

Edgar Filing: SKYWORKS SOLUTIONS INC - Form SC 13D/A

SKYWORKS SOLUTIONS INC  
Form SC 13D/A  
September 29, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

Skyworks Solutions, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.25 per share

-----  
(Title of Class of Securities)

83088M102

-----  
(CUSIP Number)

Conexant Systems, Inc.  
4000 MacArthur Boulevard  
Newport Beach, CA 92660-3095  
Attention: Dennis E. O'Reilly, Esq.  
Senior Vice President, General  
Counsel and Secretary  
(949) 483-4600

with a copy to:

Chadbourne & Parke LLP  
30 Rockefeller Plaza  
New York, NY 10112  
Attention: Peter R. Kolyer, Esq.  
(212) 408-5100

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications)

September 12, 2003

-----  
(Date of Event which Requires Filing of this Statement)

-----  
If the filing person has previously filed a statement on Schedule 13G to report  
the acquisition that is the subject of this Schedule 13D, and is filing this  
schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check  
the following box

The information required on the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 (the "Act") or otherwise subject to the liabilities of that section of the  
Act but shall be subject to all other provisions of the Act.

Edgar Filing: SKYWORKS SOLUTIONS INC - Form SC 13D/A

SCHEDULE 13D

-----  
CUSIP No. 83088M102  
-----

-----  
Page 2 of 5 Pages  
-----

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
Conexant Systems, Inc. 25-1799439  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS  
OO  
-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

7 SOLE VOTING POWER  
NUMBER OF 6,182,907\*  
SHARES

8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH  
0

9 SOLE DISPOSITIVE POWER  
REPORTING PERSON 6,182,907\*

10 SHARED DISPOSITIVE POWER  
WITH PERSON 0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,182,907  
-----

Edgar Filing: SKYWORKS SOLUTIONS INC - Form SC 13D/A

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |  |

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.01%

-----  
14 TYPE OF REPORTING PERSON  
CO

-----  
\*464,991 shares of common stock of Skyworks Solutions, Inc. are being held by Conexant Systems, Inc. to satisfy its obligations to deliver Conexant shares under outstanding performance share awards held by Conexant employees.

CUSIP NO. 83088M102

SCHEDULE 13D

Page 3 of 5 Pages

This Amendment No. 1 amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission on March 21, 2003 (the "Schedule 13D") relating to the common stock, \$0.25 par value (the "Common Stock"), of Skyworks Solutions, Inc., a Delaware corporation (the "Company"). Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background.

Conexant's principal executive office is located at 4000 MacArthur Boulevard, Newport Beach, California 92660-3095.

Item 5. Interest in Securities of the Issuer.

On September 12, 2003, the Company completed an offering of 9,200,000 shares of Common Stock (the "Offering"). Based on the Company's Prospectus Supplement dated September 9, 2003 to the Prospectus dated August 11, 2003 filed with the Securities and Exchange Commission as part of the Registration Statement on Form S-3 dated August 11, 2003, following the Offering, there were 148,596,161 shares of Common Stock issued and outstanding. On September 12, 2003, Conexant beneficially owned the Performance Plan Shares, representing 464,991 shares of Common Stock, and the Note, which was convertible on that date into 5,717,916 shares of Common Stock (the "Conversion Shares") based on the then-current conversion price of \$7.87. Assuming conversion of the Note in full on September 12, 2003 Conexant's percentage beneficial ownership would have been approximately 4.01% of the outstanding Common Stock. If the ten-day average closing price of the Common Stock falls below \$7.87, the Note will be convertible into a larger number of

CUSIP NO. 83088M102

SCHEDULE 13D

Page 4 of 5 Pages

Edgar Filing: SKYWORKS SOLUTIONS INC - Form SC 13D/A

shares of Common Stock, but in no event will the Note be convertible into more than 7,147,395 shares of Common Stock. Assuming conversion of the Note in full for the maximum possible number of shares of Common Stock, Conexant's percentage beneficial ownership would be approximately 4.89% of the outstanding Common Stock. Conexant has the sole power to vote or dispose of the Performance Plan Shares and the Conversion Shares.

Conexant has not engaged in any transactions involving shares of Common Stock during the 60 days prior to the date of this statement.

CUSIP NO. 83088M102

SCHEDULE 13D

Page 5 of 5 Pages

SIGNATURE

-----

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

Dated: September 29, 2003

CONEXANT SYSTEMS, INC.

By: /s/ Dennis E. O'Reilly

-----  
Dennis E. O'Reilly  
Senior Vice President, General Counsel  
and Secretary