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

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**SCHEDULE TO**  
(RULE 14d-100)

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 24)

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**Fairchild Semiconductor International, Inc.**  
(Name of Subject Company)

**Falcon Operations Sub, Inc.**  
(Offeror)

**ON Semiconductor Corporation**  
(Parent of Offeror)  
(Names of Filing Persons)

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**COMMON STOCK, \$0.01 PAR VALUE**  
(Title of Class of Securities)

303726103  
(CUSIP Number of Class of Securities)

George H. Cave  
ON Semiconductor Corporation  
5005 E. McDowell Road  
Phoenix, Arizona 85008  
(602) 244-6600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

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*With a copy to:*  
Eric McCrath  
Lauren Bellerjeau  
Morrison & Foerster LLP  
425 Market Street  
San Francisco, CA 94105  
(415) 268-6000

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**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee**
\$2,400,395,380	\$241,719.81

- \* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by adding the sum of (i) 113,427,322 shares of common stock, par value \$.01 per share (the "Shares"), of Fairchild Semiconductor International, Inc. ("Fairchild") outstanding multiplied by the offer price of \$20.00 per share, and (ii) 6,592,447 Shares subject to options, outstanding restricted stock unit award and performance share plan units, which reflects the maximum number of options, restricted stock unit awards and performance share plan units that may be outstanding at the time the offer is completed, multiplied by the offer price of \$20.00 per share. The calculation of the filing fee is based on information provided by Fairchild as of November 30, 2015 and includes a total of 3,750 Shares subject to a grant of performance share plan units which occurred on December 15, 2015.
- \*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2016, issued August 27, 2015, by multiplying the transaction valuation by 0.0001007.

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

Amount Previously Paid: \$241,719.81

Filing Party: ON Semiconductor Corporation and Falcon Operations Sub, Inc.

Form of Registration No.: Schedule TO (File No. 005-57505)

Date Filed: December 4, 2015

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

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This Amendment No. 24 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed with the U.S. Securities and Exchange Commission on December 4, 2015 (together with any subsequent amendments and supplements thereto, the “Schedule TO”). The Schedule TO relates to the tender offer by Falcon Operations Sub, Inc., a Delaware corporation (“Purchaser”) and wholly owned subsidiary of ON Semiconductor Corporation, a Delaware corporation (“Parent”), for all of the outstanding shares of common stock, par value \$.01 per share (“Shares”), of Fairchild Semiconductor International, Inc., a Delaware corporation (“Fairchild”), at a price of \$20.00 per Share, net to the seller in cash, without interest thereon and less any applicable withholding taxes, upon the terms and conditions set forth in the offer to purchase dated December 4, 2015 (together with any subsequent amendments and supplements thereto, the “Offer to Purchase”), a copy of which is attached as Exhibit (a)(1)(A) to the Schedule TO, and in the related letter of transmittal (the “Letter of Transmittal”), a copy of which is attached as Exhibit (a)(1)(B) to the Schedule TO, which, as each may be amended or supplemented from time to time, collectively constitute the “Offer.”

All the information set forth in the Offer to Purchase, including Schedule I thereto, is incorporated by reference herein in response to Items 1 through 9 and Item 11 of this Schedule TO, and is supplemented by the information specifically provided in this Schedule TO.

This Amendment is being filed to amend and supplement Items 11 and 12 as reflected below.

**Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

The information set forth in Section 16 — “Certain Legal Matters; Regulatory Approvals — *Compliance with the HSR Act.*” of the Offer to Purchase is hereby amended and supplemented to add the following at the end of such section:

On August 25, 2016, the FTC accepted a proposed consent order for public comment and terminated the HSR Act waiting period applicable to Parent’s proposed acquisition of Fairchild pursuant to the Merger Agreement. Under the proposed consent order and in order to satisfy the FTC’s remaining concerns, prior to the closing of the acquisition of Fairchild, the FTC required that Parent dispose of its planar insulated gate bipolar transistor (“Ignition IGBT”) business. In satisfaction of this requirement, Parent announced today that it has entered into a definitive agreement with respect to the divestiture of the Ignition IGBT business to Littelfuse, Inc. (“Littelfuse”) and has also entered into a separate definitive agreement with Littelfuse to sell its transient voltage suppression (“TVS”) diode and switching thyristor product lines, for a combined \$104 million in cash. No manufacturing assets will be transferred by Parent in connection with the divestiture of the Ignition IGBT business or the sale of the TVS and thyristor businesses. The condition to the Offer relating to the termination or expiration of required waiting periods under the HSR Act has been satisfied. The proposed FTC consent order is subject to public comment for 30 days and to final approval by the FTC, although this will not affect the parties’ ability to close the transaction when all other conditions to closing have been satisfied.

