
**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**

**July 31, 2014
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
(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.)

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 2.02. Results of Operation and Financial Condition.

On July 31, 2014, ON Semiconductor Corporation (the “Company”) announced in a news release its financial performance for the second quarter ended June 27, 2014 and other related material information (“Earnings Release”). A copy of the Earnings Release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On July 31, 2014, following the release of the Earnings Release, the Company will hold a live conference call at 5:00 p.m. Eastern Daylight Time (EDT) to discuss its financial performance for the quarter ended June 27, 2014 and other related material information. The Earnings Release includes certain non-GAAP financial measures. Reconciliations of these non-GAAP financial measures to the most directly comparable measures prepared in accordance with U.S. GAAP are set forth in the Earnings Release and posted separately on the Investors section of the Company’s website at <http://www.onsemi.com>. The Company will provide a real-time audio broadcast of the teleconference on the Investors section of its website at <http://www.onsemi.com>. The re-broadcast of the call will be available at this site approximately one hour following the live broadcast and will continue to be available for approximately 30 days following the conference call. Investors and interested parties can also access the conference call through a telephone call by dialing (888) 291-2604 (U.S./Canada) or (760) 536-5202 (International) and providing the conference ID number of 30869557. The Company will provide a dial-in replay approximately two hours following the live broadcast that will continue through approximately September 1, 2014. To listen to the teleconference replay, call (855) 859-2056 (U.S./Canada) or (404) 537-3406 (International). You will be required to provide the Conference ID Number – which is 30869557.

The information under this Item 2.02 of this report, including Exhibit 99.1, is being furnished under Item 2.02 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to liability of that section nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

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

The below exhibit is furnished as part of this report.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | News release for ON Semiconductor Corporation, dated July 31, 2014, announcing financial performance for the second quarter ended June 27, 2014 |

Caution Regarding Forward Looking Statements:

Exhibit 99.1 contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included or incorporated in this exhibit could be deemed forward-looking statements, particularly statements about the future financial performance of ON Semiconductor. These forward-looking statements are often characterized by the use of words such as “believes,” “estimates,” “expects,” “projects,” “may,” “will,” “intends,” “plans,” “should” or “anticipates,” or by discussions of strategy, plans or intentions. All forward-looking statements in this exhibit are made based on information available to us as of the date of this release, our current expectations, forecasts, estimates, and assumptions, and involve risks, uncertainties and other factors that could cause results or events to differ materially from those expressed in the forward-looking statements. Among these factors are our revenues and operating performance, poor economic conditions and markets (including current financial conditions), effects of exchange rate fluctuations, the cyclical nature of the semiconductor industry, changes in demand for our products, changes in inventories at our customers and distributors, technological and product development risks, enforcement and protection of our intellectual property rights and related risks, availability of raw materials, electricity, gas, water and other supply chain uncertainties, our ability to effectively shift production to other facilities when required in order to maintain supply continuity for our customers, variable demand and the aggressive pricing environment for semiconductor products, our ability to successfully manufacture in increasing volumes on a cost-effective basis and with acceptable quality for our current products, competitor actions including the adverse impact of competitor product announcements, pricing and gross profit pressures, loss of key customers, order cancellations or reduced bookings, changes in manufacturing yields, control of costs and expenses and realization of cost savings and synergies from restructurings, significant litigation, risks associated with decisions to expend cash reserves for various uses such as debt prepayment, stock repurchases or acquisitions rather than to retain such cash for future needs, risks associated with acquisitions and dispositions (including from integrating and consolidating and timely filing financial information with the Securities and Exchange Commission for acquired businesses, and difficulties encountered in accurately predicting the future financial performance of acquired businesses), risks associated with our substantial leverage and restrictive covenants in our debt agreements that may be in place from time to time, risks associated with our worldwide operations including foreign employment and labor matters associated with unions and collective bargaining arrangements as well as man-made and/or natural disasters affecting our operations and finances/financials, the threat or occurrence of international armed conflict and terrorist activities both in the United States and internationally, risks and costs associated with increased and new regulation of corporate governance and disclosure standards, risks related to new legal requirements 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. If any of these trends, risks or uncertainties actually occurs or continues, our business, financial condition or operating results could be materially adversely affected, the trading prices of our securities could decline, and investors could lose all or part of their investment. Readers are cautioned not to place undue reliance on forward-looking statements. 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.

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: July 31, 2014

By: /s/ BERNARD GUTMANN
Bernard Gutmann
Executive Vice President and Chief Financial Officer &
Treasurer

EXHIBIT INDEX

The below exhibit is furnished as part of this report.

