

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No. _____)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Sec. 240. 14a-12

ON Semiconductor Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:



ON Semiconductor®

ON SEMICONDUCTOR CORPORATION
5005 EAST MCDOWELL ROAD
PHOENIX, AZ 85008
ATTN: LAW DEPARTMENT M40 A700

Your **Vote** Counts!

ON SEMICONDUCTOR CORPORATION

2021 Annual Meeting

Vote by May 19, 2021

11:59 PM ET



D40676-P47829

You invested in ON SEMICONDUCTOR CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on May 20, 2021.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 6, 2021. These materials contain important information. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote in Person at the Meeting*

May 20, 2021
8:00 a.m. local time

ON Semiconductor Corporation Principal Office
5005 East McDowell Road
Phoenix, Arizona 85008

*You may obtain directions to be able to attend the Annual Meeting and vote in person by visiting ON Semiconductor's website at www.onsemi.com. Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect ten directors, each for a one-year term expiring at the Annual Meeting of Stockholders to be held in 2022 or until his or her successor has been duly elected and qualified, or until the earlier time of his or her death, resignation or removal. Nominees:	
1a. Atsushi Abe	✔ For
1b. Alan Campbell	✔ For
1c. Susan K. Carter	✔ For
1d. Thomas L. Deitrich	✔ For
1e. Gilles Delfassy	✔ For
1f. Hassane S. El-Khoury	✔ For
1g. Bruce E. Kiddoo	✔ For
1h. Paul A. Mascarenas	✔ For
1i. Gregory L. Waters	✔ For
1j. Christine Y. Yan	✔ For
2. Advisory (non-binding) resolution to approve the compensation of our named executive officers.	✔ For
3. Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2021.	✔ For
4. Approval of an amendment to the ON Semiconductor Corporation 2000 Employee Stock Purchase Plan.	✔ For
5. Approval of amendments to the ON Semiconductor Corporation Amended and Restated Stock Incentive Plan.	✔ For
NOTE: To transact such other business as may properly come before the meeting and any adjournment or postponement of the meeting.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery."