

---

---

**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**

**November 5, 2017  
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**  
(IRS Employer  
Identification No.)

**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)

**Not applicable**  
(Former name or former address, if changed since last report.)

---

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 §CRF 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 2.02. Results of Operation and Financial Condition.**

On November 5, 2017, ON Semiconductor Corporation (the “Company”) announced in a news release its financial performance for the quarter ended September 29, 2017 and other related material information (the “Earnings Release”). A copy of the Earnings Release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information under this Item 2.02 of this report, including Exhibit 99.1, is being furnished under Item 2.02 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liability of that section nor shall such information be deemed incorporated by reference in any filing 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.**

(d) Exhibits

The below exhibit is furnished as part of this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	News release for ON Semiconductor Corporation, dated November 5, 2017, announcing financial performance for the quarter ended September 29, 2017

## EXHIBIT INDEX

The below exhibit is furnished as part of this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>News release for ON Semiconductor Corporation, dated November 5, 2017, announcing financial performance for the quarter ended September 29, 2017</u></a>

**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 hereunto duly authorized.

ON SEMICONDUCTOR CORPORATION  
(Registrant)

Date: November 6, 2017

By: /s/ BERNARD GUTMANN  
Bernard Gutmann  
Executive Vice President, Chief Financial Officer, and Treasurer



## News Release

## ON Semiconductor Reports Third Quarter 2017 Results

- Revenue of \$1,390.9 million
- GAAP gross margin of 37.7 percent and non-GAAP gross margin of 37.9 percent
- GAAP operating margin of 12.7 percent and non-GAAP operating margin of 16.6 percent
- Operating cash flow of \$328.2 million and free cash flow of \$238.1 million

**PHOENIX, Ariz. – Nov. 5, 2017** – ON Semiconductor Corporation (Nasdaq: [ON](#)) today announced financial results for the third quarter of 2017. Total revenue in the third quarter of 2017 was \$1,390.9 million, up approximately 46 percent compared to the same quarter last year, primarily due to inclusion of Fairchild’s results for full quarter in third quarter of 2017. Third quarter revenue was up approximately four percent as compared to revenue in second quarter of 2017.

“Once again, we demonstrated strong margin expansion and free cash flow generation. This impressive margin and free cash flow performance clearly establishes the strength of our operating model,” said Keith Jackson, president and CEO of ON Semiconductor. “Our revenue momentum continues to accelerate as we benefit from our years of investments in technologies and capabilities that are enabling key innovations in automotive, industrial and communications end-markets. Through our investments, we have been successful in transforming ON Semiconductor into a company driven by sustainable secular growth drivers in the fastest growing semiconductor end-markets from a company driven by macroeconomic and industry cyclicality. Our customers remain optimistic about near to mid-term demand trends for most end-markets and geographies. Along with a favorable demand environment, industry wide supply-demand dynamics remain healthy, with no meaningful changes in inventory levels and lead times from the second quarter of 2017.”

## Third Quarter Results (GAAP)

(in millions, except per share data)	3Q 2017	3Q 2016	Year-Over- Year Change	2Q 2017	Sequential Change
Revenue	\$1,390.9	\$950.9	46%	\$1,338.0	4%
Gross Profit	\$ 524.2	\$329.0	59%	\$ 492.1	7%
Operating Income	\$ 177.3	\$ 46.7	280%	\$ 154.2	15%
Income Before Income Taxes	\$ 168.3	\$ 87.3	93%	\$ 143.2	18%
Net Income Attributable to ON Semiconductor Corporation	\$ 108.7	\$ 10.1	976%	\$ 93.9	16%
Diluted Earnings Per Share	\$ 0.25	\$ 0.02	1,150%	\$ 0.22	14%
Diluted Share Count	427.5	419.8	2%	425.9	— %

**Third Quarter Results (Non-GAAP)**

(in millions)	3Q 2017	3Q 2016	Year-Over- Year Change	2Q 2017	Sequential Change
Revenue	\$1,390.9	\$950.9	46%	\$1,338.0	4%
Gross Profit	\$ 526.7	\$340.9	55%	\$ 493.4	7%
Operating Income	\$ 231.0	\$122.9	88%	\$ 196.6	17%
Income Before Income Taxes	\$ 203.0	\$107.3	89%	\$ 171.1	19%
Diluted Share Count	427.5	419.8	2%	425.9	— %

**Third Quarter Key Cash Flow Items**

(in millions)	3Q 2017	3Q 2016	Year-Over- Year Change	2Q 2017	Sequential Change
Cash Taxes	\$ 13.4	\$ 6.5	106%	\$ 17.1	(22)%
Operating Cash Flow	\$328.2	\$132.7	147%	\$333.2	(2)%
Free Cash Flow	\$238.1	\$ 96.8	146%	\$264.2	(10)%

**FOURTH QUARTER 2017 OUTLOOK**

Based on product booking trends, backlog levels and estimated turns levels, the Company anticipates that total revenue in the fourth quarter of 2017 will be approximately \$1,325 to \$1,375 million. Backlog levels for the fourth quarter of 2017 represent approximately 80 to 85 percent of anticipated fourth quarter 2017 revenue. The outlook for the fourth quarter of 2017 includes anticipated stock-based compensation expense of approximately \$16 million to \$18 million. Net cash paid for income taxes is expected to be \$17 million to \$21 million.

