**Form filed by More than One Reporting Person**

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

GOPALSWAMY SUDHIR

5701 NORTH PIMA ROAD

SCOTTSDALE AZ 85250

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

ON SEMICONDUCTOR CORP [ ON ]

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

04/22/2024

**4. If Amendment, Date of Original Filed**

04/22/2024

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

Director

10% Owner

Officer (give title below)

Other (specify below)

Group President, ASG & ISG

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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>3. Transactoin 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. 3 and 4)</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>04/22/2024</td>
<td>A</td>
<td>A</td>
<td>22,889(1)</td>
<td>127,751</td>
<td>D</td>
</tr>
<tr>
<td>Common</td>
<td>04/22/2024</td>
<td>F</td>
<td>D</td>
<td>11,601(2)</td>
<td>116,150(3)</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents the number of performance-based restricted stock units, originally granted to the Reporting Person on March 7, 2022, that were earned, and vested, based on the Issuer's performance as measured against the underlying metrics.

2. Represents shares withheld to cover taxes due upon the vesting of performance-based restricted stock units.

3. Includes an additional 75 shares that were acquired by the Reporting Person under the Issuer's Employee Stock Purchase Plan since his last Section 16 filing.

/s/ Hope M. Spencer, Attorney-in-Fact 04/23/2024

**Signature of Reporting Person** Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.