. Backlog related assets are being recognized commensurate with recognition of the revenue for the orders on which the backlog intangible assets were determined.

Amortization expense associated with acquired intangible assets is not deductible for tax purposes. Thus, approximately \$10.1 million was established as a net deferred tax liability for the future amortization of the intangible assets.

The amount of SMSC net sales included in the Company's consolidated statements of income in fiscal 2013 was \$234.3 million. The operations of SMSC were fully integrated into the Company's operations as of December 1, 2012 and as such, cost of sales and operating expenses were no longer segregated in the Company's consolidated statement of income as of that date.

The following unaudited pro forma consolidated results of operations for the years ended March 31, 2013 and 2012 assume the SMSC acquisition occurred as of April 1, 2011. The pro forma results of operations are presented for informational purposes only and are not indicative of the results of operations that would have been achieved if the acquisition had taken place on April 1, 2011 or of results that may occur in the future (amounts in thousands):

	Year ended March 31,	
	2013	2012
Net sales	\$ 1,742,595	\$ 1,771,280
Net income	204,446	92,699
Basic earnings per share	\$ 1.05	\$ 0.48
Diluted earnings per share	\$ 0.99	\$ 0.45

Acquisition of Roving Networks

On April 18, 2012, the Company acquired Roving Networks, a privately-held company. Roving Networks is an innovator in low-power embedded Wi-Fi and Bluetooth solutions based in Los Gatos, California, and gaining access to these solutions was the Company's primary reason for the acquisition. The business acquisition was accounted for under the purchase method of accounting. Total consideration paid for this business was approximately \$20.6 million. The acquisition also included contingent consideration with an estimated fair value at the date of purchase of approximately \$14.7 million. During the year ended March 31, 2013, the fair value of the contingent consideration was increased to \$19.1 million with the related expense of \$4.4 million included in special charges. The initial purchase price of the acquisition resulted in purchased intangible assets of approximately \$22.8 million and goodwill of approximately \$8.7 million which was all allocated to the Company's semiconductor products segment. Purchased intangible assets included \$10.6 million of developed technology, \$10.6 million of customer-related intangibles, \$0.3 million of backlog and \$1.3 million of in-process research and development. The purchased intangible assets (other than in-process technology and backlog) are being amortized over their expected useful lives which range between four and ten years. Backlog is being amortized over one year and in-process research and development is capitalized until such time the related projects are completed or abandoned at which time the capitalized amounts will begin to be amortized or written off.

Acquisition of Ident Technology AG

On February 9, 2012, the Company acquired Ident Technology AG, a privately-held semiconductor company that offers intellectual property and semiconductor solutions for the touch screen markets of the semiconductor and consumer electronics industries. Gaining access to the intellectual property and semiconductor solutions that Ident Technology AG offers was the Company's primary reason for the acquisition. The business acquisition was accounted for under the purchase method of accounting. Total consideration paid for this business was approximately \$39.5 million. The initial purchase price of the acquisition resulted in purchased intangible assets of approximately \$18.1 million, of which \$8.2 million relates to in-process

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technology, and goodwill of approximately \$17.4 million which was all allocated to the Company's semiconductor products segment. Goodwill recognized in this transaction is non-deductible. The purchased intangible assets (other than goodwill and the in-process technology intangible asset) are being amortized over a period of 10 years.

Acquisition of Silicon Storage Technology, Inc. (SST)

On April 8, 2010, the Company acquired SST, a publicly traded company based in Sunnyvale, California, in a merger transaction for \$3.05 per share, or a total of \$353.8 million, which included \$295.4 million of cash consideration for the outstanding shares of SST common stock, and \$58.4 million of SST shares acquired by the Company on March 8, 2010. The SST business acquired included a variety of different business units including a licensing business focused on opportunities in the embedded control market, a microcontroller business, a variety of memory businesses and a Wi-Fi power-amplifier business. The Company's primary reason for this acquisition was to gain access to SST's SuperFlash[®] technology and extensive patent portfolio, which it believes are critical building blocks for advanced microcontrollers.

The acquisition was accounted for under the purchase method of accounting, with the Company identified as the acquirer, and the operating results of SST have been included in the Company's consolidated financial statements as of the effective date of the acquisition. The purchase price of the acquisition resulted in purchased intangible assets of approximately \$50.9 million and goodwill of approximately \$25.0 million of which \$19.2 million was allocated to the technology licensing reporting unit and approximately \$5.8 million was allocated to the semiconductor products reporting unit. Purchased intangible assets included \$32.9 million of core and developed technology, \$13.1 million of customer-related intangibles, \$2.3 million of acquisition-date backlog, \$1.7 million of trademarks and trade names and \$0.9 million of in-process research and development. The purchased intangible assets, other than acquisition-date backlog and in-process research and development, are being amortized over their expected useful lives which range between 5 to 10 years. Acquisition-date backlog was amortized over one year and in-process research and development is capitalized until such time the related projects are completed or abandoned at which time the capitalized amounts will begin to be amortized or written off.

Other Acquisitions

During the year ended March 31, 2011, the Company completed two business acquisitions, in addition to SST, which were accounted for under the purchase method of accounting. Total consideration paid for these businesses, net of cash acquired of \$2.5 million, was \$6.5 million. As part of one of the acquisitions, the Company assumed a bankruptcy reorganization liability in the amount of approximately \$19.4 million which was partially funded by the acquired company prior to the acquisition. The bankruptcy reorganization liability was settled in the second quarter of fiscal 2012. The purchase price of the acquisitions resulted in purchased intangible assets of approximately \$5.6 million and goodwill of approximately \$1.0 million. The purchased intangible assets are being amortized over a weighted average period of approximately seven years. In addition, one of the acquisitions resulted in contingent consideration with an estimated fair value at the date of purchase of \$2.0 million.

3. RECLASSIFICATION OF PRIOR PERIODS

The Company identified certain amounts of its amortization of acquired intangible assets that were incorrectly included within cost of sales. The Company had corrected this presentation in fiscal 2013, and has conformed previous periods to the current presentation. The effect on cost of sales, gross profit and gross margins was immaterial in all periods. The amounts adjusted in fiscal 2012 and fiscal 2011 are as follows:

	Year ended March 31, 2012	
	As Reported	As Adjusted
Cost of sales	\$ 590,782	\$ 583,882
Gross profit	792,394	799,294
Gross margin	57.3%	57.8%

	Year ended March 31, 2011	
	As Reported	As Adjusted
Cost of sales	\$ 612,769	\$ 605,954
Gross profit	874,436	881,251
Gross margin	58.8%	59.3%

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Also in fiscal 2013, the Company determined it would separately present amortization of acquired intangible assets within operating expenses, rather than including amortization within selling, general and administrative expenses. The Company believes this presentation better aligns with management's internal reporting, and better reflects the ongoing costs of the Company's operations.

This reclassification does not affect the Company's operating income, income before income taxes, income tax provision or net income for any of the years presented.

4. DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE

Discontinued operations includes the following product families that were acquired in the acquisition of SST: NAND Drives, NAND controllers, Smart Card ICs, Combo Memory, Concurrent SuperFlash, Small-Sector Flash and many-time Programmable Flash memories and certain serial NOR Flash products from 512K to 64MB density in the geographic regions of Taiwan, China, Hong Kong, Singapore, Malaysia, Thailand, Indonesia, Vietnam and Philippines. These product lines were marketed for sale since the acquisition of SST on April 8, 2010 based on management's decision regarding them not being a strategic fit into the Company's product portfolio. On May 21, 2010, the Company completed a transaction to sell the NAND Drives, NAND controllers, Smart Card ICs, Combo Memory, Concurrent SuperFlash, Small-Sector Flash and many-time Programmable Flash memories to Greenliant Systems Ltd. The sale price in this transaction was determined by management to represent fair value, and accordingly, no gain or loss was recognized on the sale of the net assets. In this sale, the Company disposed of approximately \$23.6 million of assets held for sale, primarily comprised of inventory, property, plant and equipment, intangible assets and non-marketable securities.

On July 8, 2010, the Company granted an exclusive limited license for the manufacture of certain Serial NOR-Flash products to Professional Computer Technology, Ltd. (PCT). The license to PCT is limited to the industry segments of optical disc drives, set top boxes, electronic books, video games, digital displays, DVD player/recorder, notebook computers, netbooks, desktop computers, PC monitors, mass storage devices, printers/scanners/copiers/faxes, PC-CAM, point of sale devices, graphic cards, servers/clients/workstations, and mobile phones. PCT has no license to sell these products to any other industry segment or geographic region other than those listed above. Certain multi-national customers are excluded from this license.

For financial statement purposes, the results of operations for these discontinued businesses have been segregated from those of the continuing operations and are presented in the Company's consolidated financial statements as discontinued operations.