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|---|
| 99.1 | News release for ON Semiconductor Corporation, dated July 31, 2014, announcing financial performance for the second quarter ended June 27, 2014 |



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ON Semiconductor Reports Second Quarter 2014 Results

For the second quarter of 2014, highlights include:

- Total revenues of \$757.6 million
- GAAP gross margin of 36.0 percent
- Non-GAAP gross margin of 36.2 percent
- GAAP net income per diluted share of \$0.20
- Non-GAAP net income per diluted share of \$0.20

PHOENIX, Ariz. – July 31, 2014 – ON Semiconductor Corporation (Nasdaq: ONNN), driving energy efficient innovation, today announced that total revenues in the second quarter of 2014 were \$757.6 million, up approximately 7.2 percent compared to the first quarter of 2014. During the second quarter of 2014, the company reported GAAP net income of \$88.0 million, or \$0.20 per diluted share. The second quarter 2014 GAAP net income was negatively impacted by approximately \$1.7 million of special items. The complete special items detail can be found in the attached schedules.

Second quarter 2014 non-GAAP net income was \$89.7 million, or \$0.20 per diluted share, compared to \$75.2 million, or \$0.17 per diluted share, for the first quarter of 2014. A reconciliation of these non-GAAP financial measures (and other non-GAAP measures used elsewhere in this release) to the company's most directly comparable measures prepared in accordance with U.S. GAAP are set forth in the attached schedules and on our website at <http://www.onsemi.com>. Additional information on revenue by end market, region, distribution channel and business unit, and share count can be found on the "Investors" section of our website.

On a mix-adjusted basis, average selling prices for ON Semiconductor in the second quarter of 2014 were down slightly more than one percent when compared to the first quarter of 2014. Total company GAAP gross margin in the second quarter was 36.0 percent and total company non-GAAP gross margin in the second quarter was 36.2 percent. For the second quarter of 2014, GAAP operating margin was 10.8 percent, whereas non-GAAP operating margin was 13.4 percent.

Adjusted EBITDA for the second quarter of 2014 was \$146.5 million. Adjusted EBITDA for the first quarter of 2014 was \$131.0 million.

"Our strong revenue growth and margin expansion in the second quarter clearly point to our momentum in key markets and improving operating performance," said Keith Jackson, president and CEO of ON Semiconductor. "Our strategy of focusing on automotive, industrial, and smartphone end-markets is yielding results. Our revenue in these markets, which comprise approximately 65 percent of our total revenue, grew by more than 10 percent year-over-year during the first half of the year, well ahead of our stated goal of annual growth in the mid to high single digit percentage point range.

“Revenue growth along with an optimal cost structure and additional benefits from previously announced restructuring measures should enable us to generate strong operating leverage going forward. With our recent acquisition of Truesense, the pending acquisition of Aptina Imaging, and recently announced foundry partnership with Fujitsu Semiconductor, we are well positioned for further growth in our revenue and earnings.”

THIRD QUARTER 2014 OUTLOOK

“Based upon product booking trends, backlog levels, and estimated turns levels, we anticipate that total ON Semiconductor revenue will be approximately \$765 to \$795 million in the third quarter of 2014.” Jackson said. “Backlog levels for the third quarter of 2014 represent approximately 80 to 85 percent of our anticipated third quarter 2014 revenue. Average selling prices for the third quarter of 2014 are expected to be down approximately one to two percent when compared to the second quarter of 2014. The outlook for the third quarter of 2014 includes stock-based compensation expense of approximately \$11 to \$13 million. Our guidance for the third quarter of 2014 does not include any contribution from our pending acquisition of Aptina, Inc.”

The following table outlines ON Semiconductor’s projected third quarter of 2014 GAAP and non-GAAP outlook.

ON SEMICONDUCTOR Q3 2014 BUSINESS OUTLOOK

| | Total ON Semiconductor GAAP | Special Items *** | Total ON Semiconductor Non-GAAP**** |
|---|--------------------------------|----------------------|--|
| Revenue | \$765 to \$795 million | | \$765 to \$795 million |
| Gross Margin | 35.6% to 37.6% | \$2 to \$3 million | 35.9% to 37.9% |
| Operating Expenses | \$184 to \$196 million | \$14 to \$16 million | \$170 to \$180 million |
| Net Interest Expense / Other Expenses | \$7 to \$9 million | | \$7 to \$9 million |
| Convertible Notes, Non-cash Interest Expense* | \$2 million | \$2 million | \$0 million |
| Tax | \$8.5 to \$11.5 million | \$2 to \$3 million | \$6.5 to \$8.5 million |
| Diluted Share Count ** | 444 million | | 444 million |

* Convertible Notes, Non-cash Interest Expense is calculated pursuant to FASB’s Accounting Standards Codification (“ASC”) Topic 470: Debt.

** Diluted share count can vary for, among other things, the actual exercise of options or vesting of restricted stock units, the incremental dilutive shares from all of the company’s convertible senior subordinated notes, and the repurchase or the issuance of stock or convertible notes or the sale of treasury shares.

