

SEMTECH CORP
Form 8-K
March 23, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 20, 2012**

Semtech Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-6395
(Commission
File Number)

95-2119684
(IRS Employer
Identification No.)

200 Flynn Road
Camarillo, California
(Address of principal executive offices)

93012-8790
(Zip Code)

Edgar Filing: SEMTECH CORP - Form 8-K

805-498-2111

Registrant's telephone number, including area code

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Edgar Filing: SEMTECH CORP - Form 8-K

On March 20, 2012, Semtech, through its wholly-owned subsidiary Semtech Canada Inc. completed the acquisition of Gennum, as previously described in Semtech's Current Report on Form 8-K filed on January 24, 2012, as amended on Form 8-K/A filed on January 26, 2012. Semtech acquired 100% of the outstanding shares of Gennum for CDN\$13.55 per share or a total purchase price of approximately CDN\$505 million (approximately US\$510 million based on the exchange rate on March 20, 2012 of CDN\$0.99 to US\$1.00). The acquisition was completed by way of a plan of arrangement under the *Business Corporations Act (Ontario)* and was financed with a combination of cash on hand and a portion of the proceeds from a \$350 million borrowing under the Facilities described under Item 1.01 above. Following completion of the acquisition Gennum and Semtech Canada Inc. amalgamated and will operate under the name Semtech Canada Inc.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information described under Item 1.01 above is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On March 20, 2012, Semtech issued a press release announcing the completion of the acquisition of Gennum. A copy of the press release is furnished and attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

Semtech will file the financial statements of the business acquired pursuant to an amendment to this Form 8-K no later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information

Semtech will file pro forma financial information related to the business acquired pursuant to an amendment to this Form 8-K no later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

(d) Exhibits

Exhibit No.	Description
10.1	Credit Agreement dated March 20, 2012 entered into among Semtech Corporation, the lenders referred to therein and Jefferies Finance LLC, as administrative agent
99.1	Press Release dated March 20, 2012

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SEMTECH CORPORATION

Date: March 22, 2012

By: /s/ Emeka Chukwu
Name: Emeka Chukwu
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
10.1	Credit Agreement dated March 20, 2012 entered into among Semtech Corporation, the lenders referred to therein and Jefferies Finance LLC, as administrative agent
99.1	Press Release dated March 20, 2012