**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

   **KEETON SIMON**

   (Last) (First) (Middle)

   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)

   07/01/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

   Form filed by One Reporting Person

   Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to Issuer

   Director

   10% Owner

   Officer (give title below)

   **Group President, PSG**

6. Individual or Joint/Group Filing (Check Applicable Line)

   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.

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### 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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</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><strong>Common</strong></td>
<td>07/01/2024</td>
<td></td>
<td>☑ V</td>
<td>218 (1) D</td>
<td>262,031 (2) D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
<th>Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>218 (1)</td>
<td>$69.18</td>
<td>262,031 (2) D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents shares withheld to cover taxes due upon the vesting of restricted stock units.
2. Includes an additional 160 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 07/02/2024**

**Signature of Reporting Person  Date**

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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.