

SKYWORKS SOLUTIONS, INC.

Form 4

November 10, 2016

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 *
FREYMAN BRUCE J

(Last) (First) (Middle)
5221 CALIFORNIA AVENUE
(Street)

IRVINE, CA 92617

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SKYWORKS SOLUTIONS, INC.
[SWKS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Worldwide Operations

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/09/2016 | | A | 922 ⁽¹⁾ | \$ 0 | D | |
| Common Stock | 11/09/2016 | | F | 482 ⁽²⁾ | \$ 77.66 | D | |
| Common Stock | 11/10/2016 | | A | 5,500 ⁽³⁾ | \$ 0 | D | |
| Common Stock | 11/10/2016 | | F | 2,870 ⁽²⁾ | \$ 75.91 | D | |
| Common Stock | | | | | 841 ⁽⁴⁾ | I | By 401(k) plan |

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

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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 Security | 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 Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit | (5) | 11/09/2016 | | A | 3,090 | (6) (6) | Common Stock | 3,090 |
| Employee Stock Option (Right to Buy) | \$ 77.66 | 11/09/2016 | | A | 10,569 | (7) 11/09/2023 | Common Stock | 10,569 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FREYMAN BRUCE J 5221 CALIFORNIA AVENUE IRVINE, CA 92617 | | | EVP, Worldwide Operations | |

Signatures

Robert J. Terry, as Attorney-In-Fact for Bruce J. Freyman 11/10/2016

**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 922 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)

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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.

- Represents 5,500 shares of common stock issued to the Reporting Person pursuant to a performance share award dated 11/10/2014. Such
- (3) 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.
 - (4) 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 10/31/2016.
 - (5) Each restricted stock unit represents the contingent right to receive one (1) share of common stock upon vesting of the unit.
 - (6) The restricted stock units vest in four (4) equal installments, beginning on 11/9/2017 and ending on 11/9/2020.
 - (7) 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.

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