

SKYWORKS SOLUTIONS, INC.

Form S-4/A

September 09, 2011

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As filed with the Securities and Exchange Commission on September 9, 2011

Registration No. 333-174953

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

**Amendment No. 2
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Skyworks Solutions, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

*(State or other jurisdiction of
incorporation)*

3674

*(Primary Standard Industrial
Classification Code Number)*

04-2302115

*(I.R.S. Employer
Identification Number)*

20 Sylvan Road, Woburn, Massachusetts 01801

(781) 376-3000

*(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive
Offices)*

Mark V. B. Tremallo

Vice President, General Counsel and Secretary

Skyworks Solutions, Inc.

20 Sylvan Road

Woburn, Massachusetts 01801

(949) 231-4700

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

With copies to:

Rod J. Howard, Esq.

Wilmer Cutler Pickering Hale and Dorr, LLP

950 Page Mill Road

Palo Alto, California 94304

650-858-6000

Mark L. Reinstra, Esq. & Robert T. Ishii, Esq.

Wilson Sonsini Goodrich & Rosati, PC

650 Page Mill Road

Palo Alto, California 94304

650-493-9300

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be registered(1)	Amount to be Registered(2)	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(4)
Common Stock, par value \$0.25 per share	4,391,474	N/A	\$161,807,283.76	\$18,785.83

(1) This registration statement relates to shares of common stock, par value \$0.25 per share, of Skyworks Solutions, Inc. (Skyworks), issuable to holders of common stock, par value \$0.001 per share, of Advanced Analogic Technologies Incorporated (AATI) upon consummation of the merger of PowerCo Acquisition Corp. (Merger Sub), a Delaware corporation and a wholly owned subsidiary of Skyworks, with and into AATI.

(2) Represents the maximum number of shares of Skyworks common stock estimated to be issuable upon consummation of the merger of PowerCo Acquisition Corp. (Merger Sub), a Delaware corporation and a wholly owned subsidiary of Skyworks, with and into Advanced Analogic Technologies Incorporated, a Delaware corporation (AATI), based on the product of (i) the sum of (a) 44,213,095 shares of AATI common stock (which represents the number of shares of AATI common stock issued and outstanding as of August 26, 2011), (b) 6,118,974, which is the aggregate number of shares of AATI common stock issuable upon the exercise of all stock options and settlement of restricted stock units that we expect will be outstanding and vested with a payment date prior to, September 30, 2011 and (in the case of stock options) have an exercise price less than or equal to \$6.13 and (c) the maximum number of shares of AATI common stock (including restricted stock units that may be settled in shares of AATI common stock and options to purchase shares of AATI common stock) that may be granted by AATI under the terms of the merger agreement and (ii) 0.08725 (which represents the fraction of a share of Skyworks common stock into which each share of AATI common stock will be converted as the stock portion of the consideration payable to AATI stockholders in the merger).

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(f)(1) and (3) of the Securities Act based on (a) the product of (i) \$6.045, the average of the high and low sale prices per

share of AATI common stock on June 15, 2011, as reported by The Nasdaq Global Select Market, and (ii) 50,332,069 shares of AATI common stock outstanding, representing the maximum number of shares of AATI common stock to be converted in the merger, minus (b) \$142,450,073.34, the estimated aggregate amount of cash (based on such number of shares of AATI common stock) to be paid by Skyworks pursuant to the merger. The average of the high and low prices per share of AATI common stock on June 15, 2011 exceeds the average during the five business days prior to the filing of this amendment to Form S-4, which is why it has been used to calculate the registration fee for the additional shares of common stock being registered hereunder that were not included in the registration fee table for the initial Form S-4.

- (4) \$18,609.94 of the registration fee was previously paid in connection with the filing of the initial Form S-4 on June 17, 2011.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.

