

KULICKE & SOFFA INDUSTRIES INC

Form 424B3

November 19, 2004

Prospectus Supplement No. 1

Filed Pursuant to Rule 424(b)(3)

dated November 19, 2004

Registration No. 333-119406

(to Prospectus dated October 19, 2004)

\$65,000,000

1% Convertible Subordinated Notes due 2010 and**the Common Stock issuable upon conversion of the Notes**

The following table updates the Selling Securityholders section of the prospectus dated October 19, 2004 with respect to the beneficial ownership of the selling securityholders named below. This prospectus supplement is not complete without, and may not be delivered and should not be used except in connection with, the prospectus.

| NAME | PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD | PERCENTAGE OF NOTES OUTSTANDING | NUMBER | | |
|--|--|---------------------------------------|---|---|--|
| | | | NUMBER OF SHARES OF COMMON STOCK OWNED PRIOR TO THE OFFERING ⁽¹⁾ | NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD ⁽¹⁾ | PERCENTAGE OF COMMON STOCK OUTSTANDING ⁽²⁾ |
| Canyon Capital Arbitrage Master Fund, Ltd. | 1,350,000 | 2.1% | 296,965 | 105,130 | * |
| Canyon Value Realization Fund, L.P. | 675,000 | 1.0% | 148,482 | 52,565 | * |
| Canyon Value Realization MAC 18, Ltd. (RMF) | 270,000 | * | 59,393 | 21,026 | * |
| The Canyon Value Realization Fund (Cayman), Ltd. | 1,845,000 | 2.8% | 405,852 | 143,678 | * |

* Less than 1%

(1) Assumes conversion of all of the holder's notes at a conversion rate of 77.8743 shares per \$1,000 principal amount of notes. However, this conversion price is subject to adjustment as described under Description of Notes Conversion of the Notes. As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.

(2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 51,296,427 shares of common stock outstanding as of November 17, 2004. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular holder's notes. However, we did not assume the conversion of any other holder's notes.

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We prepared this prospectus supplement based on the information supplied to us by the selling securityholders named in the table. The information provided in this prospectus supplement is current as of November 19, 2004.

The selling securityholders listed above and in the prospectus may have sold or transferred some or all of their notes or the underlying common stock since the date on which they provided us with information regarding their notes and common stock, and we have not made any independent inquiries as to the foregoing. Information about the selling securityholders may change over time. Any changed information will be set forth to the extent provided to us by the selling securityholders, in further supplements to the prospectus, if and when necessary.

Because the selling securityholders listed above and in the prospectus may offer all or some of their notes or the underlying common stock from time to time, we cannot estimate the amount of the notes or underlying common stock that will be held by the selling securityholders upon the termination of any particular offering. See Plan of Distribution in the prospectus.