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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**August 4, 2015**

**Date of Report (Date of earliest event reported)**

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**ON Semiconductor Corporation**

(Exact name of registrant as specified in its charter)

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**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.)

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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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On and effective as of August 4, 2015, the Board of Directors (“Board”) of ON Semiconductor Corporation (the “Corporation”) elected Alan Campbell to serve as a Class II director of the Board. It is expected that the Board will appoint Mr. Campbell to the Audit Committee in the future at a time to be determined by the Board. As a Class II director, Mr. Campbell’s term will expire at the 2016 annual meeting of stockholders (or at such time as his successor is duly elected and qualified, or the earlier of his resignation or removal). Mr. Campbell’s continued service on the Board will be voted on by the Corporation’s stockholders at the 2016 annual meeting of stockholders.

In connection with this election, Mr. Campbell will be eligible under the Corporation’s compensation program for non-employee members of the Board (“Program”). Under this Program, Mr. Campbell will receive the following compensation for his services:

- (1) Board Annual Retainer – Non-employee directors are entitled to an annual cash retainer of \$60,000 per year. Annual cash retainers are paid quarterly in arrears, and Mr. Campbell will receive a pro-rated retainer based upon the period of time that he served on the Board.
- (2) Committee Annual Retainer – Under the Program, members of the Audit Committee are entitled to an annual cash retainer in the amount of \$12,500 per year. Board committee cash retainers are paid quarterly in arrears, and Mr. Campbell, after appointment to the Audit Committee, will receive a pro-rated retainer based upon the period of time that he served on the Audit Committee.
- (3) Equity Compensation – Under the Program, our non-employee directors also receive an annual award of fully-vested stock with a value equal to \$195,000 at or around the Corporation’s annual meeting of stockholders. Mr. Campbell will be entitled to a pro rata portion of this grant based upon the time served between August 4, 2015 and the next annual meeting of shareholders. This award is subject to the Corporation’s Amended and Restated Stock Incentive Plan and the relevant award agreement.
- (4) Other – Mr. Campbell will be reimbursed for reasonable expenses to attend Board and committee meetings, as applicable, and to perform other relevant Board duties. Except as described above, Mr. Campbell will not receive any additional compensation for his service as a member of the Board.

Attached to this Current Report, as Exhibit 99.1, is a copy of the Corporation’s news release dated August 6, 2015 titled “New Member Named to ON Semiconductor’s Board of Directors.”

**Item 9.01 Financial Statements and Exhibits**

(a) Financial Statements of Business Acquired  
Not applicable.

(b) Pro Forma Financial Information  
Not applicable.

(c) Shell Company Transactions  
Not applicable.

(d) Exhibits  
The below exhibit is furnished as part of this report.

<u>Number</u>	<u>Description</u>
99.1	News release for ON Semiconductor Corporation dated August 6, 2015 titled "New Member Named to ON Semiconductor's Board of Directors."

**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: August 6, 2015

By: /s/ GEORGE H. CAVE  
George H. Cave  
Executive Vice President, General Counsel, Chief Compliance &  
Ethics Officer, Chief Risk Officer and Corporate Secretary

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**EXHIBIT INDEX**

<u>Number</u>	<u>Description</u>
99.1	News release for ON Semiconductor Corporation dated August 6, 2015 titled "New Member Named to ON Semiconductor's Board of Directors."



## News Release

### **New Member Named to ON Semiconductor's Board of Directors**

*Alan Campbell, former Chief Financial Officer at Freescale Semiconductor, has joined the Board of Directors of ON Semiconductor*

**PHOENIX, Ariz. – Aug. 6, 2015** – ON Semiconductor Corporation (Nasdaq: ON), driving energy efficiency innovations, today announced that Alan Campbell has joined its Board of Directors.

“Alan Campbell is an outstanding addition to our Board of Directors,” said Dan McCranie, chairman of ON Semiconductor’s Board of Directors. “He brings significant industry knowledge coupled with his extensive financial background at Freescale Semiconductor. Mr. Campbell will be a valuable addition to the Board, as we continue to grow our business through strategic acquisitions and organic growth, while aligning the company toward our vision of becoming the premier supplier of energy efficient system solutions worldwide.”

Mr. Campbell brings more than 30 years of global industry experience to the Board of ON Semiconductor. He served as the Chief Financial Officer (CFO) at Freescale Semiconductor from May 2004 to June 2014. During his tenure at Freescale, Mr. Campbell guided Freescale through its initial public offering (IPO) in 2004, a leveraged buyout in 2006, and a second public offering of shares in 2011. Prior to serving as CFO, Mr. Campbell served as Senior Vice President and Director of Finance of the Semiconductor Product Sector (SPS) division of Motorola, Inc. from February 2000 to May 2004. He also serves as a director of Dialog Semiconductor.

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#### **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 and signal management, logic, standard and custom devices. The company’s products help engineers solve their unique design challenges in automotive, communications, computing, consumer, industrial, medical and military/aerospace applications. ON Semiconductor operates a responsive, reliable, world-class supply chain and quality 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 Web site in this news release, such information on the Web site is not to be incorporated herein.*

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