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Information contained in this proxy statement/prospectus is not complete and may change. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be offered or sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY PROXY STATEMENT/PROSPECTUS

SUBJECT TO COMPLETION DATED SEPTEMBER 9, 2011

**Skyworks Solutions, Inc.
20 Sylvan Road
Woburn, MA 01801**

**Advanced Analogic Technologies Incorporated
3230 Scott Boulevard
Santa Clara, CA 95054**

PROSPECTUS

PROXY STATEMENT

A Merger Proposal Your Vote Is Very Important

To the Stockholders of Advanced Analogic Technologies Incorporated:

On May 26, 2011, the board of directors of Advanced Analogic Technologies Incorporated (AATI) unanimously approved a merger agreement among AATI, Skyworks Solutions, Inc. (Skyworks) and PowerCo Acquisition Corp. (Merger Sub) that contemplates the merger of Merger Sub with and into AATI, with AATI surviving the merger as a wholly owned subsidiary of Skyworks. AATI is sending you this proxy statement/prospectus to ask you to vote for the adoption of the merger agreement and the approval of the merger. If AATI stockholders adopt the merger agreement and approve the merger and the parties subsequently complete the merger, each outstanding share of AATI common stock will become the right to receive a combination of cash and Skyworks common stock with a nominal total combined value of \$6.13, consisting of 0.08725 of a share of Skyworks common stock, par value \$0.25 per share (the stock consideration), and cash (the cash consideration and, together with the stock consideration, the merger consideration) in the initial calculated amount of \$3.68, without interest, less applicable withholding taxes, and subject to adjustment as provided in the merger agreement and further described in the proxy statement/prospectus. Under certain circumstances described in further detail in this proxy statement/prospectus, Skyworks has the right to pay the entire \$6.13 in cash, and in that event, AATI stockholders would not receive any shares of Skyworks common stock in the merger for their outstanding shares of AATI common stock, and would instead receive \$6.13 entirely in cash.

After careful consideration, AATI s board of directors has unanimously determined that it is advisable and in the best interests of the stockholders of AATI for AATI to enter into the merger agreement and to consummate the merger and the transactions contemplated by the merger agreement, and that the merger consideration provided in the merger agreement is fair to the stockholders of AATI who will be entitled to receive such merger consideration. **AATI s board of directors unanimously recommends that you vote FOR the adoption of the merger agreement and approval of the merger.** The merger cannot be completed unless the holders of at least a majority of all the votes entitled to be cast by holders of outstanding shares of AATI common stock vote to adopt the merger agreement and approve the merger.

Whether or not you plan to attend the special meeting of stockholders, please take time to vote over the Internet, by telephone or by completing the enclosed proxy card and mailing it in accordance with the instructions on the card. **THE FAILURE OF ANY STOCKHOLDER TO VOTE WILL HAVE THE SAME EFFECT AS A VOTE BY THAT STOCKHOLDER AGAINST THE ADOPTION OF THE MERGER AGREEMENT AND AGAINST APPROVAL OF THE MERGER. WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING IN PERSON, WE REQUEST THAT YOU COMPLETE, SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD OR SUBMIT YOUR PROXY BY TELEPHONE OR OVER THE INTERNET PRIOR TO THE SPECIAL MEETING TO ENSURE THAT YOUR SHARES WILL BE VOTED AT THE SPECIAL MEETING.** AATI common stock and Skyworks common stock trade on The Nasdaq Global Select Market under the symbols AATI and SWKS, respectively.

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The accompanying proxy statement/prospectus provides you with detailed information about the special meeting, the merger agreement and the merger. A copy of the merger agreement is attached as Annex A to the accompanying proxy statement/prospectus. **You are encouraged to read carefully the accompanying proxy statement/prospectus in its entirety including the section entitled Risk Factors beginning on page 13.** You may also obtain more information about AATI and Skyworks from documents that each has filed with the Securities and Exchange Commission.

Thank you in advance for your continued support and your consideration of this matter.

Sincerely,

Richard K. Williams
President, CEO and Chief Technical Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE DISCLOSURES IN THIS PROXY STATEMENT/PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This proxy statement/prospectus is dated [], 2011, and is first being mailed to stockholders on or about [], 2011.

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SOURCES OF ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates by reference important business and financial information about Skyworks and AATI from documents that each company has filed with the Securities and Exchange Commission (the SEC) but which have not been included in or delivered with this proxy statement/prospectus. For a list of documents incorporated by reference into this proxy statement/prospectus and how you may obtain them, see **Where You Can Find More Information** beginning on page 109. This information is available to you without charge upon your written or oral request. You can also obtain the documents incorporated by reference into this proxy statement/prospectus by accessing the SEC's website at <http://www.sec.gov>. In addition, Skyworks' filings with the SEC are available to the public on Skyworks' website, www.skyworksinc.com, and AATI's filings with the SEC are available to the public on AATI's website, www.analogictech.com. Except as expressly set forth in the section entitled **Where You Can Find More Information**, beginning on page 109, information contained on Skyworks' website, AATI's website or the website of any other person is not incorporated by reference into this proxy statement/prospectus, and you should not consider information contained on those websites as part of this proxy statement/prospectus.