*** Special items may include: amortization of intangible assets, amortization of acquisition-related intangibles, expensing of appraised inventory fair market value step-up, inventory valuation adjustments, purchased in-process research and development expenses, restructuring, asset impairments and other, net, goodwill impairment charges, gains and losses on debt prepayment, non-cash interest expense, income tax adjustments to approximate cash taxes, actuarial (gains) losses on pension plans and other pension benefits, and certain other special items, as necessary.

**** Regulation G and other provisions of the securities laws regulate the use of financial measures that are not prepared in accordance with GAAP. We believe these non-GAAP measures provide important supplemental information to investors. We use these measures, together with GAAP measures, for internal managerial purposes and as a means to evaluate period-to-period comparisons. However, we do not, and you should not, rely on non-GAAP financial measures alone as measures of our performance. We believe that non-GAAP financial measures reflect an additional way of viewing aspects of our operations that - when taken together with GAAP results and the reconciliations to corresponding GAAP financial measures that we also provide in our releases - provide a more complete understanding of factors and trends affecting our business. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies’ non-GAAP financial measures, even if they have similar names.

TELECONFERENCE

ON Semiconductor will host a conference call for the financial community at 5:00 p.m. Eastern Daylight Time (EDT) on July 31, 2014 to discuss this announcement and ON Semiconductor's results for the second quarter of 2014. The company will also provide a real-time audio webcast of the teleconference on the Investors page of its website at <http://www.onsemi.com>. The webcast replay will be available at this site approximately one hour following the live broadcast and will continue to be available for approximately 30 days following the conference call. Investors and interested parties can also access the conference call through a telephone call by dialing (888) 291-2604 (U.S./Canada) or (760) 536-5202 (International). In order to join this conference call, you will be required to provide the Conference ID Number—which is 30869557. Approximately two hours following the live broadcast, the company will provide a dial-in replay that will continue to be available through September 1, 2014. To listen to the teleconference replay, call (855) 859-2056 (U.S./Canada) or (404) 537-3406 (International). You will be required to provide the Conference ID Number.

About ON Semiconductor

ON Semiconductor (Nasdaq: ONNN) is driving innovation in energy efficient electronics, empowering design engineers to reduce global energy use. The company offers a comprehensive portfolio of energy efficient power and signal management, logic, discrete and custom solutions to help customers solve their unique design challenges in automotive, communications, computing, consumer, industrial, LED lighting, medical, military/aerospace and power supply 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>.

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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 website in this news release, information on the website is not to be incorporated herein.

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included or incorporated in this document could be deemed forward-looking statements, particularly statements about the future financial performance of ON Semiconductor. These forward-looking statements are often characterized by the use of words such as “believes,” “estimates,” “expects,” “projects,” “may,” “will,” “intends,” “plans,” “should,” or “anticipates,” or by discussions of strategy, plans or intentions. All forward-looking statements in this document are made based on our current expectations, forecasts, estimates and assumptions, and involve risks, uncertainties and other factors that could cause results or events to differ materially from those expressed in the forward-looking statements. Among these factors are our revenues and operating performance, poor economic conditions and markets (including current financial conditions), effects of exchange rate fluctuations, the cyclical nature of the semiconductor industry, changes in demand for our products, changes in inventories at our customers and distributors, technological and product development risks, enforcement and protection of our intellectual property rights and related risks, availability of raw materials, electricity, gas, water and other supply chain uncertainties, our ability to effectively shift production to other facilities when required, in order to maintain supply continuity for our customers, variable demand and the aggressive pricing environment for semiconductor products, our ability to successfully manufacture in increasing volumes on a cost-effective basis and with acceptable quality for our current products, competitor actions including the adverse impact of competitor product announcements, pricing and gross profit pressures, loss of key customers, order cancellations or reduced bookings, changes in manufacturing yields, control of costs and expenses and realization of cost savings and synergies from restructuring activities, significant litigation, risks associated with decisions to expend cash reserves for various uses such as debt prepayment, stock repurchases or acquisitions rather than to retain such cash for future needs, risks associated with acquisitions and dispositions (including difficulties encountered in accurately predicting the future financial performance of acquired businesses), risks associated with our substantial leverage and restrictive covenants in our debt agreements that may be in place from time to time, risks associated with our worldwide operations, including foreign employment and labor matters associated with unions and collective bargaining arrangements, as well as man-made and/or natural disasters affecting our operations and finances/financials, the threat or occurrence of international armed conflict and terrorist activities both in the United States and internationally, risks and costs associated with increased and new regulation of corporate governance and disclosure standards, risks related to new legal requirements and risks involving environmental or other governmental regulation. Additional factors that could cause results to differ materially from those projected in the forward-looking statements are contained in ON

Semiconductor's 2013 Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on February 21, 2014 ("2013 Form 10-K"), Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other of our filings with the SEC. You should carefully consider the trends, risks and uncertainties described in this document, the 2013 Form 10-K and other reports filed with or furnished to the SEC before making any investment decision with respect to our securities. If any of these trends, risks or uncertainties actually occurs or continues, our business, financial condition or operating results could be materially adversely affected, the trading prices of our securities could decline, and you could lose all or part of your investment. Readers are cautioned not to place undue reliance on forward-looking statements. We assume no obligation to update such information. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this cautionary statement.

