
**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

May 5, 2010

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))
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Item 1.02. Termination of a Material Definitive Agreement.

On May 5, 2010, Semiconductor Components Industries, LLC (the “Borrower”), a wholly-owned subsidiary of ON Semiconductor Corporation (the “Company”), gave notice of the early termination of the Amended and Restated Credit Agreement, dated as of August 4, 1999, as amended and restated as of March 6, 2007 (“Senior Bank Facility”), among the Borrower, the Company, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent. In accordance with the terms of the Senior Bank Facility, the Senior Bank Facility will be terminated effective May 11, 2010 following a requisite notice period. In connection with this termination, the Borrower will prepay approximately \$169.8 million aggregate principal amount outstanding under the term loan portion of the Senior Bank Facility. This amount would have been due in September 2013, subject to scheduled principal amortization and other required prepayments under the Senior Bank Facility. Other than certain minimal break funding fees and out-of-pocket expenses of the lenders, the Borrower will incur no penalties in connection with its early termination of the Senior Bank Facility. After termination of the Senior Bank Facility, letters of credit now outstanding under the Senior Bank Facility in the amount of approximately \$0.9 million will remain outstanding pursuant to separate arrangements with JPMorgan Chase Bank, N.A.

Termination of the Senior Bank Facility will also result in termination of certain ancillary agreements executed in connection with the Senior Bank Facility, including: (a) that certain Pledge Agreement, dated as of August 4, 1999, as amended and restated as of March 3, 2003, among the Borrower, the Company, the Subsidiary Pledgors party thereto and JPMorgan Chase Bank, N.A., as Collateral Agent (“Collateral Agent”) (as amended, supplemented or otherwise modified from time to time, the “Pledge Agreement”); (b) that certain Security Agreement, dated as of August 4, 1999, as amended and restated as of March 3, 2003, among the Borrower, the Company, the Subsidiary Guarantors party thereto and the Collateral Agent (as amended, supplemented or otherwise modified from time to time, the “Security Agreement”); and (c) that certain Guarantee Agreement, dated as of August 4, 1999, among the Company and the other Guarantors party thereto and the Collateral Agent (as amended, supplemented or otherwise modified from time to time, the “Guarantee Agreement”).

Pursuant to the Pledge Agreement, Security Agreement, and Guarantee Agreement, the obligations of the Borrower and certain of its affiliates under the Senior Bank Facility and related documents are secured by a first lien on the Company’s interest in the Borrower, substantially all of the Borrower’s property and assets (tangible and intangible), including the capital stock of certain subsidiaries, and substantially all of the property and assets (tangible and intangible) of certain subsidiaries of the Borrower. The Senior Bank Facility contains customary representations and warranties, restrictive covenants, and default provisions.

In connection with the termination of the Senior Bank Facility, the \$25 million revolving credit portion of the Senior Bank Facility (none of which is currently outstanding) will no longer be available to the Borrower. However, the Company believes that after the prepayment and termination of the Senior Bank Facility, it will continue to have adequate cash from operations and existing cash and cash equivalents to fund its operating and capital needs for at least the next twelve months. The Company believes it is in material compliance with all covenants under the Senior Bank Facility. The Company and its affiliates, from time to time, maintain normal banking and other relationships with JPMorgan Chase Bank, N.A. and the other lenders party to the Senior Bank Facility.

The Senior Bank Facility was terminated effective May 11, 2010. See Item 8.01 of this report.

Item 8.01. Other Events.

On May 11, 2010, the Company announced in a news release that it had prepaid and terminated its Senior Bank Facility. The news release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	News release issued by ON Semiconductor Corporation, dated May 11, 2010 and entitled "ON Semiconductor Prepays its Senior Secured Credit Facilities."

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: May 11, 2010

By: /s/ DONALD A. COLVIN
Donald A. Colvin
Executive Vice President, Chief Financial Officer and Treasurer

EXHIBIT INDEX

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ON Semiconductor®

ON Semiconductor Prepays its Senior Secured Credit Facilities

PHOENIX, Ariz. – May 11, 2010 – ON Semiconductor Corporation (NASDAQ: ONNN) announced today that it has successfully prepaid and terminated its \$169.75 million term loan and terminated its \$25.0 million undrawn revolver under its senior secured credit facilities which would have matured in 2013. With the repayment of this facility, the company expects to save annual cash interest expense of approximately \$3.4 million based on today's LIBOR.

"As of the end of the first quarter of 2010, we had approximately \$560.7 million of cash and cash equivalents on our balance sheet," said Donald Colvin, ON Semiconductor executive vice president and CFO. "The termination of our senior secured credit facilities provides additional financial and operational flexibility. Early retirement of our senior secured credit facilities highlights our improved financial performance. After this prepayment, we will have the lowest debt position in the company's history as a publicly traded company. We believe the company is in a position to continue generating strong free cash flow and we remain committed to improving the capital structure of the company. We continue to examine opportunities to improve shareholder value."

About ON Semiconductor

ON Semiconductor (Nasdaq: ONNN) is a premier supplier of high performance, energy efficient, silicon solutions for green electronics. The company's broad portfolio of power and signal management, logic, discrete and custom devices helps customers efficiently solve their design challenges in automotive, communications, computing, consumer, industrial, LED lighting, medical, military/aerospace and power applications. ON Semiconductor operates a world-class, value-added supply chain 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>.

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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 Web site in this news release, such information on the Web site is not to be incorporated herein.

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements related to the future financial performance of ON Semiconductor, our ability to save annual interest costs and increase cash flow from current levels. These forward-looking statements are based on information available to us as of the date of this release and current expectations, forecasts and assumptions and involve a number of risks and uncertainties that could cause actual results to differ materially from those anticipated by these forward-looking statements. Such risks and uncertainties include a variety of factors, some of which are beyond our control. In particular, such risks and uncertainties include, but are not limited to, interest rate changes, the need to incur future borrowings, difficulties encountered in integrating acquired businesses; the variable demand and the aggressive pricing environment for semiconductor products; dependence on our company's ability to successfully manufacture in increasing volumes on a cost-effective basis and with acceptable quality for our current products; the adverse impact of competitive product announcements; revenues and operating performance; poor economic conditions and markets, including the current credit markets; the cyclical nature of the semiconductor industry; changes in demand for our products; changes in inventories at 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 decisions to expend cash reserves for various uses such as debt prepayment rather than to retain such cash for future needs; risks associated with acquisitions and dispositions; risks associated with leverage and restrictive covenants in debt agreements; risks associated with international operations, including foreign employment and labor matters associated with unions and collective bargaining agreements; the threat or occurrence of international armed conflict and terrorist activities both in the United States and internationally; risks related to new legal requirements such as new health care reform; risks and costs associated with increased and new regulation of corporate governance and disclosure standards; and risks involving environmental or other governmental regulation. Information concerning additional factors that could cause results to differ materially from those projected in the forward-looking statements is contained in ON Semiconductor's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other of our filings with the Securities and Exchange Commission. These forward-looking statements should not be relied upon as representing our views as of any subsequent date and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made.

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