Skyworks and AATI will provide you with copies of their respective documents incorporated by reference into this proxy statement/prospectus, without charge, if you so request from:

Skyworks Solutions, Inc.
20 Sylvan Road
Woburn, MA 01801
Attn.: Veronica Hibben, Skyworks Investor Relations
Telephone Number: (949) 231-4700

Advanced Analogic Technologies Incorporated
3230 Scott Boulevard
Santa Clara, CA 95054
Attn.: Investor Relations
Telephone Number: (408) 737-4788

If you wish to obtain any of these documents from Skyworks or AATI, you should make your request no later than [], 2011, which is five business days before the special meeting, to ensure timely delivery before the special meeting.

Information contained in this proxy statement/prospectus regarding Skyworks has been provided by, and is the responsibility of, Skyworks, and information contained in this proxy statement/prospectus regarding AATI has been provided by, and is the responsibility of, AATI. No one has been authorized to give you any other information, and neither Skyworks nor AATI take responsibility for any information that others may give you. This proxy statement/prospectus is dated [], 2011. You should not assume that the information contained in, or incorporated by reference into, this proxy statement/prospectus is accurate as of any date other than that date. Neither AATI's mailing of this proxy statement/prospectus to AATI stockholders nor the issuance by Skyworks of common stock in connection with the merger shall create any implication to the contrary.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.

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**ADVANCED ANALOGIC TECHNOLOGIES INCORPORATED
3230 Scott Boulevard
Santa Clara, CA 95054**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON [], 2011**

NOTICE IS HEREBY GIVEN of a special meeting of stockholders of Advanced Analogic Technologies Incorporated, a Delaware corporation (AATI), to be held on [], 2011, starting at [] a.m. Pacific daylight time at the offices of Wilson Sonsini Goodrich & Rosati, P.C., 650 Page Mill Road, Palo Alto, California 94304, for the following purposes:

1. To consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of May 26, 2011 (as it may be amended from time to time, the merger agreement), which provides for, among other things, the merger of PowerCo Acquisition Corp. (Merger Sub), a wholly owned subsidiary of Skyworks Solutions, Inc. (Skyworks), with and into AATI (the merger), with AATI surviving the merger as a wholly owned subsidiary of Skyworks, and the conversion of each share of AATI common stock outstanding immediately prior to the effective time of the merger (other than shares held in the treasury of AATI or owned, directly or indirectly, by Skyworks or Merger Sub or any subsidiary of AATI) into the right to receive a combination of cash and Skyworks common stock with a nominal aggregate combined value of \$6.13 per share of AATI common stock, consisting of 0.08725 of a share of Skyworks common stock, par value \$0.25 per share, and cash in an initial calculated amount of \$3.68 (which is subject to adjustment up or down at the closing of the merger depending on the closing value of the stock consideration based on the average price of Skyworks common stock during a five-day pre-closing measurement period, as set forth in the merger agreement and the proxy statement/prospectus, which AATI urges AATI stockholders to read carefully);
2. To consider and vote on a non-binding, advisory proposal, to approve compensation arrangements for AATI s named executive officers that are based on or otherwise relate to the merger, as described in the section of this proxy statement/prospectus entitled The Merger Interests of AATI s Directors and Executive Officers in the Merger ;
3. To consider and vote on a proposal to adjourn the special meeting to a later date or time, if necessary or appropriate, for the purpose of soliciting additional proxies in the event there are insufficient votes at the time of the special meeting to adopt the merger agreement and to approve the merger; and
4. To consider and vote on such other business as may properly come before the special meeting by or at the direction of the AATI board of directors or any adjournment or postponement of the special meeting.

Only stockholders of record at the close of business on August 19, 2011, the record date for the special meeting, are entitled to receive notice of and to vote at the special meeting and at any adjournment or postponement thereof (unless the board of directors fixes a new record date for any such postponed or adjourned meeting). Each stockholder is entitled to one vote for each share of AATI common stock held by such stockholder of record as of the close of business on the record date.