The following table outlines ON Semiconductor's projected fourth quarter of 2017 GAAP and non-GAAP outlook.

	Total ON Semiconductor GAAP	Special Items**	Total ON Semiconductor Non-GAAP***
Revenue	\$1,325 to \$1,375 million	—	\$1,325 to \$1,375 million
Gross Margin	36.3% to 38.3%	—	36.3% to 38.3%
Operating Expenses	\$324 to \$345 million	\$30 to \$37 million	\$294 to \$308 million
Other Income and Expense (including interest expense), net	\$33 to \$36 million	\$8 to \$9 million	\$25 to \$27 million
Diluted Share Count *	431 to 433 million	3 to 5 million	428 million

\* Diluted share count can vary for, among other things, the actual exercise of options or vesting of restricted stock units, the incremental dilutive shares from the Company's convertible senior subordinated notes, and the repurchase or the issuance of stock or convertible notes or the sale of treasury shares. In periods when the quarterly average stock price per share exceeds \$18.50, the non-GAAP diluted share count and non-GAAP net income per share includes the impact of the Company's hedge transactions issued concurrently with our 1.00%

convertible notes. As such, at an average stock price per share between \$18.50 and \$25.96, the hedging activity offsets the potentially dilutive effect of the 1.00% convertible notes. In periods when the quarterly average stock price per share exceeds \$20.72, the non-GAAP diluted share count and non-GAAP net income per share includes the anti-dilutive impact of the Company's hedge transactions issued concurrently with the 1.625% convertible notes. As such, at an average stock price per share between \$20.72 and \$30.70, the hedging activity offsets the potentially dilutive effect of the 1.625% convertible notes. Both GAAP and non-GAAP diluted share counts are based on the Company's current stock price.

\*\* Special items may include: amortization of acquisition-related intangibles; expensing of appraised inventory fair market value step-up; purchased in-process research and development expenses; restructuring, asset impairments and other, net; goodwill impairment charges; gains and losses on debt prepayment; non-cash interest expense; actuarial (gains) losses on pension plans and other pension benefits; and certain other special items, as necessary. These special items are out of our control and could change significantly from period to period. As a result, we are not able to reasonably estimate and separately present the individual impact of these special items, and we are similarly unable to provide a reconciliation of the non-GAAP measures. The reconciliation that is unavailable would include a forward looking income statement, balance sheet and statement of cash flows in accordance with GAAP. For this reason, we use a projected range of the aggregate amount of special items in order to calculate our projected non-GAAP operating expense outlook.

\*\*\* We believe these non-GAAP measures provide important supplemental information to investors. We use these measures, together with GAAP measures, for internal managerial purposes and as a means to evaluate period-to-period comparisons. However, we do not, and you should not, rely on non-GAAP financial measures alone as measures of our performance. We believe that non-GAAP financial measures reflect an additional way of viewing aspects of our operations that, when taken together with GAAP results and the reconciliations to corresponding GAAP financial measures that we also provide in our releases, provide a more complete understanding of factors and trends affecting our business. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures, even if they have similar names.

## TELECONFERENCE

ON Semiconductor will host a conference call for the financial community at 9 a.m. Eastern Time (EST) on Nov. 6, 2017, to discuss this announcement and ON Semiconductor's results for the third quarter of 2017. The Company will also provide a real-time audio webcast of the teleconference on the Investor Relations page of its website at <http://www.onsemi.com>. The webcast replay will be available at this site approximately one hour following the live broadcast and will continue to be available for approximately 30 days following the conference call. Investors and interested parties can also access the conference call through a telephone call by dialing (877) 356-3762 (U.S./Canada) or (262) 558-6155 (International). In order to join this conference call, you will be required to provide the Conference ID Number, which is 1585857.

## About ON Semiconductor

ON Semiconductor (Nasdaq: ON) is driving energy efficient innovations, empowering customers to reduce global energy use. The Company is a leading supplier of semiconductor-based solutions, offering a comprehensive portfolio of energy efficient power management, analog, sensors, logic, timing, connectivity, discrete, SoC and custom devices. The Company's products help engineers solve their unique design challenges in automotive, communications, computing, consumer, industrial, medical, aerospace and defense applications. ON Semiconductor operates a responsive, reliable, world-class supply chain and quality program, a robust compliance and ethics program and a network of manufacturing facilities, sales offices and design centers in key markets throughout North America, Europe and the Asia Pacific regions. For more information, visit <http://www.onsemi.com>.

