**United States Securities and Exchange Commission**

**Statement of Changes in Beneficial Ownership**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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**1. Name and Address of Reporting Person**

KEETON SIMON

5701 NORTH PIMA ROAD

SCOTTSDALE AZ 85250

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**2. Issuer Name and Ticker or Trading Symbol**

ON SEMICONDUCTOR CORP [ ON ]

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**3. Date of Earliest Transaction (Month/Day/Year)**

07/31/2024

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**4. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) (A) or (D) Code and Number of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) (A) or (D)**

<table>
<thead>
<tr>
<th>Code</th>
<th>Number of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) (A) or (D)</th>
</tr>
</thead>
<tbody>
<tr>
<td>D</td>
<td>30,939</td>
</tr>
</tbody>
</table>

**5. Relationship of Reporting Person(s) to Issuer (Instr. 5)**

Officer (give title below)

Director

10% Owner

Group President, PSG

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**Rule 10b5-1(c) Transaction Indication**

Form filed by One Reporting Person

Form filed by More than One Reporting Person

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) (A) or (D)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>07/31/2024</td>
<td></td>
<td></td>
<td>$77,938(1)</td>
<td>231,092</td>
<td>D</td>
<td>1. Name and Address of Reporting Person¹</td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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Explanations of Responses:

1. This disposition transaction was executed in multiple trades at prices ranging from $77.85 to $78.07. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares and prices at which the transaction was effected.

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/s/ Hope M. Spencer,
Attorney-in-Fact
08/02/2024
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**Signature of Reporting Person Date**

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Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.