THE AATI BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT AND THE APPROVAL OF THE MERGER, FOR THE NON-BINDING, ADVISORY PROPOSAL REGARDING MERGER-RELATED NAMED EXECUTIVE OFFICER COMPENSATION ARRANGEMENTS AND FOR THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES.

By Order of the Board of Directors,

Joseph Hollinger
General Counsel and Secretary [], 2011

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Regardless of whether you plan to attend the special meeting in person, AATI requests that you complete, sign, date and return the enclosed proxy card or submit your proxy by telephone or over the Internet prior to the special meeting to ensure that your shares will be voted at the special meeting. If you have Internet access, AATI encourages you to vote over the Internet. Properly executed proxy cards with no instructions indicated on the proxy card will be voted FOR the adoption of the merger agreement and approval of the merger FOR the non-binding, advisory proposal regarding merger-related named executive officer compensation arrangements and FOR the adjournment of the special meeting for the purpose of soliciting additional proxies. If you attend the special meeting in person, you may revoke your proxy and vote in person if you wish, even if you have previously returned your proxy card or voted over the Internet or by telephone. Your prompt attention is greatly appreciated. YOUR VOTE IS IMPORTANT!

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

The following questions and answers are intended to address briefly some questions you may have regarding the special meeting and the proposed merger. These questions and answers may not address all questions that may be important to you as a stockholder. Please refer to the more detailed information contained elsewhere in this proxy statement/prospectus, as well as the additional documents to which this proxy statement/prospectus refers or which it incorporates by reference, including the merger agreement, a copy of which is attached to this proxy statement/prospectus as Annex A. See *Where You Can Find More Information* for the location of information incorporated by reference into this proxy statement/prospectus.

Q: Why am I receiving this proxy statement/prospectus?

A: AATI and Skyworks have agreed to the acquisition of AATI by Skyworks under the terms of the merger agreement described in this proxy statement/prospectus. You are receiving this document because you were a stockholder of record of AATI on the record date for the AATI special meeting at which AATI stockholders will vote on the merger. You may also be receiving this proxy statement/prospectus because your shares of AATI are held on your behalf by a broker, bank or other nominee. If your shares of AATI are held on your behalf by a broker, bank or other nominee, you are the beneficial owner of such shares, but the broker, bank or other nominee is the stockholder of record and your shares are referred to as being held in *street name*.

The acquisition of AATI cannot be completed without the approval of AATI stockholders and AATI is seeking your approval. Under the merger agreement, AATI will become a wholly owned subsidiary of Skyworks and will no longer be a publicly held corporation. In the merger, Skyworks will pay a cash amount and will also issue shares of Skyworks common stock as part of the consideration to be paid to holders of AATI common stock.

We are delivering this document to you as both a proxy statement of AATI and a prospectus of Skyworks. It is a proxy statement because the AATI board of directors is soliciting proxies from AATI stockholders to vote for the adoption of the merger agreement and the approval of the merger and the other transactions contemplated by the merger agreement at the special meeting being held to consider and vote upon the merger agreement and the other matters described in the notice of the meeting and described in this proxy statement/prospectus. Your proxy will be used at the meeting and at any adjournment or postponement of the meeting. It is a prospectus because Skyworks will issue Skyworks common stock to AATI stockholders as part of the consideration to be paid in the merger.

Q: What am I being asked to vote on?

A: At the special meeting, AATI common stockholders will be asked (1) to adopt the merger agreement and to approve the merger, (2) to approve, by non-binding, advisory vote, compensation arrangements for AATI's named executive officers that are based on or otherwise relate to the merger, as described in the section of this proxy statement/prospectus entitled *The Merger Interests of AATI's Directors and Executive Officers in the Merger* and (3) to approve the adjournment of the special meeting for the solicitation of additional proxies in the event there are insufficient votes present, in person or represented by proxy, at the time of the special meeting to approve and adopt the merger agreement.

Q: What will AATI common stockholders receive in the merger?