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS

(in millions, except per share data)

| | Quarter Ended | | | Six Months Ended | |
|---|------------------|-------------------|------------------|------------------|------------------|
| | June 27, 2014 | March 28, 2014 | June 28, 2013 | June 27, 2014 | June 28, 2013 |
| Revenues | \$ 757.6 | \$ 706.5 | \$ 688.3 | \$ 1,464.1 | \$ 1,349.3 |
| Cost of revenues | 484.6 | 455.7 | 456.5 | 940.3 | 913.0 |
| Gross profit | 273.0 | 250.8 | 231.8 | 523.8 | 436.3 |
| Gross margin | 36.0% | 35.5% | 33.7% | 35.8% | 32.3% |
| Operating expenses: | | | | | |
| Research and development | 84.2 | 78.1 | 83.1 | 162.3 | 171.5 |
| Selling and marketing | 47.9 | 44.4 | 43.3 | 92.3 | 83.1 |
| General and administrative | 44.7 | 41.0 | 40.2 | 85.7 | 76.4 |
| Amortization of acquisition-related intangible assets | 10.4 | 8.2 | 8.2 | 18.6 | 16.6 |
| Restructuring, asset impairments and other, net | 4.1 | 5.8 | 6.1 | 9.9 | 0.1 |
| Total operating expenses | 191.3 | 177.5 | 180.9 | 368.8 | 347.7 |
| Operating income | 81.7 | 73.3 | 50.9 | 155.0 | 88.6 |
| Other income (expense), net: | | | | | |
| Interest expense | (7.9) | (8.1) | (9.3) | (16.0) | (19.4) |
| Interest income | 0.2 | 0.2 | 0.4 | 0.4 | 0.7 |
| Other | (1.2) | (0.6) | 4.1 | (1.8) | 5.0 |
| Loss on debt exchange | — | — | — | — | (3.1) |
| Other income (expense), net | (8.9) | (8.5) | (4.8) | (17.4) | (16.8) |
| Income before income taxes | 72.8 | 64.8 | 46.1 | 137.6 | 71.8 |
| Income tax benefit (provision) | 16.2 | (6.2) | 2.6 | 10.0 | 0.2 |
| Net income | 89.0 | 58.6 | 48.7 | 147.6 | 72.0 |
| Less: Net income attributable to non-controlling interest | (1.0) | (0.2) | (1.0) | (1.2) | (1.7) |
| Net income attributable to ON Semiconductor Corporation | <u>\$ 88.0</u> | <u>\$ 58.4</u> | <u>\$ 47.7</u> | <u>\$ 146.4</u> | <u>\$ 70.3</u> |
| Net income per common share attributable to ON Semiconductor Corporation: | | | | | |
| Basic | <u>\$ 0.20</u> | <u>\$ 0.13</u> | <u>\$ 0.11</u> | <u>\$ 0.33</u> | <u>\$ 0.16</u> |
| Diluted | <u>\$ 0.20</u> | <u>\$ 0.13</u> | <u>\$ 0.11</u> | <u>\$ 0.33</u> | <u>\$ 0.16</u> |
| Weighted average common shares outstanding: | | | | | |
| Basic | <u>441.1</u> | <u>440.4</u> | <u>450.7</u> | <u>440.7</u> | <u>450.1</u> |
| Diluted | <u>444.5</u> | <u>444.5</u> | <u>453.3</u> | <u>444.5</u> | <u>452.9</u> |

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

UNAUDITED CONSOLIDATED BALANCE SHEET

(in millions)

