

ATMEL CORP  
Form DFAN14A  
November 12, 2008

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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

Date of Report (Date of earliest event reported)

November 12, 2008

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MICROCHIP TECHNOLOGY INCORPORATED  
(Exact Name Of Registrant As Specified In Its Charter)

Delaware                                      0-21184                                      86-0629024  
(State Or Other Jurisdiction Of (Commission File No.) (IRS Employer Identification No.)  
Incorporation)

2355 West Chandler Boulevard, Chandler, Arizona 85224-6199  
(Address Of Principal Executive Offices)

(480) 792-7200  
(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)

ŷ 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 8.01 Other Events

On November 12, 2008, Microchip Technology Incorporated (“Microchip”) and ON Semiconductor Corporation (“ON Semiconductor”) issued a joint press release relating to their previously announced acquisition proposal for Atmel Corporation. The press release is attached to this Current Report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Microchip and ON Semiconductor Joint Press Release, dated November 12, 2008

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.

Dated: November 12, 2008

Microchip Technology Incorporated  
(Registrant)

By: /s/ Gordon W.  
Parnell  
Gordon W. Parnell  
Vice President, Chief Financial Officer  
(Principal Accounting and Financial Officer)

INDEX TO EXHIBITS

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