

MICROSEMI CORP
Form S-8 POS
May 30, 2018

As filed with the Securities and Exchange Commission on May 29, 2018

Registration No. 333-140071

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MICROSEMI CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

95-2110371
(I.R.S. Employer

incorporation or organization)

Identification No.)

One Enterprise

Aliso Viejo, California 92656

(Address, including zip code, of Principal Executive Offices)

Options to purchase shares of Microsemi Corporation s Common Stock, par value \$0.20,

Assumed by Microsemi Corporation,

Originally Issued under the

PowerDsine Ltd. Section 102 Stock Option Plan

PowerDsine Ltd. 2003 Israel Share Option Plan

PowerDsine Ltd. 2006 Israeli Share Incentive Compensation Plan, and

PowerDsine Ltd. Stock Option Plan (Incentive and Restricted Stock Option)

And

Shares of Microsemi Corporation s Common Stock, Par Value \$0.20,

Assumed by Microsemi Corporation,

Originally Issued under the PowerDsine Ltd. 2006 Israeli Share Incentive Compensation Plan

(Full title of the plan)

J. Eric Bjornholt

Chief Financial Officer

Microsemi Corporation

One Enterprise

Aliso Viejo, California 92656

(949) 380-6100

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated

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filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the following registration statement filed by Microsemi Corporation, a Delaware corporation (the Registrant):

Registration Statement on Form S-8 (File No. 333-140071) (the Registration Statement), originally filed with the Securities and Exchange Commission (the SEC) on January 18, 2007, which registered the offer and sale of (i) 2,750 shares of the Registrant s common stock issuable pursuant to assumed stock options under the PowerDsine Ltd. Section 102 Stock Option Plan, (ii) 989,050 shares of the Registrant s common stock issuable pursuant to assumed stock options under the PowerDsine Ltd. 2003 Israel Share Option Plan, (iii) 498,537 shares of the Registrant s common stock issuable pursuant to assumed stock options under the PowerDsine Ltd. 2006 Israeli Share Incentive Compensation Plan, (iv) 330,251 shares of the Registrant s common stock issuable pursuant to assumed stock options under the PowerDsine Ltd. Stock Option Plan (Incentive and Restricted Stock Option), and (v) 56,803 shares of the Registrant s common stock issuable pursuant to assumed restricted shares under the PowerDsine Ltd. 2006 Israeli Share Incentive Compensation Plan.

The Registrant is filing this Post-Effective Amendment to the Registration Statement to withdraw and remove any unissued and unsold securities issuable by the Registrant pursuant to the above-referenced Registration Statement.

On May 29, 2018, pursuant to the Agreement and Plan of Merger, dated as of March 1, 2018 (the Agreement), by and among the Registrant, Microchip Technology Incorporated, a Delaware corporation (Parent), and Maple Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of Parent (Merger Subsidiary), the Merger Subsidiary merged with and into the Registrant, with the Registrant surviving as a wholly-owned subsidiary of Parent.

As a result of the consummation of the transactions contemplated by the Agreement, the Registrant has terminated all offerings of its securities pursuant to the above-referenced Registration Statement. Accordingly the Registrant hereby terminates the effectiveness of the Registration Statement, and in accordance with an undertaking made by the Registrant in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance that remain unsold at the termination of the offering, the Registrant hereby removes and withdraws from registration all such securities of the Registrant registered under the Registration Statement that remain unsold as of the date this Post-Effective Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Aliso Viejo, State of California, on May 29, 2018. No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.

MICROSEMI CORPORATION

By: /s/ J. Eric Bjornholt

J. Eric Bjornholt

Chief Financial Officer