

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

SCHEDULE TO
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 2)

CALIFORNIA MICRO DEVICES CORPORATION

(Name of Subject Company (Issuer))

PAC-10 ACQUISITION CORPORATION

(Offeror)

an indirect, wholly-owned subsidiary of
ON SEMICONDUCTOR CORPORATION

(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

130439102

(CUSIP Number of Class of Securities)

George H. Cave, Esq.

Senior Vice President, General Counsel and Secretary

ON Semiconductor Corporation

5005 E. McDowell Road

Phoenix, AZ 85008

(602) 244-6600

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

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2525 East Camelback Road

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CALCULATION OF FILING FEE

Transaction Valuation(1)

\$111,500,000

Amount of Filing Fee(2)

\$7,949.95

- (1) Estimated for purposes of calculating the filing fee only. This amount is based on the offer to purchase at a purchase price of \$4.70 cash per share based on an aggregate of (i) 23,073,189 outstanding shares of Common Stock of California Micro Devices Corporation; and (ii) 5,233,784 shares of Common Stock of California Micro Devices Corporation that were subject to and reserved for issuance with respect to all outstanding options and restricted stock units settleable in Common Stock, in each case as provided by California Micro Devices Corporation as of December 14, 2009, the most recent practicable date.
- (2) The filing fee, calculated in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #4 for Fiscal Year 2010 issued by the Securities and Exchange Commission, equals \$71.30 per million of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$7,949.95

Filing Party: On Semiconductor Corporation and PAC-10
Acquisition Corporation

Form of Registration No.: Schedule TO

Dated Filed: December 28, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

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This Amendment No. 2 (the "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (which, together with any amendments and supplements thereto, collectively constitute this "Schedule TO") originally filed with the Securities and Exchange Commission (the "SEC") on December 28, 2009 by (i) PAC-10 Acquisition Corporation, a Delaware corporation (the "Purchaser") and an indirect, wholly-owned subsidiary of ON Semiconductor Corporation, a Delaware corporation ("ON"), and (ii) ON, as previously amended. The Schedule TO relates to the offer (the "Offer") by the Purchaser to purchase all of the outstanding shares of Common Stock, par value \$0.001 per share (the "Shares"), of California Micro Devices Corporation, a Delaware corporation ("California Micro Devices" or the "Company"), at a purchase price of \$4.70 per Share, net to the seller in cash, without interest thereon and less any applicable withholding or stock transfer taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 28, 2009 (which, together with any amendments and supplements thereto, collectively constitute the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B). Capitalized terms used and not otherwise defined in this Agreement have the meanings assigned to such terms in the Schedule TO or the Offer to Purchase.

This Amendment No. 2 is being filed on behalf of the Purchaser and ON to reflect certain updates as described below.

Item 11. Additional Information.

Item 11(a)(5) of the Schedule TO is hereby amended and supplemented by adding the following paragraph:

"On January 7, 2010, the plaintiff in the *Medeiros* lawsuit (originally filed in the Court of Chancery in the State of Delaware against California Micro Devices and its directors, ON Semiconductor and Purchaser and described in the Offer to Purchase filed with the SEC on December 28, 2009) filed an amended complaint, asserting allegations similar to those of the *Israni* complaint (originally described in Amendment No. 1 to Schedule TO filed with the SEC on January 6, 2010). In addition, both the *Medeiros* plaintiff and the *Israni* plaintiff moved for expedited proceedings, and filed motions for a preliminary injunction. On January 8, 2010, the Court of Chancery ordered the Delaware cases consolidated. Also, on January 11, 2010, the defendants filed a motion to stay Varrenti and on January 12, 2010, the defendants filed a motion to stay the Delaware lawsuits in the event the Varrenti lawsuit is not stayed."

SIGNATURE

After due inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

ON SEMICONDUCTOR CORPORATION

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

PAC-10 ACQUISITION CORPORATION

By: _____ /s/ DONALD A. COLVIN
Name: **Donald A. Colvin**
Title: **Chief Financial Officer and Treasurer**

Date: January 13, 2010