# # #

*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, information on the website is not to be incorporated herein.*

**Contacts****Kris Pugsley**

Corporate/Media Communications

ON Semiconductor

(312) 909-0661

[kris.pugsley@onsemi.com](mailto:kris.pugsley@onsemi.com)**Parag Agarwal**

Vice President Investor Relations and Corporate Development

ON Semiconductor

(602) 244-3437

[investor@onsemi.com](mailto:investor@onsemi.com)

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included or incorporated in this document could be deemed forward-looking statements, particularly statements about the future financial performance of ON Semiconductor. Forward-looking statements are often characterized by the use of words such as “believes,” “estimates,” “expects,” “projects,” “may,” “will,” “intends,” “plans” or “anticipates,” or by discussions of strategy, plans or intentions. All forward-looking statements in this document are made based on our current expectations, forecasts, estimates and assumptions and involve risks, uncertainties and other factors that could cause results or events to differ materially from those expressed in the forward-looking statements. Among these factors are our revenues and operating performance; economic conditions and markets (including current financial conditions); effects of exchange rate fluctuations; 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; enforcement and protection of our IP rights and related risks; risks related to the security of our information systems and secured network; availability of raw materials, electricity, gas, water and other supply chain uncertainties; our ability to effectively shift production to other facilities when required in order to maintain supply continuity for our customers; variable demand and the aggressive pricing environment for semiconductor products; our ability to successfully manufacture in increasing volumes on a cost-effective basis and with acceptable quality for our current products; legislative, regulatory and economic developments; competitor actions, including the adverse impact of competitor product announcements; pricing and gross profit pressures; loss of key customers; order cancellations or reduced bookings; changes in manufacturing yields; control of costs and expenses and realization of cost savings and synergies from restructurings; significant litigation; risks associated with decisions to expend cash reserves for various uses in accordance with our capital allocation policy such as debt prepayment, stock repurchases or acquisitions rather than to retain such cash for future needs; risks associated with acquisitions and dispositions (including from integrating and consolidating and timely filing financial information with the SEC for acquired businesses and difficulties encountered in accurately predicting the future financial performance of acquired businesses); risks associated with our substantial leverage and restrictive covenants in our debt agreements that may be in place from time to time; risks associated with our worldwide operations, including foreign employment and labor matters associated with unions and collective bargaining arrangements, as well as man-made and/or natural disasters affecting our operations and finances/financials; 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; risks related to new legal requirements, including laws, rules and regulations related to taxes; risks involving environmental or other governmental regulation; and risks associated with our acquisition of Fairchild Semiconductor International Inc.



("Fairchild"), including: (1) intellectual property litigation matters relating to Fairchild; (2) our ability to retain key personnel; (3) competitive responses to the transaction; (4) unexpected costs, charges or expenses resulting from the transaction; (5) adverse reactions or changes to business relationships resulting from the transaction; (6) our ability to realize the benefits of the acquisition of Fairchild; (7) delays, challenges and expenses associated with integrating the businesses; and (8) our ability to comply with the terms of the indebtedness incurred in connection with the transaction. Additional factors that could affect our future results or events are described under Part I, Item 1A "Risk Factors" in the 2016 Annual Report on Form 10-K filed with the SEC on February 28, 2017 ("2016 Form 10-K") and from time-to-time in our other SEC reports. You should carefully consider the trends, risks and uncertainties described in this document, our 2016 Form 10-K, Part I, Item IA of our form 10-Q for the quarter ended March 31, 2017 and other reports filed with or furnished to the SEC before making any investment decision with respect to our securities. If any of these trends, risks or uncertainties actually occurs or continues, our business, financial condition or operating results could be materially adversely affected, the trading prices of our securities could decline and you could lose all or part of your investment. Readers are cautioned not to place undue reliance on forward-looking statements. We assume no obligation to update such information except as may be required by law. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this cautionary statement.

**ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS**

(in millions, except per share data)

	Quarter Ended			Nine Months Ended	
	September 29, 2017	June 30, 2017	September 30, 2016	September 29, 2017	September 30, 2016
Revenue	\$ 1,390.9	\$1,338.0	\$ 950.9	\$ 4,165.6	\$ 2,645.9
Cost of revenue (exclusive of amortization shown below)	866.7	845.9	621.9	2,646.0	1,733.5
Gross profit	524.2	492.1	329.0	1,519.6	912.4
Gross margin	37.7%	36.8%	34.6%	36.5%	34.5%
Operating expenses:					
Research and development	150.9	145.5	111.5	436.4	312.5
Selling and marketing	78.6	79.5	56.7	235.6	158.6
General and administrative	68.9	76.6	67.6	213.9	158.1
Amortization of acquisition-related intangible assets	37.3	28.6	24.7	95.0	71.9
Restructuring, asset impairments and other, net	9.7	5.9	21.8	16.1	28.7
Intangible asset impairment	1.5	1.8	—	7.7	2.2
Total operating expenses	346.9	337.9	282.3	1,004.7	732.0
Operating income	177.3	154.2	46.7	514.9	180.4
Other (expense) income, net:					
Interest expense	(34.9)	(34.7)	(46.7)	(108.0)	(104.4)
Interest income	0.7	0.5	1.4	1.8	3.8
Gain on divestiture of business	12.5	—	92.2	12.5	92.2
Licensing income	21.5	23.9	—	45.4	—
Loss on debt refinancing and prepayment	(6.7)	—	(6.3)	(32.9)	(6.3)
Other expense	(2.1)	(0.7)	—	(7.2)	(3.3)
Other (expense) income, net	(9.0)	(11.0)	40.6	(88.4)	(18.0)
Income before income taxes	168.3	143.2	87.3	426.5	162.4
Income tax provision	(59.4)	(48.8)	(76.7)	(144.5)	(89.6)
Net income	108.9	94.4	10.6	282.0	72.8
Less: Net income attributable to non-controlling interest	(0.2)	(0.5)	(0.5)	(1.2)	(1.6)
Net income attributable to ON Semiconductor Corporation	\$ 108.7	\$ 93.9	\$ 10.1	\$ 280.8	\$ 71.2
Net income per common share attributable to ON Semiconductor Corporation:					
Basic	\$ 0.26	\$ 0.22	\$ 0.02	\$ 0.67	\$ 0.17
Diluted	\$ 0.25	\$ 0.22	\$ 0.02	\$ 0.66	\$ 0.17
Weighted average common shares outstanding:					
Basic	422.2	420.8	415.8	421.0	414.4
Diluted	427.5	425.9	419.8	426.5	417.6

## ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED BALANCE SHEETS

(in millions)

	September 29, 2017	As of June 30, 2017	December 31, 2016
<b>Assets</b>			
Cash and cash equivalents	\$ 901.2	\$ 871.6	\$ 1,028.1
Receivables, net	695.6	696.4	629.8
Inventories	1,029.0	1,002.0	1,030.2
Other current assets	189.6	194.3	181.0
Total current assets	2,815.4	2,764.3	2,869.1
Property, plant and equipment, net	2,238.2	2,215.0	2,159.1
Goodwill	916.9	924.7	924.7
Intangible assets, net	662.5	708.6	762.1
Deferred tax assets	148.8	148.4	138.9
Other assets	79.5	73.3	70.5
Total assets	<u>\$ 6,861.3</u>	<u>\$ 6,834.3</u>	<u>\$ 6,924.4</u>
<b>Liabilities, Non-Controlling Interest and Stockholders' Equity</b>			
Accounts payable	\$ 590.3	\$ 546.3	\$ 434.0
Accrued expenses	580.5	548.7	405.0
Deferred income on sales to distributors	—	—	109.8
Current portion of long-term debt	258.5	268.2	553.8
Total current liabilities	1,429.3	1,363.2	1,502.6
Long-term debt	2,684.4	2,872.3	3,068.5
Deferred tax liabilities	309.1	271.3	288.9
Other long-term liabilities	203.1	208.2	186.5
Total liabilities	<u>4,625.9</u>	<u>4,715.0</u>	<u>5,046.5</u>
2.625% Notes, Series B - Redeemable conversion feature	—	—	32.9
ON Semiconductor Corporation stockholders' equity:			
Common stock	5.5	5.5	5.4
Additional paid-in capital	3,557.1	3,538.5	3,473.3
Accumulated other comprehensive loss	(43.8)	(43.8)	(50.2)
Accumulated deficit	(178.4)	(287.1)	(527.3)
Less: Treasury stock, at cost	(1,128.0)	(1,116.6)	(1,078.0)
Total ON Semiconductor Corporation stockholders' equity	2,212.4	2,096.5	1,823.2
Non-controlling interest in consolidated subsidiary	23.0	22.8	21.8
Total stockholders' equity	<u>2,235.4</u>	<u>2,119.3</u>	<u>1,845.0</u>
Total liabilities and equity	<u>\$ 6,861.3</u>	<u>\$ 6,834.3</u>	<u>\$ 6,924.4</u>

## ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

## UNAUDITED RECONCILIATION OF NET INCOME TO ADJUSTED EBITDA AND

## NET CASH PROVIDED BY OPERATING ACTIVITIES

(in millions)

	Quarter Ended			Nine Months Ended	
	September 29, 2017	June 30, 2017	September 30, 2016	September 29, 2017	September 30, 2016
Net income	\$ 108.9	\$ 94.4	\$ 10.6	\$ 282.0	\$ 72.8
Adjusted for:					
Licensing income	(21.5)	(23.9)	—	(45.4)	—
R&D costs related to licensing income	2.2	4.1	—	6.3	—
Restructuring, asset impairments and other, net	9.7	5.9	21.8	16.1	28.7
Intangible asset impairment	1.5	1.8	—	7.7	2.2
Interest expense	34.9	34.7	46.7	108.0	104.4
Interest income	(0.7)	(0.5)	(1.4)	(1.8)	(3.8)
Loss on debt refinancing and prepayment	6.7	—	6.3	32.9	6.3
Income tax provision	59.4	48.8	76.7	144.5	89.6
Net income attributable to non-controlling interest	(0.2)	(0.5)	(0.5)	(1.2)	(1.6)
Depreciation and amortization	127.7	116.5	83.8	358.5	244.1
Amortization of fair market value step-up of inventory	2.5	1.3	11.9	13.6	11.9
Sell-through to sell-in adjustment	—	—	—	(59.0)	—
Gain on divestiture of business	(12.5)	—	(92.2)	(12.5)	(92.2)
Adjustment to contingent consideration	(0.3)	0.8	(1.3)	2.0	(1.3)
Third party acquisition and divestiture related costs	0.5	0.7	17.8	2.2	22.3
Adjusted EBITDA	318.8	284.1	180.2	853.9	483.4
Increase (decrease):					
Licensing income	21.5	23.9	—	45.4	—
R&D costs related to licensing income	(2.2)	(4.1)	—	(6.3)	—
Restructuring, asset impairments and other, net	(9.7)	(5.9)	(21.8)	(16.1)	(28.7)
Interest expense	(34.9)	(34.7)	(46.7)	(108.0)	(104.4)
Interest income	0.7	0.5	1.4	1.8	3.8
Income tax provision	(59.4)	(48.8)	(76.7)	(144.5)	(89.6)
Net income attributable to non-controlling interest	0.2	0.5	0.5	1.2	1.6
Amortization of fair market value step-up of inventory	(2.5)	(1.3)	(11.9)	(13.6)	(11.9)
Third party acquisition and divestiture related costs	(0.5)	(0.7)	(17.8)	(2.2)	(22.3)
Sell-through to sell-in adjustment	—	—	—	59.0	—
Loss (gain) on sale or disposal of fixed assets	1.0	(1.1)	0.4	2.8	0.6