| | June 27, 2014 | March 28, 2014 | December 31, 2013 |
|---|------------------|-------------------|----------------------|
| Assets | | | |
| Cash and cash equivalents | \$ 598.9 | \$ 562.0 | \$ 509.5 |
| Short-term investments | 2.3 | 55.0 | 116.2 |
| Receivables, net | 437.3 | 417.1 | 383.4 |
| Inventories | 632.6 | 613.9 | 611.8 |
| Other current assets | 90.5 | 89.3 | 89.3 |
| Total current assets | 1,761.6 | 1,737.3 | 1,710.2 |
| Property, plant and equipment, net | 1,141.7 | 1,081.4 | 1,074.2 |
| Goodwill | 211.6 | 184.6 | 184.6 |
| Intangible assets, net | 245.5 | 215.3 | 223.4 |
| Other assets | 58.0 | 68.1 | 64.6 |
| Total assets | <u>\$3,418.4</u> | <u>\$ 3,286.7</u> | <u>\$ 3,257.0</u> |
| Liabilities, Non-Controlling Interest and Stockholders' Equity | | | |
| Accounts payable | \$ 305.4 | \$ 276.7 | \$ 276.8 |
| Accrued expenses | 231.9 | 222.1 | 220.3 |
| Deferred income on sales to distributors | 162.6 | 151.7 | 140.5 |
| Current portion of long-term debt | 169.4 | 173.7 | 181.6 |
| Total current liabilities | 869.3 | 824.2 | 819.2 |
| Long-term debt | 735.5 | 746.5 | 760.6 |
| Other long-term liabilities | 174.1 | 176.1 | 190.4 |
| Total liabilities | 1,778.9 | 1,746.8 | 1,770.2 |
| ON Semiconductor Corporation stockholders' equity: | | | |
| Common stock | 5.2 | 5.2 | 5.2 |
| Additional paid-in capital | 3,250.6 | 3,228.9 | 3,210.8 |
| Accumulated other comprehensive loss | (45.3) | (46.4) | (47.4) |
| Accumulated deficit | (995.7) | (1,083.7) | (1,142.1) |
| Less: treasury stock, at cost | (608.1) | (597.1) | (572.5) |
| Total ON Semiconductor Corporation stockholders' equity | 1,606.7 | 1,506.9 | 1,454.0 |
| Non-controlling interest in consolidated subsidiary | 32.8 | 33.0 | 32.8 |
| Total stockholders' equity | 1,639.5 | 1,539.9 | 1,486.8 |
| Total liabilities and equity | <u>\$3,418.4</u> | <u>\$ 3,286.7</u> | <u>\$ 3,257.0</u> |

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
UNAUDITED RECONCILIATION OF NET INCOME TO ADJUSTED EBITDA* AND
NET CASH PROVIDED BY OPERATING ACTIVITIES

(in millions)

| | Quarter Ended | | | Six Months Ended | |
|---|------------------|-------------------|------------------|------------------|------------------|
| | June 27, 2014 | March 28, 2014 | June 28, 2013 | June 27, 2014 | June 28, 2013 |
| Net income | \$ 89.0 | \$ 58.6 | \$ 48.7 | \$ 147.6 | \$ 72.0 |
| Adjusted for: | | | | | |
| Restructuring, asset impairments and other, net | 4.1 | 5.8 | 6.1 | 9.9 | 0.1 |
| Interest expense | 7.9 | 8.1 | 9.3 | 16.0 | 19.4 |
| Interest income | (0.2) | (0.2) | (0.4) | (0.4) | (0.7) |
| Loss on debt exchange | — | — | — | — | 3.1 |
| Income tax (benefit) provision | (16.2) | 6.2 | (2.6) | (10.0) | (0.2) |
| Net income attributable to non-controlling interest | (1.0) | (0.2) | (1.0) | (1.2) | (1.7) |
| Depreciation and amortization | 57.9 | 52.4 | 52.3 | 110.3 | 103.6 |
| Actuarial losses on pension plans and other pension benefits | — | — | — | — | 13.6 |
| Expensing of appraised inventory at fair market value step up | 1.3 | — | — | 1.3 | — |
| Third party acquisition related costs | 3.7 | 0.3 | — | 4.0 | — |
| Adjusted EBITDA* | 146.5 | 131.0 | 112.4 | 277.5 | 209.2 |
| Increase (decrease): | | | | | |
| Restructuring, asset impairments and other, net | (4.1) | (5.8) | (6.1) | (9.9) | (0.1) |
| Interest expense | (7.9) | (8.1) | (9.3) | (16.0) | (19.4) |
| Interest income | 0.2 | 0.2 | 0.4 | 0.4 | 0.7 |
| Income tax benefit (provision) | 16.2 | (6.2) | 2.6 | 10.0 | 0.2 |
| Net income attributable to non-controlling interest | 1.0 | 0.2 | 1.0 | 1.2 | 1.7 |
| Actuarial losses on pension plans and other pension benefits | — | — | — | — | (13.6) |
| Expensing of appraised inventory at fair market value step up | (1.3) | — | — | (1.3) | — |
| Third party acquisition related costs | (3.7) | (0.3) | — | (4.0) | — |
| (Gain) loss on sale or disposal of fixed assets | — | (0.3) | 0.3 | (0.3) | (7.1) |
| Amortization of debt issuance costs | 0.4 | 0.3 | 0.3 | 0.7 | 0.6 |
| Provision for excess inventories | 4.7 | 6.8 | 24.0 | 11.5 | 39.9 |
| Non-cash asset impairment charges | 1.8 | — | — | 1.8 | — |
| Non-cash share-based compensation expense | 13.4 | 8.5 | 10.6 | 21.9 | 16.4 |
| Non-cash interest | 1.7 | 1.6 | 2.7 | 3.3 | 5.8 |
| Non-cash foreign currency translation gain | — | — | — | — | (21.0) |
| Reversal of valuation allowance | (21.5) | — | — | (21.5) | — |
| Other | 0.9 | 1.8 | (6.6) | 2.7 | (5.9) |
| Changes in operating assets and liabilities | 3.3 | (54.8) | (77.1) | (51.5) | (67.0) |
| Net cash provided by operating activities | <u>\$ 151.6</u> | <u>\$ 74.9</u> | <u>\$ 55.2</u> | <u>226.5</u> | <u>140.4</u> |