A:

Upon completion of the merger, each outstanding share of AATI common stock (except for shares held directly or indirectly by Skyworks, Merger Sub, AATI or any wholly owned subsidiary of AATI, and except for shares of AATI common stock held by stockholders exercising dissenter's rights) will automatically become the right to receive an aggregate of \$6.13 per share, payable in the form of 0.08725 of a share of Skyworks common stock (the stock consideration) and an adjustable cash amount in the initial calculated amount of \$3.68 (the cash consideration) and, together with the stock consideration, the merger consideration), without interest and less applicable withholding taxes. The amount of stock was based on the average last sale price of Skyworks common stock (at the 4 p.m. Eastern Time end of Nasdaq regular trading hours) over the 30-trading days prior to May 26, 2011. At that average price, the stock

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consideration had a nominal value of \$2.45 and the nominal aggregate combined value of the cash consideration and the stock consideration was \$6.13. The final cash consideration will depend on the closing value of the stock consideration, calculated on the basis of Skyworks' average reported last sale price in regular Nasdaq trading during a five-trading-day measurement period preceding the closing of the merger. If the closing value of the stock consideration is less than \$2.45, the cash consideration will increase by the amount of the shortfall. If the closing value of the stock consideration is more than \$2.45, the cash consideration will decrease by the amount of the excess. And if the closing value of the stock consideration is exactly \$2.45, the cash consideration will remain unchanged at \$3.68. In each case, the merger consideration will maintain a constant nominal aggregate combined value of \$6.13 per share of AATI common stock.

In addition, you should note that if Skyworks' average last reported sale price during the pre-closing measurement period is less than \$21.00, Skyworks has the right to pay the entire \$6.13 in cash, and in that event, AATI stockholders would not receive any shares of Skyworks common stock in the merger for their outstanding shares of AATI common stock, and would instead receive \$6.13 entirely in cash.

For example:

if Skyworks' average reported last sale price in the pre-closing measurement period is \$19.71 (the average last sale price of Skyworks common stock (at the 4 p.m. Eastern Time end of Nasdaq regular trading hours) over the five-trading-day measurement period ending on August 26, 2011), Skyworks will have the right to elect to pay the entire \$6.13 in cash. If Skyworks elects not to pay the entire \$6.13 in cash and instead to pay the merger consideration using a mix of cash and stock, then the closing value of the stock consideration would be \$1.72 and the cash amount would increase by \$0.73 (the amount of the shortfall between \$1.72 and \$2.45), from \$3.68 to \$4.41; and

if Skyworks' average reported last sale price in the pre-closing measurement period is \$30.00, then the closing value of the stock consideration would be \$2.62 and the cash amount would decrease by \$0.17 (the amount of the excess of \$2.62 over \$2.45), from \$3.68 to \$3.51.

As a result of these adjustments and provisions, AATI stockholders will not capture or suffer the full economic consequences (whether positive or negative) that may result from changes in the trading price of Skyworks common stock between May 26, 2011 (the date of the merger agreement) and their receipt of Skyworks common stock in the merger. In addition, the exact market value of the shares of Skyworks common stock that AATI stockholders receive in the merger will depend on the market value of shares of Skyworks common stock at the time they actually receive those shares and could vary significantly from the market value of shares of Skyworks common stock on the date the merger agreement was executed, the date of this proxy statement/prospectus, or the date of the special meeting, and could also vary significantly from any of the average prices used in the calculations of the stock consideration and the cash consideration.

No fractional shares of Skyworks will be issued in connection with the merger. Instead, an AATI stockholder who otherwise would have received a fraction of a share of Skyworks common stock will receive an amount in cash rather than a fractional share. This cash amount will be determined by multiplying the fraction of a share of Skyworks common stock that the holder would otherwise receive by the average of the last reported sale price of Skyworks common stock (at the 4 p.m. Eastern Time end of Nasdaq regular trading hours) during the ten consecutive trading days ending on the last trading day prior to the effective time of the merger. See The Merger Agreement The Merger Consideration.

Q: When and how will I find out the exact amount of cash I will receive, and whether the merger consideration will consist of cash and stock or all-cash?

A: Shortly after the effective time of the merger, Skyworks will issue a press release publicly announcing the completion of the merger and the final calculation of the cash portion of the merger consideration. In addition, the press release either will confirm that the merger consideration is being paid in the form of a combination of cash and Skyworks stock, with each outstanding share of AATI common stock receiving 0.08725 of a share of Skyworks common stock and the applicable cash amount, or will announce that

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Skyworks is exercising the right that it has under certain circumstances to pay the entire \$6.13 merger consideration in cash and will not issue any shares of Skyworks common stock in exchange for shares of AATI common stock. You will also receive a letter of transmittal after the closing of the merger with the same information regarding the treatment of your shares of AATI common stock and with instructions regarding the submission of shares for payment.

Q: Is the merger taxable to AATI stockholders for U.S. federal income tax purposes?

