

**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 27, 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 February 27, 2006, ON Semiconductor Corporation announced, via a news release, its intention to file with the Securities and Exchange Commission, a Registration Statement to register its previously issued \$95 Million of 1.875% Convertible Senior Subordinated Notes due 2025. A copy of ON Semiconductor Corporation's news release is attached hereto as Exhibit 99.

The information in this report (including its exhibit) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act"), or otherwise subject to liability of that section. The information in this report (including its exhibit) shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

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

The following exhibit is furnished as part of this report:

<u>Exhibit No.</u>	<u>Description</u>
99	News release for ON Semiconductor Corporation dated February 27, 2006, announcing its intention to file with the Securities and Exchange Commission, a Registration Statement to register its previously issued \$95 Million of 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: February 27, 2006

By: /s/ GEORGE H. CAVE

George H. Cave

Senior Vice President and General Counsel

EXHIBIT INDEX

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**ON Semiconductor Announces its Intention to File with the
Securities and Exchange Commission a Registration Statement to
Register its Previously Issued 1.875% Convertible
Senior Subordinated Notes due 2025**

PHOENIX, Ariz. – Feb. 27, 2006 – ON Semiconductor Corporation (NASDAQ: ONNN) today announced that it intends to file with the Securities and Exchange Commission on or about March 14, 2006 a Registration Statement on Form S-1 (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% 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 will also register resales of the common shares, par value \$0.01 per share, of the Company issuable upon conversion of the Notes (the “Conversion Shares”) and the guarantees of the Guarantors described above (the “Guarantees” and, together with the Notes and the Conversion Shares, the “Registrable Securities”). The Notes were originally issued on December 21, 2005 at the same time a Registration Rights Agreement (the “Registration Rights Agreement”) was entered into among the Company, the Guarantors and the initial purchasers of the Notes, which requires the Shelf Registration Statement.

In accordance with the Registration Rights Agreement, beneficial holders of the Registrable Securities that wish to use the Shelf Registration Statement in connection with a resale of their Registrable Securities must complete the Selling Securityholder Notice and Questionnaire, copies of which can be obtained by contacting the below person at the Company. Once received, please return this completed and executed document for receipt by the Company on or before March 10, 2006.

Judith A. Boyle, Esq.
Vice President, Assistant General Counsel and
Assistant Secretary
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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 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), risks involving environmental or other governmental regulation, and the failure by the Company to file a registration statement for resale of the Company's securities pursuant to the Registration Rights Agreement. Additional factors that could affect the company's future operating results are described in our Form 10-K for the year ended December 31, 2005 under the caption "Trends, Risks and Uncertainties," 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.