

SKYWORKS SOLUTIONS, INC.

Form 4

November 10, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRIFFIN LIAM

2. Issuer Name **and** Ticker or Trading
Symbol
SKYWORKS SOLUTIONS, INC.
[SWKS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5221 CALIFORNIA AVENUE

(Street)

IRVINE, CA 92617

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/09/2016		A	Amount (1) 2,214	(A) or (D) A \$ 0	49,246	D
Common Stock	11/09/2016		F	Amount (2) 1,156	D \$ 77.66	48,140	D
Common Stock	11/10/2016		A	Amount (3) 11,800	A \$ 0	59,940	D
Common Stock	11/10/2016		F	Amount (2) 6,158	D \$ 75.91	53,782	D
Common Stock						11,642 (4)	I By 401(k) plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(5)	11/09/2016		A		15,451		(6)	(6)	Common Stock	15,451
Employee Stock Option (Right to Buy)	\$ 77.66	11/09/2016		A		52,845		(7)	11/09/2023	Common Stock	52,845

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIFFIN LIAM 5221 CALIFORNIA AVENUE IRVINE, CA 92617	X		President and CEO	

Signatures

Robert J. Terry, as Attorney-In-Fact for Liam K. Griffin

11/10/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents 2,214 shares of common stock issued to the Reporting Person pursuant to a performance share award dated 11/9/2015. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2016.

(2)

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Transfer of stock to the Issuer of the number of common shares determined to be sufficient to satisfy tax withholding obligations related to the issuance of unrestricted stock to the Reporting Person.

Represents 11,800 shares of common stock issued to the Reporting Person pursuant to a performance share award dated 11/10/2014. Such

- (3) performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2015.
- (4) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks Solutions, Inc. 401(k) plan based on the latest plan statement dated 10/31/2016.
- (5) Each restricted stock unit represents the contingent right to receive one (1) share of common stock upon vesting of the unit.
- (6) The restricted stock units vest in four (4) equal installments, beginning on 11/9/2017 and ending on 11/9/2020.
- (7) This stock option vests in four (4) equal installments, beginning on 11/9/2017 and ending on 11/9/2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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