A: The receipt of Skyworks common stock and cash in exchange for AATI common stock in the merger will be a taxable transaction for U.S. federal income tax purposes. A U.S. holder (as defined below) who receives Skyworks common stock and cash in the merger will generally recognize capital gain or loss equal to the difference, if any, between (1) the sum of the fair market value of Skyworks common stock as of the effective time of the merger and the amount of cash received, including any cash received in lieu of fractional shares of Skyworks common stock, received in the merger, and (2) such holder's adjusted tax basis in its AATI common stock exchanged for cash and Skyworks stock in the merger. Please carefully review the information set forth in the section entitled "The Merger – Material U.S. Federal Income Tax Consequences of the Merger," for a description of the material U.S. federal income tax consequences of the merger. The tax consequences of the merger to you will depend on your own situation. Please consult your tax advisors for a full understanding of the tax consequences of the merger to you.

Q: How does AATI's board of directors recommend that I vote on the proposals?

A: The board of directors of AATI unanimously recommends that you vote FOR the adoption of the merger agreement and the approval of the merger, FOR the non-binding, advisory proposal regarding compensation arrangements for AATI's named executive officers that are based on or otherwise relate to the merger, as described in the section of this proxy statement/prospectus entitled "The Merger – Interests of AATI's Directors and Executive Officers in the Merger" and FOR the adjournment, if necessary, of the special meeting to solicit additional proxies in favor of adoption of the merger agreement and approval of the merger.

Q: Are there risks that I should consider in deciding whether to vote for the merger?

A: Yes. In evaluating the merger, you should consider carefully the factors discussed in the section entitled "Risk Factors."

Q: What are the conditions to completion of the merger?

A: The obligations of AATI and Skyworks to complete the merger are subject to the following conditions (among others):

the adoption of the merger agreement and the approval of the merger by AATI's stockholders;

the expiration or termination of the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), if any, and applicable foreign laws;

the receipt of all approvals of, and the completion of all filings with, any governmental entity in connection with the merger and the other transactions contemplated by the merger agreement, the expiration or termination of all waiting periods, and the absence of any material condition to the receipt or issuance of such approvals or the expiration or termination of those waiting periods;

the absence of any order, executive order, stay, decree, judgment or injunction (preliminary or permanent) or statute, rule or regulation by any governmental entity which is in effect and which has the effect of making the merger illegal or otherwise prohibiting or imposing any material condition on the consummation of the merger or the other transactions contemplated by the merger agreement;

the filing with Nasdaq (if required) of a notification for listing of the shares of Skyworks common stock to be issued in the merger; and

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the effectiveness under the Securities Act of 1933, as amended (the Securities Act), of the registration statement, of which this proxy statement/prospectus forms a part, and the absence of any pending or threatened stop order suspending the effectiveness of such registration statement.

In addition, Skyworks' obligation to complete the merger is subject to the following additional conditions:

the accuracy of AATI's representations and warranties to the extent required by the merger agreement;

AATI's performance, in all material respects, of all obligations required to be performed by AATI under the merger agreement at or prior to the closing;

the absence of any instituted or pending action or proceeding by any governmental entity (i) seeking to restrain, prohibit or otherwise interfere with the ownership or operation by Skyworks or any of its subsidiaries of all or any portion of their business or of the business of AATI or any of its subsidiaries, or to compel Skyworks or any of its subsidiaries to dispose of or hold separate all or any portion of their business or assets or of the business or assets of AATI or any of its subsidiaries or (ii) seeking to impose or confirm limitations on the ability of Skyworks or any of its subsidiaries effectively to exercise full rights of ownership of the shares of AATI common stock or (iii) seeking to require divestiture by Skyworks or any of its subsidiaries of any AATI common shares;

receipt of the resignations of the directors of AATI and its subsidiaries, and transfer of any shares of any AATI subsidiary owned by any current or former AATI director, officer or employee to a designee of Skyworks;

the absence of any pending challenge by AATI's president, chief executive officer and chief technical officer, Mr. Richard K. Williams, to his noncompetition agreement with Skyworks or any other action by him to invalidate or repudiate that noncompetition agreement; and

the absence of any change, event, circumstance, development or effect that, either individually or in the aggregate, has had, or is reasonably likely to have, a material adverse effect on AATI.

