

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ON SEMICONDUCTOR CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-3840979
(I.R.S. Employer
Identification No.)

**5005 E. McDowell Road
Phoenix, Arizona 85008**
(Address of Principal Executive Offices) (Zip Code)

**ON SEMICONDUCTOR CORPORATION
AMENDED AND RESTATED STOCK INCENTIVE PLAN**
(Full title of the plan)

George H. Cave, Esq.
ON SEMICONDUCTOR CORPORATION
5005 E. McDowell Road
Phoenix, Arizona 85008
(602) 244-5226
(Name, address, telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, par value \$0.01 per share	22,500,000 shares	\$35.64	\$801,900,000	\$87,487.29

- (1) Together with an indeterminate number of shares that may be necessary to adjust the number of shares reserved for issuance pursuant to the ON Semiconductor Corporation Amended and Restated Stock Incentive Plan as the result of a stock split, stock dividend or similar adjustment of the outstanding common stock of the registrant.
- (2) Estimated solely for the purposes of calculating the amount of the registration fee pursuant to Rules 457(c) and 457(h)(1) under the Securities Act of 1933, as amended, on the basis of the average of the high and low prices of the registrant's common stock as reported on the NASDAQ Stock Market LLC (NASDAQ Global Select Market) on July 27, 2021.

Explanatory Note

The sole purpose of this registration statement on Form S-8 (this “**Registration Statement**”) is to register an additional 22,500,000 shares of the common stock, par value \$0.01, of ON Semiconductor Corporation (the “**Company**”) reserved for issuance under the ON Semiconductor Corporation Amended and Restated Stock Incentive Plan, as amended and restated. This increase was approved by the Company’s Board of Directors on March 17, 2021 and by the Company’s stockholders on May 20, 2021.

Pursuant to General Instruction E to Form S-8, the contents of each of the registration statements on Form S-8 filed by the Company with the Securities and Exchange Commission (the “**SEC**”) on May 19, 2010 (File No. 333-166958), August 17, 2012 (File No. 333-183389) and August 7, 2017 (File No. 333-219752) are hereby incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been filed by the Company with the SEC pursuant to the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and are incorporated herein by reference, excluding, in each case, information deemed furnished and not filed:

1. The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2020.
2. The Company’s Quarterly Reports on Form 10-Q for the fiscal quarters ended [April 2, 2021](#) and [July 2, 2021](#).
3. The Company’s Current Reports on Form 8-K filed [January 15, 2021](#), [January 28, 2021](#), [February 19, 2021](#), [March 4, 2021](#), [March 9, 2021](#), [May 10, 2021](#), [May 12, 2021](#), [May 19, 2021](#), [May 21, 2021](#) and [June 17, 2021](#).
4. The description of the Company’s common stock included in its registration statement on [Form 8-A12G](#), filed April 21, 2000, and any amendment or report that the Company has filed (or will file after the date of this Registration Statement and prior to the termination of this offering) for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, excluding, in each case, information deemed furnished and not filed. Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Unless otherwise indicated below as being incorporated herein by reference to another filing with the SEC, each of the following exhibits is filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
4.1(a)	<u>Amended and Restated Certificate of Incorporation of ON Semiconductor Corporation, as further amended through March 26, 2008 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 28, 2008 filed with the SEC on May 7, 2008)</u>
4.1(b)	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated May 28, 2014 filed with the SEC on June 3, 2014)</u>
4.1(c)	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017 filed with the SEC on August 7, 2017)</u>
4.2	<u>Amended and Restated Bylaws of ON Semiconductor Corporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated November 21, 2013 filed with the SEC on November 25, 2013)</u>
4.3	<u>Specimen of share certificate of Common Stock, \$0.01 par value, ON Semiconductor Corporation (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003 filed with the SEC on March 10, 2004)</u>
5.1	<u>Opinion of Morrison & Foerster LLP</u>
10.1	<u>ON Semiconductor Corporation Amended and Restated Stock Incentive Plan, effective March 17, 2021 and approved by stockholders May 20, 2021 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 2, 2021 filed with the SEC on August 2, 2021)</u>
23.1	<u>Consent of Morrison & Foerster LLP (included in Exhibit 5.1)</u>
23.2	<u>Consent of PricewaterhouseCoopers LLP</u>
24.1	<u>Power of Attorney (included on signature page hereto)</u>

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on August 2, 2021.

ON SEMICONDUCTOR CORPORATION

By: /s/ THAD TRENT

Thad Trent
Executive Vice President, Chief Financial
Officer and Treasurer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Thad Trent, George H. Cave and Lauren C. Bellerjeau and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ HASSANE S. EL-KHOURY</u> Hassane S. El-Khoury	President, Chief Executive Officer and Director (Principal Executive Officer)	July 6, 2021
<u>/s/ BERNARD R. COLPITTS, JR.</u> Bernard R. Colpitts, Jr.	Chief Accounting Officer (Principal Accounting Officer)	July 19, 2021
<u>/s/ ALAN CAMPBELL</u> Alan Campbell	Chair of the Board of Directors	June 9, 2021
<u>/s/ ATSUSHI ABE</u> Atsushi Abe	Director	June 9, 2021
<u>/s/ SUSAN K. CARTER</u> Susan K. Carter	Director	June 13, 2021
<u>/s/ THOMAS L. DEITRICH</u> Thomas L. Deitrich	Director	June 10, 2021
<u>/s/ GILLES DELFASSY</u> Gilles Delfassy	Director	June 24, 2021

/s/ BRUCE E. KIDDOO
Bruce E. Kiddoo

Director

June 9, 2021

/s/ PAUL A. MASCARENAS
Paul A. Mascarenas

Director

June 11, 2021

/s/ GREGORY L. WATERS
Gregory L. Waters

Director

June 9, 2021

/s/ CHRISTINE Y. YAN
Christine Y. Yan

Director

June 9, 2021

August 2, 2021

Board of Directors
ON Semiconductor Corporation 5005 E. McDowell Road
Phoenix, Arizona 85008

Re: Registration Statement on Form S-8 (ON Semiconductor Corporation Amended and Restated Stock Incentive Plan)

Ladies and Gentlemen:

We are acting as counsel to ON Semiconductor Corporation, a Delaware corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the proposed offering of an aggregate amount of up to 22,500,000 shares (the “**Shares**”) of common stock, par value \$0.01 per share, of the Company, all of which Shares may be issued pursuant to awards under the ON Semiconductor Corporation Amended and Restated Stock Incentive Plan (the “**Plan**”).

As counsel for the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion and we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations. As used herein, the term “Delaware General Corporation Law, as amended” includes the statutory provisions contained therein, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors or a duly authorized committee thereof and the Plan, the Shares will be validly issued, fully paid and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise you of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name wherever appearing in the Registration Statement and any amendments thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Morrison & Foerster LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of ON Semiconductor Corporation of our report dated February 16, 2021 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in ON Semiconductor Corporation's Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP

Phoenix, Arizona

August 2, 2021