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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**

**May 21, 2014  
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**  
(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)

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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 5.07. Submission of Matters to a Vote of Security Holders.**

(a) The 2014 Annual Meeting of Stockholders (the “Annual Meeting”) for ON Semiconductor Corporation (the “Company”) was held on May 21, 2014. The proposals (all of which were from management) submitted to the stockholders of the Company at the Annual Meeting and the final results of the voting regarding each proposal are set forth below. The proposals are described in detail in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on April 11, 2014.

(b) **Proposal No. 1.** The Company’s stockholders elected two Class III members of the Board of Directors to each serve for a three-year term:

| <u>Name</u>      | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|------------------|----------------------|--------------------|-------------------------|
| Keith D. Jackson | 360,304,619      | 2,686,624            | 1,985,002          | 29,455,113              |
| Bernard L. Han   | 353,133,554      | 1,434,027            | 10,408,664         | 29,455,113              |

**Proposal No. 2.** The Company’s stockholders approved the advisory (non-binding) resolution to approve executive compensation, as set forth below:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 357,109,452      | 5,805,263            | 2,061,530          | 29,455,113              |

**Proposal No. 3.** The Company’s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending on December 31, 2014, as set forth below:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 385,222,151      | 7,256,400            | 1,952,807          | —                       |

**Proposal No. 4.** The Company’s stockholders approved an amendment to the Amended and Restated Certificate of Incorporation of the Company, to declassify the Board of Directors over a three year period, as set forth below:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 362,822,605      | 230,562              | 1,923,078          | 29,455,113              |

**Proposal No. 5.** The Company’s stockholders approved an amendment to the Amended and Restated Certificate of Incorporation of the Company, to remove the prohibition against action by written consent of the stockholders, as set forth below:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 346,631,721      | 16,411,099           | 1,933,425          | 29,455,113              |

**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 22, 2014

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