The results of discontinued operations for the year ended March 31, 2011 are as follows (amounts in thousands):

	Year ended March 31, 2011
Net sales	\$ 25,177
Cost of sales	(32,627)
Operating expenses	(3,676)
Income tax benefit	909
Net loss from discontinued operations	<u>\$ (10,217)</u>

There were no discontinued operations during fiscal years 2013 or 2012.

5. SPECIAL CHARGES

Acquisition Related Expenses

During fiscal 2013, the Company incurred special charges of \$32.2 million comprised of a \$4.4 million net increase in the fair value of contingent consideration related to one of its acquisitions, \$16.3 million of primarily severance-related costs in addition to office closing and other costs associated with the acquisition of SMSC and legal settlement costs of approximately \$11.5 million for certain legal matters related to SST (which the Company acquired in April 2010) in excess of previously accrued amounts. During fiscal 2012, special charges included a benefit of \$0.7 million of special income comprised of a \$1.0 million favorable adjustment to contingent consideration offset by \$0.3 million of severance-related charges related to a prior

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year acquisition. During fiscal 2011, the Company incurred \$1.9 million of severance-related and office closing costs associated with the acquisition of SST.

Patent Licenses

During the fourth quarter of fiscal 2012, the Company agreed to the terms of a patent license with an unrelated third party and signed an agreement on March 20, 2012. The patent license settled alleged infringement claims. The total payment made to the third-party in March 2012 was \$2.8 million, \$1.5 million of which was expensed in the fourth quarter of fiscal 2012 and the remaining \$1.3 million was recorded as a prepaid royalty which will be amortized over the remaining life of the patents, which expires in December 2018.

6. INVESTMENTS

The Company's investments are intended to establish a high-quality portfolio that preserves principal, meets liquidity needs, avoids inappropriate concentrations, and delivers an appropriate yield in relationship to the Company's investment guidelines and market conditions. The following is a summary of available-for-sale securities at March 31, 2013 (amounts in thousands):

	Available-for-sale Securities			
	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Government agency bonds	\$ 558,116	\$ 335	\$ (298)	\$ 558,153
Municipal bonds	25,000	146	(8)	25,138
Auction rate securities	33,459	332	—	33,791
Corporate bonds and debt	680,144	5,137	(159)	685,122
Marketable equity securities	5,270	239	—	5,509
	<u>\$ 1,301,989</u>	<u>\$ 6,189</u>	<u>\$ (465)</u>	<u>\$ 1,307,713</u>

The following is a summary of available-for-sale securities at March 31, 2012 (amounts in thousands):

	Available-for-sale Securities			
	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Government agency bonds	\$ 342,025	\$ 476	\$ (397)	\$ 342,104
Municipal bonds	19,888	234	—	20,122
Auction rate securities	10,246	—	—	10,246
Corporate bonds and debt	770,891	4,150	(937)	774,104
Marketable equity securities	5,864	188	(788)	5,264
	<u>\$ 1,148,914</u>	<u>\$ 5,048</u>	<u>\$ (2,122)</u>	<u>\$ 1,151,840</u>

At March 31, 2013, the Company's available-for-sale debt securities, and marketable equity securities are presented on the consolidated balance sheets as short-term investments of \$1,050.3 million and long-term investments of \$257.5 million. At March 31, 2012, the Company's available-for-sale debt securities and marketable equity securities are presented on the consolidated balance sheets as short-term investments of \$823.3 million and long-term investments of \$328.6 million.

At March 31, 2013, the Company evaluated its investment portfolio and noted unrealized losses of \$0.5 million on its debt securities (excluding auction rate securities (ARS)) which were due to fluctuations in interest rates, credit market conditions, and/or market prices. At March 31, 2013, the Company had no unrealized losses on its marketable equity securities. Management does not believe any of the unrealized losses represent an other-than-temporary impairment based on its evaluation of available evidence as of March 31, 2013 and the Company's intent is to hold these investments until these assets are no longer impaired, with the exception of the ARS positions that are actively being sold. For those debt securities not scheduled to mature until after March 31, 2014, such recovery is not anticipated to occur in the next year and these investments have been classified as long-term investments.

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The amortized cost and estimated fair value of the available-for-sale securities at March 31, 2013, by maturity, excluding marketable equity securities of \$5.5 million and corporate debt of \$6.2 million, which have no contractual maturity, are shown below (amounts in thousands). Expected maturities can differ from contractual maturities because the issuers of the securities may have the right to prepay obligations without prepayment penalties, and the Company views its available-for-sale securities as available for current operations.

	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-sale				
Due in one year or less	\$ 350,349	\$ 1,933	\$ (3)	\$ 352,279
Due after one year and through five years	795,952	3,666	(212)	799,406
Due after five years and through ten years	115,901	116	(250)	115,767
Due after ten years	28,327	235	—	28,562
	<u>\$ 1,290,529</u>	<u>\$ 5,950</u>	<u>\$ (465)</u>	<u>\$ 1,296,014</u>

The amortized cost and estimated fair value of the available-for-sale securities at March 31, 2012, by maturity, excluding marketable equity securities of \$5.3 million and corporate debt of \$4.6 million, which have no contractual maturity, are shown below (amounts in thousands).

	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-sale				
Due in one year or less	\$ 268,501	\$ 1,537	\$ (21)	\$ 270,017
Due after one year and through five years	839,677	3,323	(1,297)	841,703
Due after five years and through ten years	25,177	—	(16)	25,161
Due after ten years	5,069	—	—	5,069
	<u>\$ 1,138,424</u>	<u>\$ 4,860</u>	<u>\$ (1,334)</u>	<u>\$ 1,141,950</u>

During the year ended March 31, 2013, the Company had net realized gains of \$0.1 million from sales of available-for-sale marketable equity securities compared to net realized gains of \$0.4 million and \$3.2 million, respectively, for the years ended March 31, 2012 and March 31, 2011. The Company had a net realized gain of \$0.3 million from sales of available-for-sale debt securities during the year ended March 31, 2013, compared to a net realized gain of \$0.4 million during the year ended March 31, 2012 and an immaterial amount of net realized gains and losses during the year ended March 31, 2011.

Marketable Equity Investments

The Company had investments in public companies with a fair value of \$5.5 million as of March 31, 2013. Cash dividends and other distributions of earnings from the investees, if any, are included in other income at the date of record. The Company has classified the shares owned in these companies as marketable securities. As of March 31, 2013, the Company had an unrealized gain in other comprehensive income of \$0.2 million on these marketable securities compared to a net unrealized loss of \$0.6 million for the year ended March 31, 2012. The Company did not recognize an impairment charge on these investments in the year ended March 31, 2013 compared to impairment charges of \$2.4 million in the year ended March 31, 2012 due to the current market price and active selling of certain shares.

Non-marketable Equity Investments

The Company has certain non-marketable equity investments in several companies with a carrying value of \$7.1 million at March 31, 2013. The investments in privately held companies are accounted for using the cost or the equity method of accounting, as appropriate. Each period the Company evaluates whether an event or change in circumstances has occurred that may indicate an investment has been impaired. If upon further investigation of such events the Company determines the investment has suffered a decline in value that is other than temporary, the Company writes down the investment to its estimated fair value. The Company recognized impairment charges of \$0.5 million in the year ended March 31, 2013. There were no impairment charges recognized in the years ended March 31, 2012 and March 31, 2011. These investments are included in other assets on the consolidated balance sheet.

7. FAIR VALUE MEASUREMENTS

Accounting rules for fair value clarify that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the Company utilizes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1- Observable inputs such as quoted prices in active markets;
- Level 2- Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly;
and
- Level 3- Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Marketable Debt Instruments

Marketable debt instruments include instruments such as corporate bonds and debt, government agency bonds, bank deposits, municipal bonds, and money market fund deposits. When the Company uses observable market prices for identical securities that are traded in less active markets, the Company classifies its marketable debt instruments as Level 2. When observable market prices for identical securities are not available, the Company prices its marketable debt instruments using non-binding market consensus prices that are corroborated with observable market data; quoted market prices for similar instruments; or pricing models, such as a discounted cash flow model, with all significant inputs derived from or corroborated with observable market data. Non-binding market consensus prices are based on the proprietary valuation models of pricing providers or brokers. These valuation models incorporate a number of inputs, including non-binding and binding broker quotes; observable market prices for identical or similar securities; and the internal assumptions of pricing providers or brokers that use observable market inputs and, to a lesser degree, unobservable market inputs. The Company corroborates non-binding market consensus prices with observable market data using statistical models when observable market data exists. The discounted cash flow model uses observable market inputs, such as LIBOR-based yield curves, currency spot and forward rates, and credit ratings.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Assets and liabilities measured at fair value on a recurring basis at March 31, 2013 are as follows (amounts in thousands):