* Adjusted EBITDA represents net income before interest expense, interest income, provision for income taxes, depreciation and amortization expense and special items. We use the adjusted EBITDA measure for internal managerial evaluation purposes, as a means to evaluate period-to-period comparisons and as a performance metric for the vesting/releasing of certain of our performance-based equity awards. Adjusted EBITDA is a non-GAAP financial measure. Regulation G and other provisions of the securities laws regulate the use of financial measures that are not prepared in accordance with generally accepted accounting principles. We believe this measure provides important supplemental information to investors. However, we do not, and you should not, rely on non-GAAP financial measures alone as measures of our performance.

We believe that non-GAAP financial measures reflect an additional way of viewing aspects of our operations that – when taken together with GAAP results and the reconciliations to corresponding GAAP financial measures that we also provide in our press releases – provide a more complete understanding of factors and trends affecting our business. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with non-GAAP financial measures used by our company or other companies, even if they have similar names.

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

ANALYSIS OF GAAP VERSUS NON-GAAP DISCLOSURES

(in millions, except per share and percentage data)

| | Quarter Ended | | | Six Months Ended | |
|--|------------------|-------------------|------------------|------------------|------------------|
| | June 27, 2014 | March 28, 2014 | June 28, 2013 | June 27, 2014 | June 28, 2013 |
| Reconciliation of GAAP gross profit to non-GAAP gross profit: | | | | | |
| GAAP gross profit | \$273.0 | \$ 250.8 | \$231.8 | \$523.8 | \$436.3 |
| Special items: | | | | | |
| a) Actuarial (gains) losses on pension plans and other pension benefits | — | — | — | — | 6.7 |
| b) Expensing of appraised inventory at fair market value step up | 1.3 | — | — | 1.3 | — |
| Total special items | 1.3 | — | — | 1.3 | 6.7 |
| Non-GAAP gross profit | \$274.3 | \$ 250.8 | \$231.8 | \$525.1 | \$443.0 |
| Reconciliation of GAAP gross margin to non-GAAP gross margin: | | | | | |
| GAAP gross margin | 36.0% | 35.5% | 33.7% | 35.8% | 32.3% |
| Special items: | | | | | |
| a) Actuarial (gains) losses on pension plans and other pension benefits | — % | — % | — % | — % | 0.5% |
| b) Expensing of appraised inventory at fair market value step up | 0.2% | — % | — % | 0.1% | — % |
| Total special items | 0.2% | — % | — % | 0.1% | 0.5% |
| Non-GAAP gross margin | 36.2% | 35.5% | 33.7% | 35.9% | 32.8% |
| Reconciliation of GAAP operating expenses to non-GAAP operating expenses: | | | | | |
| GAAP operating expenses | \$191.3 | \$ 177.5 | \$180.9 | 368.8 | 347.7 |
| Special items: | | | | | |
| a) Amortization of acquisition related intangible assets | (10.4) | (8.2) | (8.2) | (18.6) | (16.6) |
| b) Actuarial gains (losses) on pension plans and other pension benefits | — | — | — | — | (6.9) |
| c) Restructuring, asset impairments and other, net | (4.1) | (5.8) | (6.1) | (9.9) | (0.1) |
| d) Third party acquisition related costs | (3.7) | (0.3) | — | (4.0) | — |
| Total special items | (18.2) | (14.3) | (14.3) | (32.5) | (23.6) |
| Non-GAAP operating expenses | \$173.1 | \$ 163.2 | \$166.6 | \$336.3 | \$324.1 |
| Reconciliation of GAAP operating income to non-GAAP operating income: | | | | | |
| GAAP operating income | \$ 81.7 | \$ 73.3 | \$ 50.9 | \$155.0 | \$ 88.6 |
| Special items: | | | | | |
| a) Actuarial (gains) losses on pension plans and other pension benefits (cost of revenues) | — | — | — | — | 6.7 |
| b) Expensing of appraised inventory at fair market value step up | 1.3 | — | — | 1.3 | — |
| c) Amortization of acquisition related intangible assets | 10.4 | 8.2 | 8.2 | 18.6 | 16.6 |

