

MICROSEMI CORP  
Form DFAN14A  
March 02, 2018

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

**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**MICROSEMI CORPORATION**

**(Name of Registrant as Specified in its Charter)**

**MICROCHIP TECHNOLOGY INCORPORATED**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

March 1, 2018

To: All Microsemi Employees

From: Steve Sanghi, Chairman and CEO

Ganesh Moorthy, President and COO

Subject: Welcome to Microchip!

Today Microchip Technology announced the signing of a definitive agreement to acquire Microsemi in a transaction that values Microsemi at \$68.78/share. The transaction is subject to the approval of shareholders of Microsemi, regulatory approvals and customary closing conditions. We expect the transaction to close in the second calendar quarter of 2018.

We are excited by the business possibilities created by the Microsemi acquisition, and we would like to take this opportunity to warmly welcome you all to the Microchip family! One of our guiding values is that employees are our greatest strength, and we look forward to the Microsemi team being part of that strength.

Microchip is a leading provider of embedded control solutions through our Microcontroller, Mixed-Signal, Analog, Wired and Wireless connectivity, Security, Timing, Flash IP and Memory product lines. Microchip is a ~\$4B revenue company headquartered in Chandler, Arizona with locations around the world. This acquisition adds Microsemi's strong portfolio of Specialized Ethernet, Storage and Optical Networking Microcontrollers, FPGA, Wireless, Timing, Analog and Mixed-Signal products to Microchip. Microsemi also increases Microchip's exposure to the Datacenter, Communications Infrastructure, Defense and Aerospace end markets. These end markets have typically been smaller sections of Microchip's business which is dominated by Industrial, Automotive and Consumer end markets. We believe the complementary product lines, and complementary end market exposure, of Microchip and Microsemi will offer our combined customers a broader range of innovative solutions to serve their needs. Together we believe Microchip and Microsemi can win more applications, more customers and more product content with each customer than what each of us could achieve individually. We are looking forward to working with the Microsemi team to build an even more powerful set of solutions that customers will find to be innovative and competitive.

We will be in Aliso Viejo, California on March 5<sup>th</sup> hosting meetings with the management team of Microsemi and other Microsemi employees as a first introduction of Microchip to you. There will be a worldwide employee communication meeting hosted from Aliso Viejo at 8:00AM Pacific Standard Time on March 5<sup>th</sup>. Other Microchip team members will also start the process of visiting Microsemi locations and getting to know more of the team and operations in the weeks to come. Over the next few months we will be working closely with Microsemi leaders worldwide to develop joint plans for how we can operate even more effectively as one company after the acquisition is completed.

Meanwhile, please continue to stay focused on executing your plans and achieving the results we will build on together after the acquisition is completed. We will provide periodic communication so that you stay informed. We look forward to the future as we bring our two innovative and successful companies together.

Best wishes and welcome to Microchip!

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Cautionary Statement:

Statements about the expected timing, completion, benefits and effects of the proposed transaction, and other statements in this letter that are not historical facts, are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties that could cause actual results to differ materially, including, but not limited to the actual timing of the closing of the acquisition, the satisfaction of the conditions to closing in the acquisition agreement, any termination of the acquisition agreement, the effect of the acquisition on Microchip's and Microsemi's existing relationships with customers and vendors and their operating results and businesses; the costs and outcome of any litigation involving Microchip, Microsemi or the acquisition transaction; general economic, industry or political conditions in the U.S. or internationally; and the risks described from time to time in SEC reports including filings on Forms 10-K, 10-Q and 8-K. You can obtain copies of such Forms 10-K, 10-Q and 8-K and other relevant documents for free, as applicable, at Microchip's website ([www.microchip.com](http://www.microchip.com)), at Microsemi's website ([www.microsemi.com](http://www.microsemi.com)), the SEC's website ([www.sec.gov](http://www.sec.gov)) or from commercial document retrieval services. You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date such statements are made. We do not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date hereof.

Additional Information and Where to Find It

In connection with the proposed acquisition, Microsemi will file a proxy statement and other related documents with the SEC. Investors and stockholders are advised to read these documents when they become available because they will contain important information. Investors and stockholders may obtain a free copy of these documents (when available) and other documents filed by Microsemi at the SEC's web site at [www.sec.gov](http://www.sec.gov) and at the Investor section of their website at <https://investor.microsemi.com/>.

Microchip, Microsemi and their directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Microsemi in connection with the acquisition. Information regarding the special interests of these directors and executive officers in the transaction will be included in the proxy statement described above. Additional information regarding the directors and executive officers of Microchip is also included in Microchip's proxy statement for its 2017 Annual Meeting of Stockholders, which was filed with the SEC on July 13, 2017. Additional information regarding the directors and executive officers of Microsemi is also included in Microsemi's proxy statement for its 2018 Annual Meeting of Stockholders, which was filed with the SEC on December 20, 2017. These documents are available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) and as described above.