ON Semiconductor Reports Third Quarter 2017 Results

Amortization of debt discount and issuance costs	3.8	3.9	3.4	12.2	7.4
Non-cash asset impairment charges	6.4	—	—	7.3	—
Write-down of excess inventories	21.2	21.4	4.4	56.8	40.1
Adjustment to contingent consideration	0.3	(0.8)	—	(2.0)	—
Payments for term debt modification	—	—	(26.4)	(2.4)	(26.4)
Non-cash share-based compensation expense	16.8	20.8	14.2	52.7	41.9
Non-cash interest on convertible notes	8.6	8.6	6.6	21.9	19.6
Change in deferred taxes	38.9	21.0	62.3	96.1	65.5
Other	0.6	0.5	2.0	2.6	(1.4)
Changes in operating assets and liabilities	(1.4)	45.4	58.6	(48.7)	(27.4)
Net cash provided by operating activities	<u>\$ 328.2</u>	<u>\$ 333.2</u>	<u>\$ 132.7</u>	<u>\$ 869.9</u>	<u>\$ 351.8</u>
Cash flows from investing activities:					
Purchases of property, plant and equipment	\$ (90.1)	\$ (69.0)	\$ (35.9)	\$ (211.8)	\$ (160.8)
Proceeds from divestiture of business, net of cash transferred	20.0	—	104.0	20.0	104.0
Proceeds from sales of property, plant and equipment	0.3	1.6	—	2.1	0.4
Deposits (made) utilized for purchases of property, plant and equipment	(3.2)	1.3	(1.3)	(2.1)	0.9
Purchase of business, net of cash acquired	—	—	(2,277.2)	(0.8)	(2,277.2)
Cash received from escrow	—	—	23.8	—	23.8
Purchases of held-to-maturity securities	—	—	—	(1.6)	—
Cash placed in escrow	—	—	—	—	(67.7)
Other	—	0.3	0.8	0.3	1.8
Net cash used in investing activities	<u>\$ (73.0)</u>	<u>\$ (65.8)</u>	<u>\$ (2,185.8)</u>	<u>\$ (193.9)</u>	<u>\$ (2,374.8)</u>
Cash flows from financing activities:					
Proceeds from issuance of common stock under the employee stock purchase plan	\$ 0.1	\$ 5.4	\$ 3.9	\$ 11.4	\$ 10.9
Proceeds from exercise of stock options	1.7	1.7	2.9	10.9	5.1
Payments of tax withholding for restricted shares	(11.4)	(0.6)	(2.2)	(25.0)	(10.4)
Repurchase of common stock	—	—	—	(25.0)	—
Proceeds from debt issuance	5.3	6.9	2,572.4	701.2	2,581.9
Purchase of convertible note hedges	—	—	—	(144.7)	—
Proceeds from issuance of warrants	—	—	—	85.2	—
Payments of debt issuance and other financing costs	—	—	(3.4)	—	(6.5)
Repayment of long-term debt	(220.3)	(136.9)	(223.6)	(1,411.6)	(287.6)
Payment of capital lease obligations	(1.2)	(1.1)	(2.8)	(7.7)	(12.2)
Dividend to non-controlling shareholder of consolidated subsidiary	—	—	(1.9)	—	(1.9)
Net cash provided by (used in) financing activities	<u>\$ (225.8)</u>	<u>\$ (124.6)</u>	<u>\$ 2,345.3</u>	<u>\$ (805.3)</u>	<u>\$ 2,279.3</u>
Effect of exchange rate changes on cash and cash equivalents	\$ 0.2	\$ (0.1)	\$ 0.2	\$ 2.4	\$ 6.6
Net increase (decrease) in cash and cash equivalents	\$ 29.6	\$ 142.7	\$ 292.4	\$ (126.9)	\$ 262.9
Cash and cash equivalents, beginning of period	\$ 871.6	\$ 728.9	\$ 588.1	\$ 1,028.1	\$ 617.6
Cash and cash equivalents, end of period	<u>\$ 901.2</u>	<u>\$ 871.6</u>	<u>\$ 880.5</u>	<u>\$ 901.2</u>	<u>\$ 880.5</u>

## ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

## ANALYSIS OF GAAP VERSUS NON-GAAP DISCLOSURES

(in millions, except per share and percentage data)

	Quarter Ended			Nine Months Ended	
	September 29, 2017	June 30, 2017	September 30, 2016	September 29, 2017	September 30, 2016
<b>Reconciliation of GAAP revenue to non-GAAP revenue:</b>					
GAAP revenue	\$ 1,390.9	\$1,338.0	\$ 950.9	\$ 4,165.6	\$ 2,645.9
Special items:					
a) Sell-through to sell-in adjustment	—	—	—	(155.1)	—
Total special items	—	—	—	(155.1)	—
Non-GAAP revenue	<u>\$ 1,390.9</u>	<u>\$1,338.0</u>	<u>\$ 950.9</u>	<u>\$ 4,010.5</u>	<u>\$ 2,645.9</u>
<b>Reconciliation of GAAP gross profit to non-GAAP gross profit:</b>					
GAAP gross profit	\$ 524.2	\$ 492.1	\$ 329.0	\$ 1,519.6	\$ 912.4
Special items:					
a) Expensing of appraised inventory at fair market value step up	2.5	1.3	11.9	13.6	11.9
b) Sell-through to sell-in adjustment	—	—	—	(59.0)	—
Total special items	2.5	1.3	11.9	(45.4)	11.9
Non-GAAP gross profit	<u>\$ 526.7</u>	<u>\$ 493.4</u>	<u>\$ 340.9</u>	<u>\$ 1,474.2</u>	<u>\$ 924.3</u>
<b>Reconciliation of GAAP gross margin to non-GAAP gross margin:</b>					
GAAP gross margin	37.7%	36.8%	34.6%	36.5%	34.5%
Special items:					
a) Expensing of appraised inventory at fair market value step up	0.2%	0.1%	1.3%	0.3%	0.4%
b) Sell-through to sell-in adjustment	—%	—%	—%	(1.5)%	—%
Total special items	0.2%	0.1%	1.3%	(1.1)%	0.4%
Non-GAAP gross margin	<u>37.9%</u>	<u>36.9%</u>	<u>35.9%</u>	<u>35.4%</u>	<u>34.9%</u>
<b>Reconciliation of GAAP operating expenses to non-GAAP operating expenses:</b>					
GAAP operating expenses	\$ 346.9	\$ 337.9	\$ 282.3	\$ 1,004.7	\$ 732.0
Special items:					
a) Amortization of acquisition related intangible assets	(37.3)	(28.6)	(24.7)	(95.0)	(71.9)
b) Restructuring, asset impairments and other, net	(9.7)	(5.9)	(21.8)	(16.1)	(28.7)
c) Intangible asset impairments	(1.5)	(1.8)	—	(7.7)	(2.2)
d) Third party acquisition and divestiture related costs	(0.5)	(0.7)	(17.8)	(2.2)	(22.3)
e) R&D Costs related to licensing income	(2.2)	(4.1)	—	(6.3)	—
Total special items	(51.2)	(41.1)	(64.3)	(127.3)	(125.1)
Non-GAAP operating expenses	<u>\$ 295.7</u>	<u>\$ 296.8</u>	<u>\$ 218.0</u>	<u>\$ 877.4</u>	<u>\$ 606.9</u>

**Reconciliation of GAAP operating income to non-GAAP operating income:**

GAAP operating income	<u>\$177.3</u>	<u>\$154.2</u>	<u>\$ 46.7</u>	<u>\$514.9</u>	<u>\$180.4</u>
Special items:					
a) Expensing of appraised inventory at fair market value step up	2.5	1.3	11.9	13.6	11.9
b) Sell-through to sell-in adjustment	—	—	—	(59.0)	—
c) Amortization of acquisition related intangible assets	37.3	28.6	24.7	95.0	71.9
d) Restructuring, asset impairments and other, net	9.7	5.9	21.8	16.1	28.7
e) Intangible asset impairments	1.5	1.8	—	7.7	2.2
f) Third party acquisition and divestiture related costs	0.5	0.7	17.8	2.2	22.3
g) R&D Costs related to licensing income	2.2	4.1	—	6.3	—
Total special items	<u>53.7</u>	<u>42.4</u>	<u>76.2</u>	<u>81.9</u>	<u>137.0</u>
Non-GAAP operating income	<u>\$231.0</u>	<u>\$196.6</u>	<u>\$122.9</u>	<u>\$596.8</u>	<u>\$317.4</u>

**Reconciliation of GAAP operating margin to non-GAAP operating margin (operating income / revenue):**

GAAP operating margin	<u>12.7%</u>	<u>11.5%</u>	<u>4.9%</u>	<u>12.4%</u>	<u>6.8%</u>
Special items:					
a) Expensing of appraised inventory at fair market value step up	0.2%	0.1%	1.3%	0.3%	0.4%
b) Sell-through to sell-in adjustment	—%	—%	—%	(1.5)%	—%
c) Amortization of acquisition related intangible assets	2.7%	2.1%	2.6%	2.3%	2.7%
d) Restructuring, asset impairments and other, net	0.7%	0.4%	2.3%	0.4%	1.1%
e) Intangible asset impairments	0.1%	0.1%	—%	0.2%	0.1%
f) Third party acquisition and divestiture related costs	—%	0.1%	1.9%	0.1%	0.8%
g) R&D Costs related to licensing income	0.2%	0.3%	—%	0.2%	—%
Total special items	<u>3.9%</u>	<u>3.2%</u>	<u>8.0%</u>	<u>1.9%</u>	<u>5.2%</u>
Non-GAAP operating margin	<u>16.6%</u>	<u>14.7%</u>	<u>12.9%</u>	<u>14.3%</u>	<u>12.0%</u>