The press release announcing the HSR Act waiting period termination is attached hereto as Exhibit (a)(5)(Y) and is incorporated herein by reference.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented as follows:

<b>Exhibit No.</b>	<b>Description</b>
(a)(5)(Y)	Press Release dated August 25, 2016 issued by ON Semiconductor Corporation.

**SIGNATURES**

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 25, 2016

**FALCON OPERATIONS SUB, INC.**

By:  /s/ Bernard Gutmann  
Name: Bernard Gutmann  
Title: Treasurer

**ON SEMICONDUCTOR CORPORATION**

By:  /s/ Bernard Gutmann  
Name: Bernard Gutmann  
Title: Executive Vice President, Chief Financial Officer and Treasurer

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated December 4, 2015.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Joint Press Release dated November 18, 2015 issued by ON Semiconductor Corporation and Fairchild Semiconductor International, Inc. (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 18, 2015).
(a)(1)(G)	Email from ON Semiconductor Corporation to employees, dated November 18, 2015 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 18, 2015).
(a)(1)(H)	ON Semiconductor Corporation investor presentation, dated November 18, 2015 (incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 18, 2015).
(a)(1)(I)	Letter from ON Semiconductor Corporation to customers, sales representatives and distributors, dated November 18, 2015 (incorporated by reference to Exhibit 99.4 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 18, 2015).
(a)(1)(J)	Transcript of conference call with investors on November 18, 2015 (incorporated by reference to Exhibit 99.1 to Schedule TO-C filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 19, 2015).
(a)(1)(K)	Summary Advertisement as published in The New York Times on December 4, 2015.*
(a)(5)(A)	Complaint filed by Walter Wesley Woo on behalf of himself and all others similarly situated, on December 11, 2015, in the Court of Chancery, State of Delaware.*
(a)(5)(B)	Complaint filed by Cody Laidlaw on behalf of himself and all others similarly situated, on December 16, 2015, in the Superior Court of the State of California, County of Santa Clara.*
(a)(5)(C)	Press Release dated January 6, 2016 issued by ON Semiconductor Corporation.*
(a)(5)(D)	Press Release dated January 21, 2016 issued by ON Semiconductor Corporation.*
(a)(5)(E)	Press Release dated February 4, 2016 issued by ON Semiconductor Corporation.*
(a)(5)(F)	Excerpt of transcript of conference call held on February 8, 2016 by ON Semiconductor Corporation, regarding financial performance for the fourth quarter and year ended December 31, 2015.*
(a)(5)(G)	Press Release dated February 19, 2016 issued by ON Semiconductor Corporation.*
(a)(5)(H)	Press Release dated March 4, 2016 issued by ON Semiconductor Corporation.*
(a)(5)(I)	Press Release dated March 18, 2016 issued by ON Semiconductor Corporation.*
(a)(5)(J)	Amended Complaint filed by Walter Wesley Woo on behalf of himself and all others similarly situated, on March 16, 2016, in the Court of Chancery, State of Delaware.*

