

**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**

March 16, 2006

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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On March 16, 2006, ON Semiconductor Corporation (“Company”) announced, via a news release, the filing with the Securities and Exchange Commission of a Registration Statement on Form S-3 for the registration of resales of the Company’s previously issued 1.875% Convertible Senior Subordinated Notes due 2025. A copy of the Company’s news release is attached hereto as Exhibit 99.

**Item 9.01. Financial Statements 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 March 16, 2006, announcing the filing with the Securities and Exchange Commission of a Registration Statement on Form S-3 for the registration of resales of the Company’s previously issued 1.875% Convertible Senior Subordinated Notes due 2025.

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: March 16, 2006

By: /s/ DONALD A. COLVIN

Donald A. Colvin  
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99	News release for ON Semiconductor Corporation dated March 16, 2006, announcing the filing with the Securities and Exchange Commission of a Registration Statement on Form S-3 for the registration of resales of the Company's previously issued 1.875% Convertible Senior Subordinated Notes due 2025.



ON Semiconductor®

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**ON Semiconductor Announces the Filing with the Securities and Exchange  
Commission of a Registration Statement to Register its 1.875 Percent Convertible  
Senior Subordinated Notes Previously Issued in December 2005**

**PHOENIX, Ariz. – March 16, 2006** – ON Semiconductor Corporation (Nasdaq: ONNN) today announced the filing with the Securities and Exchange Commission of a Registration Statement on Form S-3 (the “Shelf Registration Statement”) for the registration under the Securities Act of 1933, as amended, of resales of the Company’s previously issued 1.875 percent Convertible Senior Subordinated Notes due 2025 (the “Notes”), which are fully and unconditionally guaranteed on an unsecured senior subordinated basis by certain existing and future subsidiaries of the Company (the “Guarantors”). The Shelf Registration Statement also registers resales of the common shares, par value \$0.01 per share, of the Company issuable upon conversion of the Notes and the guarantees of the Guarantors described above. The Notes were originally issued on December 21, 2005, at the same time a registration rights agreement was entered into among the Company, the Guarantors and the initial purchasers of the Notes, which requires the Shelf Registration Statement. The Shelf Registration Statement became effective immediately upon filing.

**About ON Semiconductor**

With its global logistics network and strong portfolio of power semiconductor devices, ON Semiconductor (Nasdaq: ONNN) is a preferred supplier of power solutions to engineers, purchasing professionals, distributors and contract manufacturers in the computer, cell phone, portable devices, automotive and industrial markets. For more information, please visit ON Semiconductor’s website at <http://www.onsemi.com>.

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*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. Although the company references its website in this news release, such information on the website is not to be incorporated herein.*

*This news release includes “forward-looking statements” as that term is defined in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact are statements that could be deemed forward-looking statements and are often characterized by the use of words such as “believes,” “expects,” “estimates,” “projects,” “may,” “will,” “intends,” “plans,” or “anticipates,” or by discussions of strategy, plans or intentions. All forward-looking statements in this news release are made based on management’s current expectations and estimates, which involve risks, uncertainties and other factors that could cause results to differ materially from those*

– more –

ON Semiconductor Announces the Filing with the Securities and Exchange Commission of a Registration Statement  
to Register its 1.875 Percent Convertible Senior Subordinated Notes Previously Issued in December 2005

*expressed in forward-looking statements. Among these factors are changes in overall economic conditions, the cyclical nature of the semiconductor industry, changes in demand for our products, changes in inventories at our customers and distributors, technological and product development risks, availability of raw materials, competitors' actions, pricing and gross margin pressures, loss of key customers, order cancellations or reduced bookings, changes in manufacturing yields, control of costs and expenses, significant litigation, risks associated with acquisitions and dispositions, risks associated with our substantial leverage and restrictive covenants in our debt agreements, risks associated with our international operations, the threat or occurrence of international armed conflict and terrorist activities both in the United States and internationally, risks and costs associated with increased and new regulation of corporate governance and disclosure standards (including pursuant to Section 404 of the Sarbanes-Oxley Act of 2002) and risks involving environmental or other governmental regulation. Additional factors that could affect the company's future operating results are described in Item 1A. Risks Factors of our Form 10-K for the year ended December 31, 2005 and other factors are described from time to time in our SEC filings. Readers are cautioned not to place undue reliance on forward-looking statements. We assume no obligation to update such information.*