| | | | | | |
|--|----------------|---------------|---------------|----------------|----------------|
| d) Actuarial (gains) losses on pension plans and other pension benefits (operating expenses) | — | — | — | — | 6.9 |
| e) Restructuring, asset impairments and other, net | 4.1 | 5.8 | 6.1 | 9.9 | 0.1 |
| f) Third party acquisition related costs | 3.7 | 0.3 | — | 4.0 | — |
| Total special items | <u>19.5</u> | <u>14.3</u> | <u>14.3</u> | <u>33.8</u> | <u>30.3</u> |
| Non-GAAP operating income | <u>\$101.2</u> | <u>\$87.6</u> | <u>\$65.2</u> | <u>\$188.8</u> | <u>\$118.9</u> |
| Reconciliation of GAAP operating margin to non-GAAP operating margin (operating income / revenues): | | | | | |
| GAAP operating margin | <u>10.8%</u> | <u>10.4%</u> | <u>7.4%</u> | <u>10.6%</u> | <u>6.6%</u> |
| Special items: | | | | | |
| a) Actuarial (gains) losses on pension plans and other pension benefits (cost of revenues) | — % | — % | — % | — % | 0.5% |
| b) Expensing of appraised inventory at fair market value step up | 0.2% | — % | — % | 0.1% | — % |
| c) Amortization of acquisition related intangible assets | 1.4% | 1.2% | 1.2% | 1.3% | 1.2% |
| d) Actuarial (gains) losses on pension plans and other pension benefits (operating expenses) | — % | — % | — % | — % | 0.5% |
| e) Restructuring, asset impairments and other, net | 0.5% | 0.8% | 0.9% | 0.7% | — % |
| f) Third party acquisition related costs | 0.5% | — % | — % | 0.3% | — % |
| Total special items | <u>2.6%</u> | <u>2.0%</u> | <u>2.1%</u> | <u>2.3%</u> | <u>2.2%</u> |
| Non-GAAP operating margin | <u>13.4%</u> | <u>12.4%</u> | <u>9.5%</u> | <u>12.9%</u> | <u>8.8%</u> |
| Reconciliation of GAAP net income to non-GAAP net income: | | | | | |
| GAAP net income attributable to ON Semiconductor Corporation | <u>\$ 88.0</u> | <u>\$58.4</u> | <u>\$47.7</u> | <u>\$146.4</u> | <u>\$ 70.3</u> |
| Special items: | | | | | |
| a) Actuarial (gains) losses on pension plans and other pension benefits (cost of revenues) | — | — | — | — | 6.7 |
| b) Expensing of appraised inventory at fair market value step up | 1.3 | — | — | 1.3 | — |
| c) Amortization of acquisition related intangible assets (operating expenses) | 10.4 | 8.2 | 8.2 | 18.6 | 16.6 |
| d) Actuarial (gains) losses on pension plans and other pension benefits (operating expenses) | — | — | — | — | 6.9 |
| e) Restructuring, asset impairments and other, net | 4.1 | 5.8 | 6.1 | 9.9 | 0.1 |
| f) Third party acquisition related costs | 3.7 | 0.3 | — | 4.0 | — |
| g) Loss on debt exchange | — | — | — | — | 3.1 |
| h) Non-cash interest on convertible notes | 1.7 | 1.6 | 2.7 | 3.3 | 5.8 |
| i) Adjustment to reflect cash taxes | (19.5) | 0.9 | (7.5) | (18.6) | (7.6) |
| Total special items | <u>1.7</u> | <u>16.8</u> | <u>9.5</u> | <u>18.5</u> | <u>31.6</u> |
| Non-GAAP net income | <u>\$ 89.7</u> | <u>\$75.2</u> | <u>\$57.2</u> | <u>\$164.9</u> | <u>\$101.9</u> |

| | | | | | | |
|--|--|----------------|----------------|----------------|----------------|----------------|
| Non-GAAP net income per share: | | | | | | |
| Basic | | <u>\$ 0.20</u> | <u>\$ 0.17</u> | <u>\$ 0.13</u> | <u>\$ 0.37</u> | <u>\$ 0.23</u> |
| Diluted | | <u>\$ 0.20</u> | <u>\$ 0.17</u> | <u>\$ 0.13</u> | <u>\$ 0.37</u> | <u>\$ 0.23</u> |
| Weighted average common shares outstanding: | | | | | | |
| Basic | | <u>441.1</u> | <u>440.4</u> | <u>450.7</u> | <u>440.7</u> | <u>450.1</u> |
| Diluted | | <u>444.5</u> | <u>444.5</u> | <u>453.3</u> | <u>444.5</u> | <u>452.9</u> |

Certain of the amounts in the above table may not total due to rounding of individual amounts.

