

GASPARINI LAURA A
Form 4
November 14, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GASPARINI LAURA A

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)
20 SYLVAN ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Human Resources

WOBURN, MA 01801

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/09/2017 | | A | 645 ⁽¹⁾ | A \$ 0 | 11,088 ⁽²⁾ | D |
| Common Stock | 11/09/2017 | | F | 211 ⁽³⁾ | D \$ 111.12 | 10,877 | D |
| Common Stock | 11/09/2017 | | A | 3,476 ⁽⁴⁾ | A \$ 0 | 14,353 | D |
| Common Stock | 11/09/2017 | | F | 1,135 ⁽³⁾ | D \$ 111.12 | 13,218 | D |
| Common Stock | 11/09/2017 | | M | 580 | A <u>\$</u> | 13,798 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|----------------------|---|--------------------------|--------------------|---|----------------|
| Common Stock | 11/09/2017 | | F | 190 ⁽³⁾ | D | \$ 111.12 | 13,608 | D | |
| Common Stock | 11/10/2017 | | A | 3,000 ⁽⁶⁾ | A | \$ 0 | 16,608 | D | |
| Common Stock | 11/10/2017 | | F | 1,256 ⁽³⁾ | D | \$ 110.41 | 15,352 | D | |
| Common Stock | 11/13/2017 | | M | 1,150 | A | \$ 25.25 | 16,502 | D | |
| Common Stock | 11/13/2017 | | S | 1,150 | D | \$ 110.53 ⁽⁷⁾ | 15,352 | D | |
| Common Stock | 11/13/2017 | | M | 3,000 | A | \$ 60.97 | 18,352 | D | |
| Common Stock | 11/13/2017 | | S | 3,000 | D | \$ 110.53 ⁽⁷⁾ | 15,352 | D | |
| Common Stock | 11/13/2017 | | M | 6,000 | A | \$ 84.89 | 21,352 | D | |
| Common Stock | 11/13/2017 | | S | 6,000 | D | \$ 110.53 ⁽⁷⁾ | 15,352 | D | |
| Common Stock | 11/13/2017 | | M | 1,982 | A | \$ 77.66 | 17,334 | D | |
| Common Stock | 11/13/2017 | | S | 1,982 | D | \$ 110.53 ⁽⁷⁾ | 15,352 | D | |
| Common Stock | | | | | | | 446 ⁽⁸⁾ | I | By spouse |
| Common Stock | | | | | | | 791 ⁽⁹⁾ | I | By 401(k) plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S (I) |
|--|---|--------------------------------------|--|--------------------------------|--|--|---|------------|
|--|---|--------------------------------------|--|--------------------------------|--|--|---|------------|

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| Security | | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|----------|------------|---|-----------|---------------------|--------------------|-----------------|--|
| | | | Code | V (A) (D) | | | | |
| Restricted Stock Units | (5) | 11/09/2017 | M | 580 | (10) | (10) | Common Stock | 580 |
| Employee Stock Option (right to buy) | \$ 25.25 | 11/13/2017 | M | 1,150 | (11) | 11/07/2020 | Common Stock | 1,150 |
| Employee Stock Option (right to buy) | \$ 60.97 | 11/13/2017 | M | 3,000 | (12) | 11/10/2021 | Common Stock | 3,000 |
| Employee Stock Option (right to buy) | \$ 84.89 | 11/13/2017 | M | 6,000 | (13) | 11/09/2022 | Common Stock | 6,000 |
| Employee Stock Option (right to buy) | \$ 77.66 | 11/13/2017 | M | 1,982 | (14) | 11/09/2023 | Common Stock | 1,982 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GASPARINI LAURA A 20 SYLVAN ROAD WOBURN, MA 01801 | | | VP, Human Resources | |

Signatures

Daniel L. Ricks, as Attorney-In-Fact for Laura A. Gasparini 11/14/2017

__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).
- (1) Represents 645 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) This total includes 43 shares purchased on 7/31/2017 through the Skyworks Solutions, Inc. 2002 Employee Stock Purchase Plan.
- (3) 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.
- (4) Represents 3,476 shares of common stock issued to the Reporting Person pursuant to a performance share award dated 11/9/2016. 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 2017.
- (5) Restricted stock units convert into shares of common stock on a one-for-one basis.
- (6) Represents 3,000 shares of common stock issued to the Reporting Person pursuant to a performance share award dated 11/10/2014. 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 2015.
- (7) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$110.49 per share to \$110.69 per share.
- (8) This total represents the number of shares of common stock held by the spouse of the Reporting Person. The Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for the purposes of Section 16 or for any other purposes.
- (9) 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 10/31/2017.
- (10) The restricted stock units vest in four (4) equal installments, beginning on 11/9/2017 and ending on 11/9/2020.
- (11) This stock option vested in four (4) equal installments, beginning on 11/7/2014 and ending on 11/7/2017.
- (12) This stock option vests in four (4) equal installments, beginning on 11/10/2015 and ending on 11/10/2018.
- (13) This stock option vests in four (4) equal installments, beginning on 11/9/2016 and ending on 11/9/2019.
- (14) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.