In addition, AATI's obligations to complete the merger are subject to the following additional conditions:

Skyworks' performance, in all material respects, of all obligations required to be performed by Skyworks under the merger agreement at or prior to the closing; and

the accuracy of Skyworks' representations and warranties to the extent required by the merger agreement.

See The Merger Agreement Conditions to the Merger.

Q: What will happen if the merger is not completed?

A: If AATI stockholders do not adopt the merger agreement and approve the merger, or the parties do not complete the merger for any other reason, you will not receive any payment for your shares of AATI common stock in connection with the merger. Instead, AATI will remain an independent public company, and its common stock will continue to be listed and traded on Nasdaq. There is no guarantee, however, that as an independent public company, AATI's stock price will remain at its present value, and if the pending merger is not consummated, AATI's stock price may substantially decline. In certain circumstances, AATI may be required to pay Skyworks a termination fee of \$8.5 million or to reimburse Skyworks for up to \$500,000 of fees and expenses Skyworks has incurred in connection with the proposed merger, as described under The Merger Agreement Transaction Fees

and Expenses; Termination Fee.

Q: Are there any other matters to be addressed at the meeting?

A: AATI is not aware of any other business to be acted upon at the special meeting. If, however, other matters are properly brought before the special meeting, your proxies will have discretion to vote or act on those matters according to their best judgment, and they intend to vote the shares as the AATI board of directors may recommend.

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Q: When is this proxy statement/prospectus being mailed?

A: This proxy statement/prospectus and the related proxy card are first being sent to AATI stockholders on or about [], 2011.

Q: When and where will the special meeting be held?

A: The special meeting will take place at [] Pacific daylight time on [], 2011, at the offices of Wilson Sonsini Goodrich & Rosati, P.C., 650 Page Mill Road, Palo Alto, California 94304.

Q: Who is entitled to vote at the special meeting?

A: Holders of record of outstanding shares of AATI common stock as of the close of business on August 19, 2011, the record date for the special meeting, are entitled to receive notice of, attend and vote or be represented by proxy at the special meeting and any adjournment or postponement of the special meeting. If the special meeting is postponed or adjourned the AATI board of directors may fix a new record date for any such postponed or adjourned meeting under certain circumstances. Each share of AATI common stock outstanding as of the close of business on the record date is entitled to one vote on each matter properly brought before the special meeting. If a broker or other nominee holds your shares, then you are not the holder of record and you must ask your broker or other nominee how you can vote in person at the special meeting. See The Special Meeting Proxies and Revocation.

Q: Who may attend the special meeting?

A: AATI stockholders (or their authorized representatives) and AATI s invited guests may attend the special meeting.

Q: How do I vote my shares at the special meeting if I am a record holder of shares of AATI common stock?

A: If you are a holder of record of AATI common stock as of the close of business on August 19, 2011, the record date for the special meeting, you may authorize a proxy to vote your shares at the special meeting or you may vote your shares in person at the special meeting. However, AATI encourages you to submit a proxy before the special meeting, even if you plan to attend the special meeting. You can authorize your proxy by completing, signing, dating and returning the enclosed proxy card in the accompanying pre-addressed, postage-paid envelope and in accordance with the instructions on the proxy card or, if you prefer, by telephone or over the Internet by following the instructions on the enclosed proxy card.

Q: How do I vote my shares at the special meeting, if my shares of AATI common stock are held in street name?

A: If your shares are held in an account at a broker or another nominee, you must instruct the broker or such other nominee on how to vote your shares by following the instructions that the broker or other nominee provides to you with these materials. Most brokers offer the ability for stockholders to submit voting instructions by mail by completing a voting instruction card, by telephone or over the Internet.

If you do not provide instructions to your broker or other nominee, your shares will not be voted on any proposal on which your broker or other nominee does not have discretionary authority to vote. This is called a broker non-vote. Brokers will not have discretionary authority to vote on the proposal to adopt the merger agreement. A broker non-vote will have the same effect as a vote AGAINST the adoption of the merger agreement and approval of the merger.

If you hold shares through a broker or other nominee and wish to vote your shares in person at the special meeting, you must obtain a proxy from your broker or other nominee and present it to the inspector of election with your ballot when you vote at the special meeting.

Q: Why is my vote important?

A: If you do not return your proxy card, submit your proxy by telephone or over the Internet or vote in person at the special meeting, it will be more difficult for AATI to obtain the necessary quorum to hold its special