	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
Assets				
Money market fund deposits	\$ 100,878	\$ —	\$ —	\$ 100,878
Marketable equity securities	5,509	—	—	5,509
Corporate bonds & debt	—	678,932	6,190	685,122
Government agency bonds	—	558,153	—	558,153
Deposit accounts	—	427,456	—	427,456
Municipal bonds	—	25,138	—	25,138
Auction rate securities	—	—	33,791	33,791
Total assets measured at fair value	\$ 106,387	\$ 1,689,679	\$ 39,981	\$ 1,836,047
Liabilities				
Contingent consideration	\$ —	\$ —	\$ 19,100	\$ 19,100
Total liabilities measured at fair value	\$ —	\$ —	\$ 19,100	\$ 19,100

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Assets measured at fair value on a recurring basis at March 31, 2012 are as follows (amounts in thousands):

	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
Assets				
Money market fund deposits	\$ 232,219	\$ —	\$ —	\$ 232,219
Marketable equity securities	5,264	—	—	5,264
Corporate bonds & debt	—	769,479	4,625	774,104
Government agency bonds	—	342,104	—	342,104
Deposit accounts	—	403,536	—	403,536
Municipal bonds	—	20,122	—	20,122
Auction rate securities	—	—	10,246	10,246
Total assets measured at fair value	<u>\$ 237,483</u>	<u>\$ 1,535,241</u>	<u>\$ 14,871</u>	<u>\$ 1,787,595</u>

There were no transfers between Level 1 and Level 2 during fiscal 2013 or fiscal 2012.

At March 31, 2013, the Company's ARS for which recent auctions were unsuccessful are made up of securities related to the insurance industry valued at \$9.8 million, securities related to the energy and telecommunications sectors valued at \$5.3 million, and student loan securities valued at \$18.7 million. At March 31, 2012, the Company's ARS for which recent auctions were unsuccessful were made up of bonds related to the insurance sector valued at \$10.2 million.

At March 31, 2013, the majority of the ARS were valued by the Company with the assistance of a third party using a discounted cash flow model based on the characteristics of the individual securities, which the Company believes yields the best estimate of fair value. The Company estimated the fair value of its ARS, which are classified as Level 3 securities, based on the following: (i) the underlying structure of each security; (ii) the present value of future principal and interest payments discounted at rates considered to reflect current market conditions; (iii) consideration of the probabilities of default, auction failure, or repurchase at par for each period; and (iv) estimates of the recovery rates in the event of default for each security.

The significant unobservable inputs used in the fair value measurement of the insurance sector ARS were estimated discount rates, liquidity risk premium, and the liquidity horizon. The discount rate applied to these securities was 2 to 2.5% adjusted for the liquidity risk premium which ranged from 9.1% to 29.5%. The anticipated liquidity horizon ranged from 7 to 10 years.

The significant unobservable inputs used in the fair value measurement of the Company's investments in the student loan and the energy and telecommunication sector ARS include the estimated discount rates, liquidity risk premium, and the liquidity horizon. The discount rate applied to these securities ranged from 0.08% to 0.4% adjusted for the liquidity risk premium which ranges from 3.0% to 4.5%. The liquidity horizon was contemplated in the calculation of the cumulative probability of the principal being returned prior to maturity. This probability was calculated to range from 74.0% to 98.6%, with probabilities of default ranging from 1.3% to 13.7%.

A significant increase in the liquidity premium or discount rate, in isolation, would lead to a significantly lower fair value measurement. A significant increase in the liquidity horizon, in isolation, would lead to a significantly lower fair value measurement. Each quarter the Company investigates material changes in the fair value measurements of its ARS.

Level 3 liabilities include contingent consideration from the Company's Roving Networks acquisition. The Company evaluates the estimated fair value of its contingent consideration on a quarterly basis based on certain revenue and gross margin performance criteria and records fair value adjustments as necessary. The final measurement date for the contingent consideration is June 30, 2013 and the Company does not anticipate any further material fair value adjustments to the liability.

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The following tables present a reconciliation for all assets and liabilities measured at fair value on a recurring basis, excluding accrued interest components, using significant unobservable inputs (Level 3) for the years ended March 31, 2013 and March 31, 2012 (amounts in thousands):

Year ended March 31, 2013	Auction Rate Securities	Corporate Debt	Contingent Consideration	Total Gains (Losses)
Balance at March 31, 2012	\$ 10,246	\$ 4,625	\$ —	\$ —
Total gains or losses (realized and unrealized):				
Included in earnings	(412)	—	(4,400)	(4,813)
Included in other comprehensive income	332	—	—	218
Purchases, sales, issuances, and settlements, net	(650)	1,565	—	—
Acquisition-related	24,275	—	(14,700)	—
Balance at March 31, 2013	<u>\$ 33,791</u>	<u>\$ 6,190</u>	<u>\$ (19,100)</u>	<u>\$ (4,595)</u>

Year ended March 31, 2012	Auction Rate Securities	Corporate Debt	Total Gains
Balance at March 31, 2011	\$ 12,475	\$ 3,500	\$ —
Total gains or losses (realized and unrealized):			
Included in earnings	271	—	271
Purchases, sales, issuances, and settlements, net	(2,500)	1,125	—
Balance at March 31, 2012	<u>\$ 10,246</u>	<u>\$ 4,625</u>	<u>\$ 271</u>

Assets measured at fair value on a recurring basis are presented/classified on the consolidated balance sheets at March 31, 2013 as follows (amounts in thousands):

	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
Assets				
Cash and cash equivalents	\$ 100,878	\$ 427,456	\$ —	\$ 528,334
Short-term investments	—	1,050,263	—	1,050,263
Long-term investments	5,509	211,960	39,981	257,450
Total assets measured at fair value	<u>\$ 106,387</u>	<u>\$ 1,689,679</u>	<u>\$ 39,981</u>	<u>\$ 1,836,047</u>

Assets measured at fair value on a recurring basis are presented/classified in the consolidated balance sheets at March 31, 2012 as follows (amounts in thousands):

	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
Assets				
Cash and cash equivalents	\$ 232,219	\$ 403,536	\$ —	\$ 635,755
Short-term investments	782	822,472	—	823,254
Long-term investments	4,482	309,233	14,871	328,586
Total assets measured at fair value	<u>\$ 237,483</u>	<u>\$ 1,535,241</u>	<u>\$ 14,871</u>	<u>\$ 1,787,595</u>

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Financial Assets Not Recorded at Fair Value on a Recurring Basis

The Company's non-marketable equity and cost method investments are not recorded at fair value on a recurring basis. These investments are monitored on a quarterly basis for impairment charges. The investments will only be recorded at fair value when an impairment charge is recognized. During the year ended March 31, 2013, the Company recognized impairment charges of \$0.5 million on these investments. These investments are included in other assets on the consolidated balance sheet. See further discussion of non-marketable investments in Note 6.

8. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amount of cash equivalents approximates fair value because their maturity is less than three months. Management believes the carrying amount of the equity and cost-method investments materially approximated fair value at March 31, 2013 based upon unobservable inputs. The fair values of these investments have been determined as level 3 fair value measurements. The fair values of the Company's line of credit are estimated using discounted cash flow analyses, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements and approximate carrying value. Based on the borrowing rates currently available to the Company for bank loans with similar terms and average maturities, the fair value of the Company's line of credit at March 31, 2013 approximated its book values and are considered Level 2 in the fair value hierarchy described in Note 7. The carrying amount of accounts receivable, accounts payable and accrued liabilities approximates fair value due to the short-term maturity of the amounts. The fair value of the Company's junior subordinated convertible debentures was \$1.639 billion at March 31, 2013 and \$1.585 billion at March 31, 2012 based on observable market prices for these debentures, which are traded in less active markets and are therefore classified as a Level 2 fair value measurement.

9. ACCOUNTS RECEIVABLE

Accounts receivable consists of the following (amounts in thousands):

	March 31, 2013	March 31, 2012
Trade accounts receivable	\$ 230,469	\$ 171,274
Other	2,250	1,529
	<u>232,719</u>	<u>172,803</u>
Less allowance for doubtful accounts	2,764	2,602
	<u>\$ 229,955</u>	<u>\$ 170,201</u>

10. INVENTORIES

The components of inventories consist of the following (amounts in thousands):

	March 31, 2013	March 31, 2012
Raw materials	\$ 9,020	\$ 8,065
Work in process	181,750	139,045
Finished goods	51,564	70,168
	<u>\$ 242,334</u>	<u>\$ 217,278</u>

Inventories are valued at the lower of cost or market using the first-in, first-out method. Inventory impairment charges establish a new cost basis for inventory and charges are not subsequently reversed to income even if circumstances later suggest that increased carrying amounts are recoverable.

11. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consists of the following (amounts in thousands):

	March 31, 2013	March 31, 2012
Land	\$ 47,102	\$ 46,529
Building and building improvements	396,611	374,042
Machinery and equipment	1,377,814	1,314,303
Projects in process	76,158	83,676
	<u>1,897,685</u>	<u>1,818,550</u>
Less accumulated depreciation and amortization	1,383,141	1,301,939
	<u>\$ 514,544</u>	<u>\$ 516,611</u>

Depreciation expense attributed to property, plant and equipment was \$88.3 million, \$86.4 million and \$92.7 million for the fiscal years ending March 31, 2013, 2012 and 2011, respectively.

12. INTANGIBLE ASSETS AND GOODWILL

Intangible assets consist of the following (amounts in thousands):

	March 31, 2013		
	Gross Amount	Accumulated Amortization	Net Amount
Developed technology	\$ 375,006	\$ (69,107)	\$ 305,899
Customer-related	194,500	(68,522)	125,978
Trademarks and trade names	15,730	(3,941)	11,789
Backlog	24,610	(17,310)	7,300
In-process technology	78,968	—	78,968
Distribution rights	5,236	(5,101)	135
Covenants not to compete	400	(333)	67
	<u>\$ 694,450</u>	<u>\$ (164,314)</u>	<u>\$ 530,136</u>

	March 31, 2012		
	Gross Amount	Accumulated Amortization	Net Amount
Developed technology	\$ 94,681	\$ (35,920)	\$ 58,761
Customer-related	20,400	(4,633)	15,767
Trademarks and trade names	1,730	(684)	1,046
Backlog	2,410	(2,410)	—
In-process technology	14,086	—	14,086
Distribution rights	5,236	(4,660)	576
Covenants not to compete	400	(200)	200
	<u>\$ 138,943</u>	<u>\$ (48,507)</u>	<u>\$ 90,436</u>

The Company amortizes intangible assets over their expected useful lives, which range between 1 and 15 years. In fiscal 2013, the Company acquired \$263.8 million of developed technology which has a weighted average amortization period of 8 years, \$174.1 million of customer-related intangible assets which has a weighted average amortization period of 5 years, \$14 million of trademark and trade names with an amortization period of 5 years, \$22.2 million of intangible assets related to

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backlog with an amortization period of 1 year and \$81.6 million of in-process technology which will begin amortization once the technology reaches technological feasibility. The following is an expected amortization schedule for the intangible assets for fiscal 2014 through fiscal 2018, absent any future acquisitions or impairment charges (amounts in thousands):

Year ending March 31,	Projected Amortization Expense
2014	\$100,673
2015	133,005
2016	88,223
2017	59,183
2018	44,902

Amortization expense attributed to intangible assets was \$115.8 million, \$13.0 million and \$13.9 million for fiscal years 2013, 2012 and 2011, respectively. In fiscal 2013, approximately \$3.9 million was charged to cost of sales and approximately \$111.9 million was charged to operating expenses. In fiscal 2012, approximately \$1.4 million was charged to cost of sales and approximately \$11.6 million was charged to operating expenses. In fiscal 2011, \$0.9 million was charged to cost of sales and \$13.0 million was charged to operating expenses. The Company found no indication of impairment of its intangible assets in fiscal 2013, 2012 or 2011.

Goodwill activity for fiscal years 2013 and 2012 was as follows (amounts in thousands):

	Semiconductor Products Reporting Unit	Technology Licensing Reporting Unit
Balance at March 31, 2011	\$ 56,818	\$ 19,200
Additions due to contingent consideration payments	120	—
Additions due to the acquisition of Ident Technology AG	17,375	—
Balance at March 31, 2012	74,313	19,200
Additions due to the acquisition of SMSC	169,065	—
Additions due to the acquisition of Roving Networks	8,652	—
Additions due to contingent consideration payments	118	—
Balance at March 31, 2013	\$ 252,148	\$ 19,200

In the year ended March 31, 2012, the Company acquired Ident Technology AG. This acquisition resulted in approximately \$17.4 million of goodwill which was allocated to the semiconductor products reporting unit.

In the year ended March 31, 2013, the Company acquired SMSC and Roving Networks. The SMSC acquisition resulted in approximately \$169.1 million of goodwill which was allocated to the semiconductor products reporting unit. The Roving Networks acquisition resulted in approximately \$8.7 million of goodwill which was allocated to the semiconductor products reporting unit.

At March 31, 2013, \$252.1 million of goodwill was recorded in the Company's semiconductor products reporting unit and \$19.2 million was recorded in the Company's technology licensing reporting unit. At March 31, 2013, the Company applied a qualitative goodwill impairment screen to its two reporting units, concluding it was not more likely than not that goodwill was impaired. Through March 31, 2013, the Company has never recorded an impairment charge against its goodwill balance.

13. ACCRUED LIABILITIES

Accrued liabilities consist of the following (amounts in thousands):

	March 31, 2013	March 31, 2012
Acquisition related contingent consideration	\$ 19,100	\$ —
Other accrued expenses	108,008	88,877
	\$ 127,108	\$ 88,877

14. INCOME TAXES

The Company is subject to income taxes in the U.S. and numerous foreign jurisdictions. The Company files U.S. federal, U.S. state, and foreign income tax returns. For U.S. federal, and in general for U.S. state tax returns, the fiscal 2009 and later tax years remain open for examination by tax authorities. For foreign tax returns, the Company is generally no longer subject to income tax examinations for years prior to fiscal 2005.

Significant judgment is required in evaluating the Company's uncertain tax positions and determining its provision for income taxes. Although the Company believes that it has appropriately reserved for its uncertain tax positions, no assurance can be given that the final tax outcome of these matters will not be different than expectations. The Company will adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit, the refinement of an estimate, the closing of a statutory audit period or changes in applicable tax law. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the impact of reserve provisions and changes to the reserves that are considered appropriate, as well as related net interest.

The Company recognizes liabilities for anticipated tax audit issues in the U.S. and other domestic and international tax jurisdictions based on its estimate of whether, and the extent to which, additional tax payments are more likely than not. The Company believes it maintains appropriate reserves to offset potential income tax liabilities that may arise upon final resolution of matters for open tax years. The U.S. Internal Revenue Service (IRS) is currently auditing the Company's fiscal years 2009 and 2010 tax years, as well as SMSC's 2011 and 2012 tax years. The Company believes that it has appropriate support for the income tax positions taken and to be taken on its tax returns and that its accruals for tax liabilities are appropriate for all open years based on an assessment of many factors including past experience and interpretations of tax law applied to the facts of each matter. If such accrued amounts ultimately prove to be unnecessary, the resulting reversal of such reserves would result in tax benefits being recorded in the period the reserves are no longer deemed necessary. If such assessments ultimately prove to be greater than anticipated, a future charge to expense would be recorded in the period in which the assessment is determined. Timing of the resolution and/or closure on audits is highly uncertain; however, the Company does not believe that it is reasonably possible that the unrecognized tax benefits could significantly change within the next 12 months as the result of a tax examination closure.

The following table summarizes the activity related to the Company's gross unrecognized tax benefits from April 1, 2010 to March 31, 2013 (amounts in thousands):

	Year Ended March 31,		
	2013	2012	2011
Beginning balance	\$ 70,490	\$ 58,125	\$ 57,140
Increases related to acquisitions	45,624	—	36,587
Decreases related to prior year tax positions	(5,751)	(2,153)	(49,932)
Increases related to current year tax positions	42,328	11,992	13,951
Increases related to prior year tax positions	154	2,526	379
Ending balance	<u>\$ 152,845</u>	<u>\$ 70,490</u>	<u>\$ 58,125</u>

As of March 31, 2013, the Company had accrued approximately \$3.2 million related to the potential payment of interest on the Company's uncertain tax positions. As of March 31, 2012, the Company had accrued approximately \$3.1 million related to the potential payment of interest on the Company's uncertain tax positions. Interest was included in the provision for income taxes. The Company has accrued for approximately \$30.6 million and \$0.9 million in penalties related to its uncertain tax positions related to its international locations as of March 31, 2013 and March 31, 2012, respectively. Interest and penalties charged or (credited) to operations during the years ended March 31, 2013, 2012 and 2011 related to the Company's uncertain tax positions were \$0.8 million, \$0.9 million and \$(3.6) million, respectively.

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The income tax (benefit) provision from continuing operations consists of the following (amounts in thousands):

	Year Ended March 31,		
	2013	2012	2011
Current (benefit) expense:			
Federal	\$ 33,856	\$ 7,611	\$ 294
State	2,350	544	21
Foreign	16,950	21,174	22,877
Total current	\$ 53,156	29,329	23,192
Deferred expense (benefit):			
Federal	\$ (16,004)	14,942	11,035
State	(1,111)	1,067	788
Foreign	(11,253)	(2,348)	(3,484)
Total deferred	(28,368)	13,661	8,339
	\$ 24,788	\$ 42,990	\$ 31,531

The tax benefit associated with the Company's equity incentive plans reduced taxes currently payable by \$6.3 million and \$7.5 million for the years ended March 31, 2012 and 2011, respectively. These amounts were credited to additional paid-in capital in each of these fiscal years.