- (a)(5)(K) Press Release dated April 1, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(L) Press Release dated April 15, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(M) Press Release dated April 29, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(N) Excerpt of transcript of conference call held on May 9, 2016 by ON Semiconductor Corporation, regarding financial performance for the first quarter ended April 1, 2016.\*
- (a)(5)(O) Press Release dated May 13, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(P) Press Release dated May 27, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(Q) Press Release dated June 10, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(R) Press Release dated June 24, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(S) Press Release dated July 8, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(T) Press Release dated July 22, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(U) Press Release dated August 5, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(V) Excerpt of news release for ON Semiconductor Corporation dated August 6, 2016, announcing financial performance for the quarter ended July 1, 2016.\*
- (a)(5)(W) Excerpt of transcript of conference call held on August 8, 2016 by ON Semiconductor Corporation, regarding financial performance for the quarter ended July 1, 2016.\*
- (a)(5)(X) Press Release dated August 19, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(Y) Press Release dated August 25, 2016 issued by ON Semiconductor Corporation.
- (b)(1) Debt Commitment Letter, dated as of November 18, 2015, among Deutsche Bank AG New York Branch, Deutsche Bank Securities Inc., Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated and ON Semiconductor Corporation (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 18, 2015).
- (b)(2) Credit Agreement, dated April 15, 2016, among ON Semiconductor Corporation, as borrower, the several lenders party thereto, Deutsche Bank AG, New York Branch, as administrative agent and collateral agent, Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, BMO Capital Markets Corp., HSBC Securities (USA) Inc. and Sumitomo Mitsui Banking Corporation, as joint lead arrangers and joint bookrunners, Barclays Bank PLC, Compass Bank, The Bank of Tokyo-Mitsubishi UFJ, Ltd., Morgan Stanley Senior Funding, Inc., BOKE, NA and KBC Bank N.V., as co-managers, and HSBC Bank USA, N.A. and Sumitomo Mitsui Banking Corporation, as co-documentation agents (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on April 15, 2016).
- (b)(3) Guarantee and Collateral Agreement, dated April 15, 2016, among ON Semiconductor Corporation and the other signatories thereto in favor of Deutsche Bank AG New York Branch, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on April 15, 2016).
- (b)(4) Escrow Agreement, dated April 15, 2016, among ON Semiconductor Corporation, MUFG Union Bank, N.A., as escrow agent, and Deutsche Bank AG New York Branch, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on April 15, 2016)

- (d)(1) Agreement and Plan of Merger, dated as of November 18, 2015, by and among ON Semiconductor Corporation, Falcon Operations Sub, Inc. and Fairchild Semiconductor International, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 18, 2015).
- (d)(2) Confidentiality Agreement, dated as of September 14, 2015, by and between ON Semiconductor Corporation and Fairchild Semiconductor International, Inc.\*
- (d)(3) Clean Team Confidentiality Agreement, dated as of October 26, 2015, by and between ON Semiconductor Corporation and Fairchild Semiconductor International, Inc.\*

\* Previously filed.



## News Release

### **ON Semiconductor Announces Receipt of Regulatory Approval for Acquisition of Fairchild Semiconductor**

**PHOENIX, Ariz. – Aug. 25, 2016** – ON Semiconductor (Nasdaq: ON) (“ON Semiconductor”) announced today that the U.S. Federal Trade Commission (“FTC”) has accepted a proposed consent order for public comment and has terminated the Hart-Scott-Rodino waiting period applicable to ON Semiconductor’s proposed acquisition of Fairchild Semiconductor International, Inc. (Nasdaq: FCS) (“Fairchild”). Under the proposed consent order and in order to satisfy the FTC’s remaining concerns, prior to the closing of the acquisition of Fairchild, the FTC required that ON Semiconductor dispose of its planar insulated gate bipolar transistor (“Ignition IGBT”) business, which business generated less than \$25 million in revenue during fiscal year 2015. In satisfaction of this requirement, ON Semiconductor announced today that it has entered into a definitive agreement with respect to the divestiture of the Ignition IGBT business to Littelfuse, Inc. (NASDAQ:LFUS) (“Littelfuse”) and has also entered into a separate definitive agreement with Littelfuse to sell its transient voltage suppression (“TVS”) diode and switching thyristor product lines, for a combined \$104 million in cash. No manufacturing assets will be transferred by ON Semiconductor in connection with the divestiture of the Ignition IGBT business or the sale of the TVS and thyristor businesses, and both asset sales are expected to close on August 29, 2016.

The completion of ON Semiconductor’s previously announced tender offer (the “Offer”) to purchase all of the outstanding shares of common stock of Fairchild for \$20.00 per share in cash remains subject to certain customary terms and conditions set forth in the Offer to Purchase, dated December 4, 2015, as amended (the “Offer to Purchase”), and other related materials by which the Offer is being made.