**Reconciliation of GAAP income before income taxes to non-GAAP income before income taxes:**

GAAP income before income taxes	<u>\$168.3</u>	<u>\$143.2</u>	<u>\$ 87.3</u>	<u>\$426.5</u>	<u>\$162.4</u>
Special items:					
a) Expensing of appraised inventory at fair market value	2.5	1.3	11.9	13.6	11.9
b) Sell-through to sell-in adjustment	—	—	—	(59.0)	—
c) Amortization of acquisition related intangible assets	37.3	28.6	24.7	95.0	71.9

ON Semiconductor Reports Third Quarter 2017 Results

d) Restructuring, asset impairments and other, net	9.7	5.9	21.8	16.1	28.7
e) Intangible asset impairments	1.5	1.8	—	7.7	2.2
f) Third party acquisition and divestiture related costs	0.5	0.7	17.8	2.2	22.3
g) R&D Costs related to licensing income	2.2	4.1	—	6.3	—
h) Loss on debt refinancing and prepayment	6.7	—	6.3	32.9	6.3
i) Non-cash interest on convertible notes	8.6	8.6	6.6	21.9	19.6
j) Pre-acquisition interest expense, net	—	—	24.4	—	48.3
k) Adjustment to contingent consideration	(0.3)	0.8	(1.3)	2.0	(1.3)
l) Licensing income	(21.5)	(23.9)	—	(45.4)	—
m) Gain on divestiture of business	(12.5)	—	(92.2)	(12.5)	(92.2)
Total special items	34.7	27.9	20.0	80.8	117.7
Non-GAAP income before income taxes	<u>\$203.0</u>	<u>\$171.1</u>	<u>\$107.3</u>	<u>\$ 507.3</u>	<u>\$ 280.1</u>

**Reconciliation of Net cash provided by operating activities to free cash flow:**

Net cash provided by operating activities	\$328.2	\$333.2	\$132.7	\$ 869.9	\$ 351.8
Special items:					
a) Purchases of property, plant and equipment	(90.1)	(69.0)	(35.9)	(211.8)	(160.8)
Total special items	(90.1)	(69.0)	(35.9)	(211.8)	(160.8)
Free cash flow	<u>\$238.1</u>	<u>\$264.2</u>	<u>\$ 96.8</u>	<u>\$ 658.1</u>	<u>\$ 191.0</u>

Certain of the amounts in the above tables may not total due to rounding of individual amounts.

Total share-based compensation expense related to the Company's stock options, restricted stock units, stock grant awards and employee stock purchase plan is included below.

	Quarter Ended			Nine Months Ended	
	September 29, 2017	June 30, 2017	September 30, 2016	September 29, 2017	September 30, 2016
Cost of revenue	\$ 1.4	\$ 1.5	\$ 2.0	\$ 4.4	\$ 6.0
Research and development	3.2	3.5	2.9	9.6	8.3
Selling and marketing	2.8	3.2	2.6	8.8	7.2
General and administrative	9.4	12.6	6.7	29.9	20.4
Total share-based compensation expense	<u>\$ 16.8</u>	<u>\$ 20.8</u>	<u>\$ 14.2</u>	<u>\$ 52.7</u>	<u>\$ 41.9</u>



**Non-GAAP Measures**

To supplement the consolidated financial results prepared in accordance with GAAP, ON Semiconductor uses non-GAAP measures, which are adjusted from the most directly comparable GAAP results to exclude items related to the amortization of intangible assets, amortization of acquisition-related intangibles, expensing of appraised inventory fair market value step-up, inventory valuation adjustments, purchased in-process research and development expenses, restructuring, asset impairments and other, net, goodwill impairment charges, gains and losses on debt prepayment, non-cash interest expense, actuarial (gains) losses on pension plans and other pension benefits, third party acquisition and divestiture related costs and certain other non-recurring items, as necessary. Management does not consider the effects of these items in evaluating the core operational activities of ON Semiconductor. Management uses these non-GAAP measures internally to make strategic decisions, forecast future results and evaluate ON Semiconductor's current performance. In addition, we believe that most analysts covering ON Semiconductor use the non-GAAP measures. Given management's and other relevant use of these non-GAAP measures, ON Semiconductor believes these measures are important to investors in understanding ON Semiconductor's current and future operating results as seen through the eyes of management. In addition, management believes these non-GAAP measures are useful to investors in enabling them to better assess changes in ON Semiconductor's core business across different time periods. These non-GAAP measures are not in accordance with or an alternative to GAAP financial data and may be different from non-GAAP measures used by other companies. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures, even if they have similar names.