The provision for income taxes differs from the amount computed by applying the statutory federal tax rate to income before income taxes. The sources and tax effects of the differences in the total income tax (benefit) provision from continuing operations are as follows (amounts in thousands):

	Year Ended March 31,		
	2013	2012	2011
Computed expected income tax provision	\$ 53,262	\$ 132,894	\$ 161,244
State income taxes, net of federal benefits	(2,054)	1,280	1,746
Research and development tax credits - current year	(8,263)	(3,750)	(3,691)
Research and development tax credits - prior years	(3,347)	(5,894)	—
Foreign income taxed at lower than the federal rate	(52,317)	(93,905)	(92,166)
Increases related to current and prior year tax positions	37,507	12,365	14,330
Decreases related to prior year tax positions	—	—	(49,932)
	\$ 24,788	\$ 42,990	\$ 31,531

Pretax income from foreign continuing operations was \$234.3 million, \$328.5 million and \$390.9 million for the years ended March 31, 2013, 2012 and 2011, respectively. Unremitted foreign earnings that are considered to be permanently invested outside the U.S., and on which no deferred taxes have been provided, amounted to approximately \$1.8 billion at March 31, 2013. The Company has the ability and intent to indefinitely reinvest the foreign earnings. Should the Company elect in the future to repatriate a portion of the foreign earnings so invested, the Company would incur income tax expense on such repatriation, net of any available deductions and foreign tax credits. This would result in additional income tax expense beyond the computed effective tax rate in such periods.

In January 2013, the U.S. Congress retroactively reinstated the research and development tax credit from January 1, 2012. As a result, the Company recognized a one-time tax benefit of \$8.1 million in the quarter ended March 31, 2013 related to the reinstatement of the credit for calendar year 2012.

During the year ended March 31, 2011, the Company settled an IRS examination of fiscal years 2006, 2007 and 2008. In addition, the Company benefited from the expiration of the statute of limitations related to previously accrued tax reserves and incurred a tax charge related to a corporate restructuring. The total tax benefit associated with these items resulted in a reduction of income tax provision of approximately \$24.4 million and a decrease in the effective tax rate from continuing operations of 5.3%.

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The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows (amounts in thousands):

	March 31,	
	2013	2012
Deferred tax assets:		
Deferred intercompany profit	\$ 13,679	\$ 14,624
Deferred income on shipments to distributors	28,776	23,646
Inventory valuation	9,148	6,245
Net operating loss carryforward	77,959	33,639
Share-based compensation	27,757	25,693
Income tax credits	112,686	103,882
Accrued expenses and other	17,241	10,770
Gross deferred tax assets	<u>287,246</u>	<u>218,499</u>
Valuation allowances	(88,637)	(78,506)
Deferred tax assets, net of valuation allowances	<u>198,609</u>	<u>139,993</u>
Deferred tax liabilities:		
Property, plant and equipment, principally due to differences in depreciation	(8,515)	(7,844)
Junior convertible debentures	(486,878)	(445,826)
Other	(10,779)	(6,500)
Deferred tax liabilities	<u>(506,172)</u>	<u>(460,170)</u>
Net deferred tax liability	<u>\$ (307,563)</u>	<u>\$ (320,177)</u>
Reported as:		
Current deferred tax assets	\$ 80,687	\$ 91,191
Non-current deferred tax liability	(388,250)	(411,368)
Net deferred tax liability	<u>(307,563)</u>	<u>(320,177)</u>

In addition to the deferred tax assets listed above, the Company has unrecorded tax benefits of \$12.1 million attributable to the difference between the amount of the financial statement expense and the allowable tax deduction associated with share-based compensation. As a result of net operating loss carryforwards, the Company was not able to recognize the excess tax benefits of share-based compensation deductions because the deductions did not reduce income tax payable. Although not recognized for financial reporting purposes, this unrecorded tax benefit is available to reduce future income and is incorporated into the disclosed amounts of the Company's federal and state NOL carryforwards, discussed below. If subsequently realized, the benefit will be recorded to contributed capital.

The Company had federal, state and foreign net operating loss carryforwards with an estimated tax effect of \$78.0 million available at March 31, 2013. The state net operating loss carryforwards expire at various times between 2014 and 2033. The Company believes that it is more likely than not that the benefit from certain foreign and state net operating loss carryforwards will not be realized. In recognition of this risk, at March 31, 2013, the Company has provided a valuation allowance of \$22.8 million. The Company also has state tax credits with an estimated tax effect of \$46.5 million available at March 31, 2013. These state tax credits expire at various times between 2014 and 2028. The Company believes that it is more likely than not that the full benefit from these state tax credits will not be realized, and therefore has provided a valuation allowance of \$43.5 million. The Company has U.S. foreign tax credits with an estimated tax effect of \$21.3 million that expire at various times between 2014 and 2023. The Company believes it is more likely than not that the benefit from these credits will not be fully realized and has provided a valuation allowance of \$21.2 million. At March 31, 2013, the Company had credits for increasing research activity in the amount of \$41.9 million that expire at various times between 2017 and 2033. In addition, the Company had \$3.0 million of alternative minimum tax credits that do not expire. At March 31, 2013, the Company had alternative minimum tax net operating loss carryforwards of approximately \$160.6 million that expire between 2032 and 2033.

The Company's Thailand manufacturing operations currently benefit from numerous tax holidays granted to the Company based on its investment in property, plant and equipment in Thailand. The Company's tax holiday periods in Thailand expire at various times in the future, however, the Company actively seeks to acquire new tax holidays. The Company does not expect the future expiration of any of its tax holiday periods in Thailand to have a material impact on its effective tax rate. The

aggregate dollar benefits derived from these tax holidays approximated \$12.0 million, \$6.5 million and \$20.9 million for the years ended March 31, 2013, 2012 and 2011, respectively. The benefit the tax holiday had on diluted net income per share approximated \$0.06 in the year ended March 31, 2013, \$0.03 for the year ended March 31, 2012 and \$0.10 for the year ended March 31, 2011.

15. 2.125% JUNIOR SUBORDINATED CONVERTIBLE DEBENTURES

The Company's \$1.15 billion principal amount of 2.125% junior subordinated convertible debentures due December 15, 2037, are subordinated in right of payment to any future senior debt of the Company and are effectively subordinated in right of payment to the liabilities of the Company's subsidiaries. The debentures are convertible, subject to certain conditions, into shares of the Company's common stock at an initial conversion rate of 29.2783 shares of common stock per \$1,000 principal amount of debentures, representing an initial conversion price of approximately \$34.16 per share of common stock. As of March 31, 2013, the holders of the debentures have the right to convert their debentures between April 1, 2013 and June 30, 2013 because for at least 20 trading days during the 30 consecutive trading day period ending on March 31, 2013, the Company's common stock had a last reported sale price greater than 130% of the conversion price. As of March 31, 2013, a holder could realize more economic value by selling its debentures in the over the counter market than from converting its debentures. As a result of cash dividends paid since the issuance of the debentures, the conversion rate has been adjusted to 37.3481 shares of common stock per \$1,000 of principal amount of debentures, representing a conversion price of approximately \$26.78 per share of common stock.

As the debentures can be settled in cash upon conversion, for accounting purposes, the debentures were bifurcated into a liability component and an equity component, which are both initially recorded at fair value. The carrying value of the equity component at March 31, 2013 and at March 31, 2012 was \$822.4 million. The estimated fair value of the liability component of the debentures at the issuance date was \$327.6 million, resulting in a debt discount of \$822.4 million. The unamortized debt discount was \$786.2 million at March 31, 2013 and \$794.4 million at March 31, 2012. The carrying value of the debentures was \$363.4 million at March 31, 2013 and \$355.1 million at March 31, 2012. The remaining period over which the unamortized debt discount will be recognized as non-cash interest expense is 24.75 years. In the years ended March 31, 2013, 2012 and 2011 the Company recognized \$8.2 million, \$7.5 million and \$6.8 million, respectively, in non-cash interest expense related to the amortization of the debt discount. The Company recognized \$24.4 million of interest expense related to the 2.125% coupon on the debentures in each of fiscal 2013, fiscal 2012 and fiscal 2011.

