
**UNITED STATES
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**

Date of report (Date of earliest event reported) February 16, 2012

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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 16, 2012, the Board of Directors (“Board”) of ON Semiconductor Corporation (“Company”) approved and adopted amendments to the Company’s Amended and Restated Bylaws (“New Amended and Restated Bylaws”) that implement a majority voting standard whereby each director is elected by the vote of the majority of the votes cast with respect to that director’s election at any meeting for the election of directors at which a quorum is present, except in the case where the number of nominees exceeds the number of directors to be elected, in which case directors will be elected by the vote of a plurality of the votes cast. A majority of votes cast means that the number of votes cast “for” a director’s election exceeds the number of votes cast “against” that director’s election (with “abstentions” and “broker non-votes” not counted as a vote cast either “for” or “against” that director’s election). The New Amended and Restated Bylaws became effective on February 16, 2012.

The above description is only a summary and is qualified in its entirety by reference to the full text of the amendments, which are attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 8.01. Other Events.

Corporate Governance Principles

On February 16, 2012, the Board approved and adopted certain amendments to the Company’s Corporate Governance Principles (“Amended and Restated Corporate Governance Principles”) to (i) address the majority voting standard adopted in the Bylaws, (ii) increase the stock ownership guidelines for directors and the Chief Executive Officer from two to five times their annual retainer in the case of directors and three to five times base salary in the case of the Chief Executive Officer, in each case subject to certain phase in periods set forth in the Amended and Restated Corporate Governance Principles, and (iii) make certain other changes as reflected in the Amended and Restated Corporate Governance Principles.

The above description is only a summary and is qualified in its entirety by reference to the full text of the Amended and Restated Corporate Governance Principles. A copy of the Amended and Restated Corporate Governance Principles can be found on the Company’s website at www.onsemi.com under the “Investors” tab and then “Corporate Governance”.

Annual Meeting Date

On February 16, 2012, the Board established Tuesday, May 15, 2012 as the date for the Company’s 2012 annual meeting of stockholders.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Bylaws of ON Semiconductor Corporation

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 17, 2012

By: /s/ George H. Cave

George H. Cave

Senior Vice President, General Counsel, Chief Compliance & Ethics Officer
and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Bylaws of ON Semiconductor Corporation

**CERTIFICATE OF AMENDMENT OF THE
BYLAWS OF ON SEMICONDUCTOR CORPORATION**

The undersigned, being the duly elected, qualified, and acting Secretary of ON Semiconductor Corporation (the "Corporation"), hereby certifies that Sections 3 of ARTICLE II of the Bylaws of the Corporation were amended by the Board of Directors, effective February 16, 2012, to read in their entirety as follows:

SECTION 3. VOTING. Each stockholder entitled to vote in accordance with the terms of the Amended and Restated Certificate of Incorporation of the Corporation and these By-Laws may vote in person or by proxy by the stockholder or by his or her duly authorized attorney-in-fact. If a quorum is present, the affirmative vote of a majority of the votes cast at a meeting of the stockholders by the holders of shares entitled to vote thereat shall be the act of the stockholders, unless the vote of a greater or lesser number of shares of stock is required by law, the Amended and Restated Certificate of Incorporation of the Corporation or these By-Laws.

A complete list of the stockholders entitled to vote at the ensuing election, arranged in alphabetical order, with the address of each, and the number of shares held by each, shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Except as otherwise provided by these Bylaws, each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present, provided that if, as of the tenth (10th) day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders of the Corporation, the number of nominees exceeds the number of directors to be elected (a "Contested Election"), the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Article II, Section 3, a majority of votes cast shall mean that the number of votes cast "for" a director's election exceeds the number of votes cast "against" that director's election (with "abstentions" and "broker nonvotes" not counted as a vote cast either "for" or "against" that director's election).

In the event an incumbent director fails to receive a majority of the votes cast in an election that is not a Contested Election, the incumbent director shall promptly tender his or her resignation to the Board of Directors. The Corporate Governance and Nominating Committee, or such other committee designated by the Board of Directors pursuant to these Bylaws, shall make a recommendation to the Board of Directors as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board of Directors shall act on the resignation, taking into account such committee's recommendation, and publicly disclose (by a press release and filing an appropriate disclosure with the Securities and Exchange Commission) its decision regarding the resignation and, if such resignation is rejected, the rationale behind the decision within ninety (90) days following certification of the election results. The committee in making its recommendation and the Board of Directors in making its decision each may consider any factors and other information that they consider appropriate and relevant.

If the Board of Directors accepts a director's resignation pursuant to this Article II, Section 3, or if a nominee for director is not elected and the nominee is not an incumbent director, then the resulting vacancy may be filled pursuant to Article NINTH, Section 2 of the Amended and Restated Certificate of Incorporation of the Corporation.

/s/ George H. Cave

George H. Cave

Senior Vice President, General Counsel, Chief Compliance and
Ethics Officer and Secretary