
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

February 9, 2004

Date of report (Date of earliest event reported)

ON Semiconductor Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-30419

(Commission
File Number)

36-3840979

(I.R.S. Employer
Identification Number)

ON Semiconductor Corporation

5005 E. McDowell Road

Phoenix, Arizona

(Address of principal executive offices)

85008

(Zip Code)

602-244-6600

(Registrant's telephone number, including area code)

Item 5. Other Events.

Attached to this Current Report as Exhibit 99 is a copy of a news release for ON Semiconductor Corporation dated February 9, 2004 titled "ON Semiconductor Announces Completion of Common Stock Offering and Calls for Redemption of Senior Secured Notes."

Item 7. Financial Statements, Pro Forma

Financial Information and Exhibits.

- (a) Financial Statements of Businesses Acquired
Not applicable.
- (b) Pro Forma Financial Information
Not applicable.
- (c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99	News release for ON Semiconductor Corporation dated February 9, 2004 titled "ON Semiconductor Announces Completion of Common Stock Offering and Calls for Redemption of Senior Secured Notes"

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ON SEMICONDUCTOR CORPORATION
(Registrant)

Date: February 10, 2004

By: /S/ G. SONNY CAVE

G. Sonny Cave
Senior Vice President and General Counsel

EXHIBIT INDEX

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ON Semiconductor®

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**ON Semiconductor Announces Completion of Common Stock Offering
and Calls for Redemption of Senior Secured Notes**

PHOENIX, Ariz. – Feb. 9, 2004 – ON Semiconductor (Nasdaq: ONNN) today announced that it and its principal stockholder, Texas Pacific Group, completed their recently announced registered public offering of common stock at a public offering price of \$6.98 per share. ON Semiconductor had previously announced that it would use a portion of the net proceeds received by it from the offering to redeem a portion of its first lien senior secured notes due 2010 and its second lien senior secured notes due 2008, and that it would use the remaining net proceeds received by it from the offering for general corporate purposes. ON Semiconductor did not receive any of the proceeds from the sale of shares by the selling stockholder.

ON Semiconductor also today announced the call for redemption of \$70 million outstanding principal amount of its first lien senior secured notes due 2010 and \$105 million outstanding principal amount of its second lien senior secured notes due 2008. The redemption date for both series of notes has been set for March 10, 2004. The redemption price for both series of notes is 112.0 percent of the principal amount of the notes, together with accrued interest to March 10, 2004.

This news release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such jurisdiction.

About ON Semiconductor

ON Semiconductor (Nasdaq: ONNN) offers an extensive portfolio of power- and data-management semiconductors and standard semiconductor components that address the design needs of today's sophisticated electronic products, appliances and automobiles. For more information visit ON Semiconductor's website at <http://www.onsemi.com>.

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