16. CREDIT FACILITY

On August 12, 2011, the Company entered into a credit agreement among the Company, the lenders from time to time that are parties thereto and JPMorgan Chase Bank, N.A., as administrative agent (the "Credit Agreement"). The Credit Agreement provides for a \$750 million revolving credit facility, with a \$100 million foreign currency sublimit, a \$25 million letter of credit sublimit and a \$15 million swingline loan sublimit, terminating on August 12, 2016 (the "Maturity Date"). The Credit Agreement also contains an increase option permitting the Company, subject to certain requirements, to arrange with existing lenders and/or new lenders for them to provide up to an aggregate of \$250 million in additional commitments, which may be for revolving loans or term loans. Proceeds of loans made under the Credit Agreement may be used for working capital and general corporate purposes. No loans were made nor letters of credit issued under the Credit Agreement at closing. At March 31, 2013, \$620.0 million of borrowings were outstanding under the credit agreement. The borrowings under the credit agreement were used to finance a portion of the purchase price of the SMSC acquisition which closed on August 2, 2012.

The loans bear interest, at the Company's option, at the base rate plus a spread of 0.50% to 1.50% or an adjusted LIBOR rate (based on one, two, three, or six-month interest periods) plus a spread of 1.50% to 2.50%, in each case with such spread being determined based on the consolidated leverage ratio for the preceding four fiscal quarter period. The base rate means the highest of JPMorgan Chase Bank, N.A.'s prime rate, the federal funds rate plus a margin equal to 0.50% and the adjusted LIBOR rate for a 1-month interest period plus a margin equal to 1.00%. Swingline loans accrue interest at a per annum rate based on the base rate plus the applicable margin for base rate loans. Base rate loans may only be made in U.S. Dollars. The Company is also obligated to pay other administration fees and letter of credit fees for a credit facility of this size and type.

Interest is due and payable in arrears quarterly for loans bearing interest at the base rate and at the end of an interest period (or at each three month interval in the case of loans with interest periods greater than three months) in the case of loans bearing interest at the adjusted LIBOR rate. Interest expense on loans related to the credit agreement was approximately \$7.0 million in fiscal 2013. There was no interest expense related to loans on the credit agreement in fiscal 2012 or fiscal 2011. Principal, together with all accrued and unpaid interest, is due and payable on the maturity date. The Company may prepay the loans and

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terminate the commitments, in whole or in part, at any time without premium or penalty, subject to certain conditions including minimum amounts in the case of commitment reductions and reimbursement of certain costs in the case of prepayments of LIBOR loans.

The Company's obligations under the Credit Agreement are guaranteed by certain of its subsidiaries meeting materiality thresholds set forth in the Credit Agreement. To secure the Company's obligations under the Credit Agreement, the Company and its domestic subsidiaries will be required to pledge the equity securities of certain of their respective material subsidiaries, subject to certain exceptions and limitations.

The Credit Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict the Company and its subsidiaries' ability to, among other things, incur subsidiary indebtedness, grant liens, merge or consolidate, dispose of assets, make investments, make acquisitions, enter into certain transactions with affiliates, pay dividends or make distributions, repurchase stock, enter into restrictive agreements and enter into sale and leaseback transactions, in each case subject to customary exceptions for a credit facility of this size and type. The Company is also required to maintain compliance with a consolidated leverage ratio and a consolidated interest coverage ratio. At March 31, 2013, the Company was in compliance with these covenants.

The Credit Agreement includes customary events of default that, include among other things, non-payment defaults, inaccuracy of representations and warranties, covenant defaults, cross default to material indebtedness, bankruptcy and insolvency defaults, material judgment defaults, ERISA defaults and a change of control default. The occurrence of an event of default could result in the acceleration of the obligations under the Credit Agreement. Under certain circumstances, a default interest rate will apply on all obligations during the existence of an event of default under the Credit Agreement at a per annum rate equal to 2.00% above the applicable interest rate for any overdue principal and 2.00% above the rate applicable for base rate loans for any other overdue amounts.

17. CONTINGENCIES

In the ordinary course of the Company's business, it is involved in a limited number of legal actions, both as plaintiff and defendant, and could incur uninsured liability in any one or more of them. The Company also periodically receives notifications from various third parties alleging infringement of patents, intellectual property rights or other matters. With respect to pending legal actions to which the Company is a party, although the outcomes of these actions are not generally determinable, the Company believes that the ultimate resolution of these matters will not have a material adverse effect on its financial position, cash flows or results of operations. Litigation relating to the semiconductor industry is not uncommon, and the Company is, and from time to time has been, subject to such litigation. No assurances can be given with respect to the extent or outcome of any such litigation in the future.

The Company's technology license agreements generally include an indemnification clause that indemnifies the licensee against liability and damages (including legal defense costs) arising from any claims of patent, copyright, trademark or trade secret infringement by the Company's proprietary technology. The terms of these indemnification provisions approximate the terms of the outgoing technology license agreements, which are typically perpetual unless terminated by either party for breach. The possible amount of future payments the Company could be required to make based on agreements that specify indemnification limits, if such indemnifications were required on all of these agreements, is approximately \$112 million. There are some licensing agreements in place that do not specify indemnification limits. The Company had not recorded any liabilities related to these indemnification obligations as of March 31, 2013.

Contingent liabilities in the amount of \$13.0 million were recorded in connection with the SST acquisition as an adverse outcome was determined to be probable and estimable. One of the contingent liabilities associated with the SST acquisition was resolved in fiscal 2013 with legal settlement costs of approximately \$11.5 million for certain legal matters related to SST in excess of previously accrued amounts, which were expensed as special charges in the accompanying statement of income. At March 31, 2013, \$5.7 million of the original contingent liabilities recorded was still outstanding.

18. STOCK REPURCHASE ACTIVITY

On December 11, 2007, the Company announced that its Board of Directors had authorized the repurchase of up to 10.0 million shares of its common stock in the open market or in privately negotiated transactions. As of March 31, 2013, the Company had repurchased 7.5 million shares under this authorization for \$234.7 million. There is no expiration date associated with this program.

During the years ended March 31, 2013, 2012 and 2011, the Company did not purchase any of its shares of common stock.

19. EMPLOYEE BENEFIT PLANS

The Company maintains a contributory profit-sharing plan for its domestic employees meeting certain eligibility and service requirements. The plan qualifies under Section 401(k) of the Internal Revenue Code of 1986, as amended, and allows employees to contribute up to 60% of their base salary, subject to maximum annual limitations prescribed by the IRS. The Company has a discretionary matching contribution program. All matches are provided on a quarterly basis and require the participant to be an active employee at the end of each quarter. For the fiscal year ended March 31, 2013, the Company contributions to the plan totaled \$0.8 million. For the fiscal year ended March 31, 2012, the Company contributions to the plan totaled \$1.6 million. For the fiscal year ended March 31, 2011, the Company contributions to the plan totaled \$2.3 million.

The Company's 2001 Employee Stock Purchase Plan (the 2001 Purchase Plan) became effective on March 1, 2002. The Board of Directors approved the 2001 Purchase Plan in May 2001 and the stockholders approved it in August 2001. Under the 2001 Purchase Plan, eligible employees of the Company may purchase shares of common stock at semi-annual intervals through periodic payroll deductions. The purchase price in general will be 85% of the lower of the fair market value of the common stock on the first day of the participant's entry date into the offering period or of the fair market value on the semi-annual purchase date. Depending upon a participant's entry date into the 2001 Purchase Plan, purchase periods under the 2001 Purchase Plan consist of overlapping periods of either 24, 18, 12 or 6 months in duration. In May 2003 and August 2003, the Company's Board and stockholders, respectively, each approved an annual automatic increase in the number of shares reserved under the 2001 Purchase Plan. The automatic increase took effect on January 1, 2005, and on each January 1 thereafter during the term of the plan, and is equal to the lesser of (i) 1,500,000, (ii) one half of one percent (0.5%) of the then outstanding shares of the Company's common stock, or (iii) such lesser amount as is approved by Board of Directors. Upon the approval of the Board of Directors, there were no shares added under the 2001 Purchase Plan on January 1, 2013 based on the automatic increase provision. On January 1, 2012 an additional 960,269 shares were reserved under the 2001 Purchase Plan based on the automatic increase. On January 1, 2011, an additional 941,530 shares were reserved under the 2001 Purchase Plan based on the automatic increase. Since the inception of the 2001 Purchase Plan, 11,277,862 shares of common stock have been reserved for issuance and 5,090,250 shares have been issued under this purchase plan.

During fiscal 1995, a purchase plan was adopted for employees in non-U.S. locations. Such plan provided for the purchase price per share to be 100% of the lower of the fair market value of the common stock at the beginning or end of the semi-annual purchase plan period. Effective May 1, 2006, the Company's Board approved a purchase price per share equal to 85% of the lower of the fair market value of the common stock at the beginning or end of the semi-annual purchase plan period. Since the inception of this purchase plan, 1,500,285 shares of common stock have been reserved for issuance and 709,422 shares have been issued under this purchase plan.