The condition to the Offer relating to the termination or expiration of required waiting periods under the HSR Act has been satisfied. The proposed FTC consent order is subject to public comment for 30 days and to final approval by the FTC, although this will not affect the parties’ ability to close the transaction when all other conditions to closing have been satisfied.

#### **About ON Semiconductor**

ON Semiconductor (Nasdaq: ON) is driving energy efficient innovations, empowering customers to reduce global energy use. The company is a leading supplier of semiconductor-based solutions, offering a comprehensive portfolio of energy efficient power management, analog, sensors, logic, timing, connectivity, discrete, SoC and custom devices. The company’s products help engineers solve their unique design challenges in automotive, communications, computing, consumer, industrial, medical, aerospace and defense applications. ON Semiconductor operates a responsive, reliable, world-class supply chain and quality program, a robust compliance and ethics program, and a network of manufacturing facilities, sales offices and design centers in key markets throughout North America, Europe, and the Asia Pacific regions. For more information, visit <http://www.onsemi.com>.

Follow @onsemi on **Twitter**: [www.twitter.com/onsemi](http://www.twitter.com/onsemi).

*ON Semiconductor and the ON Semiconductor logo are registered trademarks of Semiconductor Components Industries, LLC. All other brand and product names appearing in this document are registered trademarks or trademarks of their respective holders.*

#### **Cautions regarding Forward-Looking Statements**

This document contains forward-looking statements. These forward-looking statements include, but are not limited to, statements related to the disposition of ON Semiconductor’s Ignition IGBT and TVS and thyristor



businesses and the expiration of the Offer. These forward-looking statements are based on information available to us as of the date of this release and current expectations, forecasts and assumptions and involve a number of risks and uncertainties that could cause actual results to differ materially from those anticipated by these forward-looking statements. Such risks and uncertainties include a variety of factors, some of which are beyond our control. In particular, such risks and uncertainties include, but are not limited to: the risk that one or more closing conditions to the Offer may not be satisfied or waived, on a timely basis or otherwise; the unsuccessful completion of the Offer; the risk that the transaction with Fairchild does not close when anticipated, or at all, including the risk that the requisite regulatory approvals may not be obtained; matters arising in connection with ON Semiconductor's and Fairchild's efforts to comply with and satisfy applicable regulatory approvals and closing conditions relating to the Offer; there may be a material adverse change of us or Fairchild or our respective businesses may suffer as a result of uncertainty surrounding the transaction; the transaction may involve unexpected costs, liabilities or delays; difficulties encountered in integrating Fairchild, including the potentially accretive benefits and synergies; failure to achieve the anticipated results of the transactions; and risks involving environmental or other governmental regulation. Information concerning additional factors that could cause results to differ materially from those projected in the forward-looking statements is contained in ON Semiconductor's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other of ON Semiconductor's filings with the Securities and Exchange Commission (the "SEC"). These forward-looking statements are as of the date hereof and should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made. For additional information, visit ON Semiconductor's corporate website, [www.onsemi.com](http://www.onsemi.com), or for official filings visit the SEC website, [www.sec.gov](http://www.sec.gov).

### **Notice to Investors**

This press release is for informational purposes only, and it does not constitute an offer to purchase or a solicitation of an offer to sell any securities. The Offer is being made pursuant to a Tender Offer Statement on Schedule TO filed by ON Semiconductor with the SEC on December 4, 2015. Fairchild filed a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the Offer on December 4, 2015. THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, THE RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION / RECOMMENDATION STATEMENT, INCLUDING IN EACH CASE ANY AMENDMENTS OR SUPPLEMENTS THERETO, CONTAIN IMPORTANT INFORMATION. HOLDERS OF SHARES OF FAIRCHILD COMMON STOCK ARE URGED TO READ THESE DOCUMENTS CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF SHARES OF FAIRCHILD COMMON STOCK SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, are being made available to all holders of shares of Fairchild common stock at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement are available at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov).

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### **Contacts**

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#### **Parag Agarwal**

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