

SEMTECH CORP  
Form 8-K/A  
January 26, 2012

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

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**FORM 8-K/A**  
(Amendment No. 1)

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**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): **January 23, 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)

**805-498-2111**  
Registrant's telephone number, including area code

**Not applicable**  
(Former name or former address, if changed since last report)

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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)

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

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

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

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### EXPLANATORY NOTE

Semtech Corporation (the "Company") is filing this Amendment No. 1 ("Amendment No. 1") to its Current Report on Form 8-K filed with the Securities and Exchange Commission on January 24, 2012 (the "Form 8-K") for the sole purpose of filing a copy of Exhibit 2.1. Except for the foregoing, this Amendment No. 1 does not amend, modify or update the Form 8-K, which continues to speak as of the original date of the Form 8-K.

#### Item 9.01 Financial Statements and Exhibits.

(d)  
*Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
2.1	Arrangement Agreement, dated as of January 23, 2012, among Semtech Corporation, Semtech Canada Inc. and Gennum Corporation

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**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: January 26, 2012

By: /s/ Emeka Chukwu

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Name: Emeka Chukwu  
Title: Chief Financial Officer  
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**EXHIBIT INDEX**

**Exhibit No.**

**Description**

2.1 Arrangement Agreement dated as of January 23, 2012, among Semtech Corporation, Semtech Canada Inc. and Gennum Corporation

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