Effective January 1, 1997, the Company adopted a non-qualified deferred compensation arrangement. This plan is unfunded and is maintained primarily for the purpose of providing deferred compensation for a select group of highly compensated employees as defined in ERISA Sections 201, 301 and 401. There are no Company matching contributions made under this plan.

In connection with the acquisition of SMSC, the Company assumed an unfunded Supplemental Executive Retirement Plan ("SERP"), which provides former SMSC senior management with retirement, disability and death benefits. An amendment to the SERP was executed on November 3, 2009, freezing the benefit level for existing participants as of February 28, 2010 and closing the SERP to new participants. As of March 31, 2013, the projected benefit obligation is \$7.0 million. Annual benefit payments and contributions under this plan are expected to be approximately \$0.7 million in fiscal 2014 and approximately \$4.9 million cumulatively in fiscal 2015 through fiscal 2023.

The Company has management incentive compensation plans which provide for bonus payments, based on a percentage of base salary, from an incentive pool created from operating profits of the Company, at the discretion of the Board of Directors. During the years ended March 31, 2013, 2012 and 2011, \$12.0 million, \$7.8 million and \$28.3 million were charged against operations for these plans, respectively.

The Company also has a plan that, at the discretion of the Board of Directors, provides a cash bonus to all employees of the Company based on the operating profits of the Company. During the years ended March 31, 2013, 2012 and 2011, \$4.3 million, \$3.2 million and \$16.0 million, respectively, were charged against operations for this plan.

20. EQUITY INCENTIVE PLANS*Share-Based Compensation Expense*

The following table presents the details of the Company's share-based compensation expense (amounts in thousands):

	Year Ended March 31,		
	2013	2012	2011
Cost of sales	\$ 8,234 ⁽¹⁾	\$ 5,648 ⁽¹⁾	\$ 6,825 ⁽¹⁾
Research and development	22,178	14,719	12,874
Selling, general and administrative	27,603	17,922	17,113
Pre-tax effect of share-based compensation	58,015	38,289	36,812
Income tax benefit	9,038	4,889	4,493
Net income effect of share-based compensation	<u>\$ 48,977</u>	<u>\$ 33,400</u>	<u>\$ 32,319</u>

⁽¹⁾ During the year ended March 31, 2013, \$5.9 million of share-based compensation expense was capitalized to inventory, and \$8.2 million of previously capitalized share-based compensation expenses in inventory was sold. During the year ended March 31, 2012, \$6.6 million of share-based compensation expense was capitalized to inventory, and \$5.6 million of previously capitalized share-based compensation expense in inventory was sold. During the year ended March 31, 2011, \$7.1 million of share-based compensation expense was capitalized to inventory, and \$6.8 million of previously capitalized share-based compensation expense in inventory was sold.

The amount of unearned share-based compensation currently estimated to be expensed in the remainder of fiscal 2014 through fiscal 2018 related to unvested share-based payment awards at March 31, 2013 is \$87.5 million. The weighted average period over which the unearned share-based compensation is expected to be recognized is approximately 2.19 years.

SMSC Acquisition-related Equity Awards

In connection with the acquisition of SMSC, the Company recognized \$7.8 million in share-based compensation expense due to the accelerated vesting of outstanding equity awards upon termination of certain SMSC executive officers. Also, in connection with the acquisition of SMSC, the Company assumed certain unvested stock options, stock appreciation rights (SARs) and RSUs granted by SMSC. The assumed awards were measured at the acquisition date based on the estimated fair value, which was a total of \$28.2 million. The Hull White II lattice model was used to value the assumed awards. A portion of that fair value, \$6.9 million, which represented the preacquisition vested service provided by employees to SMSC, was included in the total consideration transferred as part of the acquisition. As of the acquisition date, the remaining portion of the fair value of those awards was \$21.3 million, representing post-acquisition stock-based compensation expense that would be recognized as these employees provide service over the remaining vesting periods.

Combined Incentive Plan Information

RSU share activity under the 2004 Plan is set forth below:

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	Number of Shares
Nonvested shares at March 31, 2010	4,637,948
Granted	1,766,257
Forfeited/expired	(171,967)
Vested	(990,932)
Nonvested shares at March 31, 2011	5,241,306
Granted	1,627,191
Forfeited/expired	(184,926)
Vested	(1,191,351)
Nonvested shares at March 31, 2012	5,492,220
Granted	1,976,583
Assumed upon acquisition	523,043
Forfeited/expired	(370,196)
Vested	(1,611,819)
Nonvested shares at March 31, 2013	<u>6,009,831</u>

The total intrinsic value of RSUs which vested during the years ended March 31, 2013, 2012 and 2011 was \$54.4 million, \$43.7 million and \$32.6 million, respectively. The aggregate intrinsic value of RSUs outstanding at March 31, 2013 was \$221.0 million, calculated based on the closing price of the Company's common stock of \$36.77 per share on March 31, 2013. At March 31, 2013, the weighted average remaining expense recognition period was 2.26 years.

The weighted average fair value per share of the RSUs awarded is calculated based on the fair market value of the Company's common stock on the respective grant dates discounted for the Company's expected dividend yield. The weighted average fair value per share of RSUs awarded in the years ended March 31, 2013, 2012 and 2011 was \$29.92, \$30.48 and \$26.05, respectively.

Stock option and SAR activity under the Company's stock incentive plans in the three years ended March 31, 2013 is set forth below:

	Number of Shares	Weighted Average Exercise Price per Share
Outstanding at March 31, 2010	8,459,779	\$ 24.52
Granted	—	—
Exercised	(2,885,365)	23.09
Canceled	(77,490)	29.39
Outstanding at March 31, 2011	5,496,924	25.21
Granted	—	—
Exercised	(2,129,260)	25.53
Canceled	(6,667)	25.05
Outstanding at March 31, 2012	3,360,997	25.00
Granted	—	—
Assumed upon acquisition	827,707	19.32
Exercised	(1,638,548)	22.19
Canceled	(280,353)	19.90
Outstanding at March 31, 2013	<u>2,269,803</u>	<u>\$ 25.58</u>

The total intrinsic value of options and SARs exercised during the years ended March 31, 2013, 2012 and 2011 was \$19.0 million, \$26.7 million and \$29.8 million, respectively. This intrinsic value represents the difference between the fair market value of the Company's common stock on the date of exercise and the exercise price of each equity award.

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The aggregate intrinsic value of options and SARs outstanding at March 31, 2013 was \$25.4 million. The aggregate intrinsic value of options and SARS exercisable at March 31, 2013 was \$19.2 million. The aggregate intrinsic values were calculated based on the closing price of the Company's common stock of \$36.77 per share on March 31, 2013.

As of March 31, 2013 and 2012, the number of option and SARs shares exercisable was 1,922,644 and 3,360,997, respectively, and the weighted average exercise price per share was \$26.77 and \$25.00, respectively.

21. COMMITMENTS

The Company leases office space, transportation and other equipment under operating leases which expire at various dates through March 31, 2021. The future minimum lease commitments under these operating leases at March 31, 2013 were as follows (amounts in thousands):

Year Ending March 31,	Amount
2014	\$ 13,323
2015	11,510
2016	10,171
2017	8,910
2018	7,577
Thereafter	18,692
Total minimum payments	<u>\$ 70,183</u>

Rental expense under operating leases totaled \$20.3 million, \$15.1 million and \$13.0 million for fiscal years 2013, 2012 and 2011, respectively.

Commitments for construction or purchase of property, plant and equipment totaled \$28.0 million as of March 31, 2013, all of which will be due within the next year. Other purchase obligations and commitments totaled approximately \$57.7 million as of March 31, 2013. Other purchase obligations and commitments include payments due under various types of licenses and approximately \$55.3 million of outstanding purchase commitments with the Company's wafer foundries for delivery in fiscal 2014.

22. GEOGRAPHIC AND SEGMENT INFORMATION

The Company's reporting segments include semiconductor products and technology licensing. The Company does not allocate operating expenses, interest income, interest expense, other income or expense, or provision for or benefit from income taxes to these segments for internal reporting purposes, as the Company does not believe that allocating these expenses is beneficial in evaluating segment performance. Additionally, the Company does not allocate assets to segments for internal reporting purposes as it does not manage its segments by such metrics.