Total share-based compensation expense, related to the company's stock options, restricted stock units, stock grant awards and employee stock purchase plan is included below.

| | Quarter Ended | | | Six Months Ended | |
|--|------------------|-------------------|------------------|------------------|------------------|
| | June 27, 2014 | March 28, 2014 | June 28, 2013 | June 27, 2014 | June 28, 2013 |
| Cost of revenues | \$ 1.7 | \$ 1.4 | \$ 1.4 | \$ 3.1 | \$ 2.5 |
| Research and development | 2.2 | 1.8 | 1.7 | 4.0 | 3.1 |
| Selling and marketing | 2.2 | 1.5 | 1.6 | 3.7 | 2.7 |
| General and administrative | 7.3 | 3.8 | 5.9 | 11.1 | 8.1 |
| Total share-based compensation expense | <u>\$ 13.4</u> | <u>\$ 8.5</u> | <u>\$ 10.6</u> | <u>\$ 21.9</u> | <u>\$ 16.4</u> |

Non-GAAP Measures

To supplement the consolidated financial results prepared under GAAP, ON Semiconductor uses non-GAAP measures which are adjusted from the most directly comparable GAAP results to exclude items related to the amortization of intangible assets, amortization of acquisition-related intangibles, expensing of appraised inventory fair market value step-up, inventory valuation adjustments, purchased in-process research and development expenses, restructuring, asset impairments and other, net, goodwill impairment charges, gains and losses on debt prepayment, non-cash interest expense, their related tax effects, actuarial (gains) losses on pension plans and other pension benefits, third party acquisition related costs, and certain other special items, as necessary. Management does not consider these charges in evaluating the core operational activities of ON Semiconductor. Management uses these non-GAAP measures internally to make strategic decisions, forecast future results and evaluate ON Semiconductor's current performance. In addition, we believe that most analysts covering ON Semiconductor use the non-GAAP measures as well. Given management's and other relevant use of these non-GAAP measures, ON Semiconductor believes these measures are important to investors in understanding ON Semiconductor's current and future operating results as seen through the eyes of management. In addition, management believes these non-GAAP measures are useful to investors in enabling them to better assess changes in ON Semiconductor's core business across different time periods. These non-GAAP measures are not in accordance with or an alternative to GAAP financial data and may be different from non-GAAP measures used by other companies. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures, even if they have similar names.

Non-GAAP Gross Profit and Gross Margin

The use of non-GAAP gross profit and gross margin allows management to evaluate, among other things, the gross margin and gross profit of the company's core businesses and trends across different reporting periods on a consistent basis, independent of non-cash items including, generally speaking, expensing of appraised inventory fair market value step-up and amortization of intangible assets. In addition, it is an important component of management's internal performance measurement and incentive and reward process as it is used to assess the current and historical financial results of the business, for strategic decision making, preparing budgets, obtaining targets, and forecasting future results. Management presents this non-GAAP financial measure to enable investors and analysts to evaluate our revenue generation performance relative to the direct costs of revenue of ON Semiconductor's core businesses.

Non-GAAP Operating Profit and Operating Margin

The use of non-GAAP operating profit and operating margin allows management to evaluate, among other things, the operating margin and operating profit of the company's core businesses and trends across different reporting periods on a consistent basis, independent of non-cash items including, generally speaking, expensing of appraised inventory fair market value step-up,

amortization of intangible assets, third party acquisition related costs, and restructuring charges. In addition, it is an important component of management's internal performance measurement and incentive and reward process as it is used to assess the current and historical financial results of the business, for strategic decision making, preparing budgets, obtaining targets, and forecasting future results. Management presents this non-GAAP financial measure to enable investors and analysts to evaluate our revenue generation performance relative to the direct costs of operations of ON Semiconductor's core businesses.

Non-GAAP Net Income and Net Income Per Share

The use of non-GAAP net income and net income per share allows management to evaluate the operating results of ON Semiconductor's core businesses and trends across different reporting periods on a consistent basis, independent of non-cash items including, generally speaking, the amortization of intangible assets, amortization of acquisition-related intangibles, expensing of appraised inventory fair market value step-up, purchased in-process research and development expenses, restructuring, asset impairments and other, net, goodwill impairment charges, gains and losses on debt prepayment, non-cash interest expense, their related tax effects, actuarial (gains) losses on pension plans and other pension benefits, third party acquisition related costs, and certain other special items, as necessary. In addition, they are important components of management's internal performance measurement and incentive and reward process as they are used to assess the current and historical financial results of the business, for strategic decision making, preparing budgets, obtaining targets, and forecasting future results. Management presents these non-GAAP financial measures to enable investors and analysts to understand the results of operations of ON Semiconductor's core businesses and, to the extent comparable, to compare our results of operations on a more consistent basis against that of other companies in our industry.