*Adjusted EBITDA*

Represents net income before interest expense, interest income, provision for income taxes, depreciation and amortization expense and special items. We use the adjusted EBITDA measure for internal managerial evaluation purposes, as a means to evaluate period-to-period comparisons and as a performance metric for the vesting/releasing of certain of our performance-based equity awards. Adjusted EBITDA is a non-GAAP financial measure. Regulation G under the Securities Act of 1933, as amended, and other federal securities laws regulate the use of financial measures that are not prepared in accordance with generally accepted accounting principles. We believe this measure provides important supplemental information to investors. However, we do not, and you should not, rely on non-GAAP financial measures alone as measures of our performance.

*Non-GAAP Revenue*

The use of non-GAAP Revenue allows management to evaluate, among other things, the revenue from the Company's core businesses and trends across different reporting periods on a consistent basis, independent of special items such as the impact of the change in revenue recognition on distributor sales implemented in the first quarter of 2017. In addition, it is an important component of management's internal performance measurement and incentive and reward process as it is used to assess the current and historical financial results of the business and for strategic decision making, preparing budgets, obtaining targets and forecasting future results. Management presents this non-GAAP financial measure to enable investors and analysts to evaluate our revenue generation performance relative to the direct costs of operations of ON Semiconductor's core businesses.

*Non-GAAP Gross Profit and Gross Margin*

The use of non-GAAP gross profit and gross margin allows management to evaluate, among other things, the gross margin and gross profit of the Company's core businesses and trends across different reporting periods on a consistent basis, independent of non-cash items including, generally speaking, expensing of appraised inventory fair market value step-up and the impact from the change in revenue recognition on distributor sales. In addition, it is an important component of management's internal performance measurement and incentive and reward process as it is used to assess the current and historical financial results of the business and for strategic decision making, preparing budgets, obtaining targets and forecasting future results. Management presents this non-GAAP financial measure to enable investors and analysts to evaluate our revenue generation performance relative to the direct costs of revenue of ON Semiconductor's core businesses.

*Non-GAAP Operating Income and Operating Margin*

The use of non-GAAP operating income and operating margin allows management to evaluate, among other things, the operating margin and operating income of the company's core businesses and trends across different reporting periods on a consistent basis, independent of non-cash items including, generally speaking, expensing of appraised inventory fair market value step-up, the impact from the change in revenue recognition on distributor sales, amortization and impairments of intangible assets, third party acquisition and divestiture related costs, restructuring charges and certain other special items as necessary. In addition, it is an important component of management's internal performance measurement and incentive and reward process as it is used to assess the current and historical financial results of the business and for strategic decision making, preparing budgets, obtaining targets and forecasting future results. Management presents this non-GAAP financial measure to enable investors and analysts to evaluate our revenue generation performance relative to the direct costs of operations of ON Semiconductor's core businesses.

*Non-GAAP Income Before Income Taxes*

The use of non-GAAP income before income taxes allows management to evaluate the operating results of ON Semiconductor's core businesses and trends across different reporting periods on a consistent basis, independent of non-cash items including, generally, the amortization and impairments of intangible assets, expensing of appraised inventory fair market value step-up, the impact from the change in revenue recognition on distributor sales, restructuring, gains and losses on debt prepayment, non-cash interest expense, actuarial (gains) losses on pension plans and other pension benefits, third party acquisition and divestiture related costs, and certain other special items, as necessary. In addition, these items are important components of management's internal performance measurement and incentive and reward process, as they are used to assess the current and historical financial results of the business and for strategic decision making, preparing budgets, setting targets and forecasting future results. Management presents these non-GAAP financial measures to enable investors and analysts to understand the results of operations of ON Semiconductor's core businesses and, to the extent comparable, to compare our results of operations on a more consistent basis against that of other companies in our industry.

*Free Cash Flow*

The use of free cash flow allows management to evaluate, among other things, the ability of the Company to make interest or principal payments on its debt. Free cash flow is defined as the difference between cash flow from operating activities and capital expenditures disclosed under investing activities. Free cash flow is not an alternate to cash flow from operating activities as a measure of liquidity. It is an important component of management's internal performance measurement and incentive and reward process as it is used to assess the current and historical financial results of the business and for strategic decision making, preparing budgets, obtaining targets and forecasting future results. Management presents this non-GAAP financial measure to enable investors and analysts to evaluate our revenue generation performance relative to the direct costs of operations of ON Semiconductor's core businesses.

*Diluted Share Count*

In periods when the quarterly average stock price per share exceeds \$18.50, the non-GAAP diluted share count includes the anti-dilutive impact of the Company's hedge transactions issued concurrently with the 1.00% convertible notes. As such, at an average stock price per share between \$18.50 and \$25.96, the hedging activity offsets the potentially dilutive effect of the 1.00% convertible notes.

In periods when the quarterly average stock price per share exceeds \$20.72, the non-GAAP diluted share count includes the anti-dilutive impact of the Company's hedge transactions issued concurrently with the 1.625% Notes. As such, at an average stock price per share between \$20.72 and \$30.70, the hedging activity offsets the potentially dilutive effect of the 1.625% notes.