The following table represents revenues and gross profit for each segment (amounts in thousands):

	Years ended March 31,					
	2013		2012		2011	
	Net Sales	Gross Profit	Net Sales	Gross Profit	Net Sales	Gross Profit
Semiconductor products	\$ 1,497,820	\$ 754,656	\$ 1,296,175	\$ 712,798	\$ 1,415,137	\$ 809,183
Technology licensing	83,803	83,803	87,001	86,496	72,068	72,068
	<u>\$ 1,581,623</u>	<u>\$ 838,459</u>	<u>\$ 1,383,176</u>	<u>\$ 799,294</u>	<u>\$ 1,487,205</u>	<u>\$ 881,251</u>

The Company sells its products to distributors and original equipment manufacturers (OEMs) in a broad range of market segments, performs on-going credit evaluations of its customers and, as deemed necessary, may require collateral, primarily letters of credit. The Company's operations outside the U.S. consist of product assembly and final test facilities in Thailand, and sales and support centers and design centers in certain foreign countries. Domestic operations are responsible for the design, development and wafer fabrication of products, as well as the coordination of production planning and shipping to meet worldwide customer commitments. The Company's Thailand assembly and test facility is reimbursed in relation to value added

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with respect to assembly and test operations and other functions performed, and certain foreign sales offices receive compensation for sales within their territory. Accordingly, for financial statement purposes, it is not meaningful to segregate sales or operating profits for the assembly and test and foreign sales office operations. Identifiable long-lived assets (consisting of property, plant and equipment) by geographic area are as follows (amounts in thousands):

	March 31,	
	2013	2012
United States	\$ 325,326	\$ 314,339
Thailand	171,100	186,098
Various other countries	18,118	16,174
Total long-lived assets	<u>\$ 514,544</u>	<u>\$ 516,611</u>

Sales to unaffiliated customers located outside the U.S., primarily in Asia and Europe, aggregated approximately 83%, 82% and 80% of consolidated net sales for the years ended March 31, 2013, 2012 and 2011, respectively. Sales to customers in Europe represented 22%, 23% and 23% of consolidated net sales for the years ended March 31, 2013, 2012 and 2011, respectively. Sales to customers in Asia represented 58%, 56% and 57% of consolidated net sales for each of the years ended March 31, 2013, 2012 and 2011, respectively. Within Asia, sales into China, including Hong Kong, represented 27%, 24% and 25% of consolidated net sales for the years ended March 31, 2013, 2012 and 2011, respectively. Sales into Taiwan represented 13%, 15% and 13% of consolidated net sales for the years ended March 31, 2013, 2012 and 2011, respectively. Sales into any other individual foreign country did not exceed 10% of the Company's net sales for any of the years presented.

No single end customer accounted for 10% or more of the Company's net sales during the years ended March 31, 2013, 2012 and 2011. The Company's largest distributor, Future Electronics, accounted for approximately 10% of its net sales in each of fiscal 2012 and 2011. These net sales are reported in the semiconductor products segment. No distributor accounted for 10% or more of the Company's net sales in fiscal 2013.

23. DERIVATIVE INSTRUMENTS

The Company has international operations and is thus subject to foreign currency rate fluctuations. To manage the risk of changes in foreign currency rates, the Company periodically enters into derivative contracts comprised of foreign currency forward contracts to hedge its asset and liability foreign currency exposure and a portion of its foreign currency operating expenses. Approximately 99% of the Company's sales are U.S. Dollar denominated. To date, the exposure related to foreign exchange rate volatility has not been material to the Company's operating results. As of March 31, 2013, the Company had a foreign currency forward contract outstanding with a notional amount of \$6.0 million to economically hedge certain balance sheet exposures related to the Japanese yen. The fair value of this contract was immaterial as of March 31, 2013. The Company had no foreign currency forward contracts outstanding as of March 31, 2012. The Company recognized an immaterial amount of net realized gains and losses on foreign currency forward contracts in the years ended March 31, 2013, 2012 and 2011. Gains and losses from changes in the fair value of these foreign currency forward contracts are credited or charged to Other Income (Expense). The Company does not apply hedge accounting to its foreign currency derivative instruments.

24. NET INCOME PER COMMON SHARE

The following table sets forth the computation of basic and diluted net income per common share from continuing operations (in thousands, except per share amounts):

	Year ended March 31,		
	2013	2012	2011
Net income from continuing operations	\$ 127,389	\$ 336,705	\$ 429,167
Weighted average common shares outstanding	194,595	191,283	187,066
Dilutive effect of stock options and RSUs	3,650	4,207	4,463
Dilutive effect of convertible debt	7,531	8,029	3,186
Weighted average common and potential common shares outstanding	205,776	203,519	194,715
Basic net income per common share – continuing operations	<u>\$ 0.65</u>	<u>\$ 1.76</u>	<u>\$ 2.29</u>
Diluted net income per common share – continuing operations	<u>\$ 0.62</u>	<u>\$ 1.65</u>	<u>\$ 2.20</u>

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Diluted net income per common share for continuing operations for the years ended March 31, 2013, 2012, and 2011 includes 7,531,111, 8,029,255 and 3,185,591 shares, respectively, issuable upon the exchange of debentures (see Note 15). The debentures have no impact on diluted net income per common share unless the average price of the Company's common stock exceeds the conversion price because the principal amount of the debentures will be settled in cash upon conversion. Prior to conversion, the Company will include, in the diluted net income per common share calculation, the effect of the additional shares that may be issued when the Company's common stock price exceeds the conversion price using the treasury stock method. The weighted average conversion price per share used in calculating the dilutive effect of the convertible debt for years ended March 31, 2013, 2012 and 2011 was \$27.36, \$28.50 and \$29.61, respectively.

Diluted net loss per common share from discontinued operations for the year ended March 31, 2011 was \$(0.05). There was no diluted net income or loss from discontinued operations for the years ended March 31, 2013 or 2012.

Weighted average common shares exclude the effect of option shares which are not dilutive. For the years ended March 31, 2013, 2012 and 2011, the number of option shares that were antidilutive were 98,068, 53,374 and 132,084, respectively.

25. QUARTERLY RESULTS (UNAUDITED)

The following table presents the Company's selected unaudited quarterly operating results for the eight quarters ended March 31, 2013. The Company believes that all adjustments of a normal recurring nature have been made to present fairly the related quarterly results (in thousands, except per share amounts):

Fiscal 2013	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Net sales	\$ 352,134	\$ 383,298	\$ 416,047	\$ 430,144	\$ 1,581,623
Gross profit	204,797	194,195	200,428	239,039	838,459
Operating income	96,333	8,094	17,413	56,713	178,553
Net income	78,710	(21,184)	10,173	59,690	127,389
Diluted net income per common share	0.39	(0.10)	0.05	0.28	0.62

Fiscal 2012	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Net sales	\$ 374,507	\$ 340,602	\$ 329,156	\$ 338,911	\$ 1,383,176
Gross profit	221,457	196,703	185,488	195,646	799,294
Operating income	116,860	97,620	88,127	93,909	396,516
Net income	99,293	79,287	77,489	80,636	336,705
Diluted net income per common share	0.49	0.40	0.38	0.39	1.65

Refer to Note 5, Special Charges, for an explanation of the special charges included in operating income in fiscal 2013 and fiscal 2012.

As further discussed in Note 3, the Company identified certain amounts of its amortization of acquired intangible assets that were incorrectly included within cost of sales. The Company corrected this presentation in the second quarter of fiscal 2013, and has conformed previous periods to the current presentation. The adjustments to the quarterly gross profit results originally reported are as follows (in thousands):

	Originally Reported	Adjustments	Revised
Fiscal 2013			
First Quarter	\$ 203,079	\$ 1,718	\$ 204,797
Fiscal 2012			
First Quarter	\$ 219,748	\$ 1,709	\$ 221,457
Second Quarter	194,994	1,709	196,703
Third Quarter	183,779	1,709	185,488
Fourth Quarter	193,873	1,773	195,646
Fiscal 2012 Total	\$ 792,394	\$ 6,900	\$ 799,294

26. SUPPLEMENTAL FINANCIAL INFORMATION

Cash paid for income taxes amounted to \$21.4 million, \$20.1 million and \$17.0 million during the years ended March 31, 2013, 2012 and 2011, respectively. Cash paid for interest on borrowings amounted to \$28.8 million in fiscal 2013 and \$24.4 million in each of fiscal 2012 and 2011.

A summary of additions and deductions related to the allowance for doubtful accounts for the years ended March 31, 2013, 2012 and 2011 follows (amounts in thousands):

	Balance at Beginning of Year	Charged to Costs and Expenses	Deductions ⁽¹⁾	Balance at End of Year
Allowance for doubtful accounts:				
2013	\$ 2,602	\$ 516	\$ (354)	\$ 2,764
2012	2,838	7	(243)	2,602
2011	3,109	31	(302)	2,838

⁽¹⁾ Deductions represent uncollectible accounts written off, net of recoveries.

27. DIVIDENDS

On October 28, 2002, the Company announced that its Board of Directors had approved and instituted a quarterly cash dividend on its common stock. The Company has continued to pay quarterly dividends and has increased the amount of such dividends on a regular basis. Cash dividends paid per share were \$1.406, \$1.390 and \$1.374 during the years ended March 31, 2013, 2012 and 2011, respectively. Total dividend payments amounted to \$273.8 million, \$266.2 million and \$256.8 million during the years ended March 31, 2013, 2012 and 2011, respectively.