

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

**SCHEDULE TO  
(RULE 14d-100)**

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 26)

**Fairchild Semiconductor International, Inc.**

(Name of Subject Company)

Falcon Operations Sub, Inc.  
(Offeror)

ON Semiconductor Corporation  
(Parent of Offeror)  
(Names of Filing Persons)

COMMON STOCK, \$0.01 PAR VALUE  
(Title of Class of Securities)

303726103  
(CUSIP Number of Class of Securities)

George H. Cave  
ON Semiconductor Corporation  
5005 E. McDowell Road  
Phoenix, Arizona 85008  
(602) 244-6600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

*With a copy to:*  
Eric McCrath  
Lauren Bellerjeau  
Morrison & Foerster LLP  
425 Market Street  
San Francisco, CA 94105  
(415) 268-6000

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee**
\$2,400,395,380	\$241,719.81

\* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by adding the sum of (i) 113,427,322 shares of common stock, par value \$.01 per share (the "Shares"), of Fairchild Semiconductor International, Inc. ("Fairchild") outstanding multiplied by the offer price of \$20.00 per share, and (ii) 6,592,447 Shares subject to options, outstanding restricted stock unit award and performance share plan units, which reflects the maximum number of options, restricted stock unit awards and performance share plan units that may be outstanding at the time the offer is completed, multiplied by the offer price of \$20.00 per share. The calculation of the filing fee is based on information provided by Fairchild as of November 30, 2015 and includes a total of 3,750 Shares subject to a grant of performance share plan units which occurred on December 15, 2015.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2016, issued August 27, 2015, by multiplying the transaction valuation by 0.0001007.

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: \$241,719.81

Filing Party: ON Semiconductor Corporation  
and Falcon Operations Sub, Inc.

Form of Registration No.: Schedule TO (File No. 005-57505)

Date Filed: December 4, 2015

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. 26 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed with the U.S. Securities and Exchange Commission on December 4, 2015 (together with any subsequent amendments and supplements thereto, the “Schedule TO”). The Schedule TO relates to the tender offer by Falcon Operations Sub, Inc., a Delaware corporation (“Purchaser”) and wholly owned subsidiary of ON Semiconductor Corporation, a Delaware corporation (“Parent”), for all of the outstanding shares of common stock, par value \$.01 per share (“Shares”), of Fairchild Semiconductor International, Inc., a Delaware corporation (“Fairchild”), at a price of \$20.00 per Share, net to the seller in cash, without interest thereon and less any applicable withholding taxes, upon the terms and conditions set forth in the offer to purchase dated December 4, 2015 (together with any subsequent amendments and supplements thereto, the “Offer to Purchase”), a copy of which is attached as Exhibit (a)(1)(A) to the Schedule TO, and in the related letter of transmittal (the “Letter of Transmittal”), a copy of which is attached as Exhibit (a)(1)(B) to the Schedule TO, which, as each may be amended or supplemented from time to time, collectively constitute the “Offer.”

All the information set forth in the Offer to Purchase, including Schedule I thereto, is incorporated by reference herein in response to Items 1 through 9 and Item 11 of this Schedule TO, and is supplemented by the information specifically provided in this Schedule TO.

This Amendment is being filed to amend and supplement Items 1, 4, 11 and 12 as reflected below.

#### **Items 1 through 11.**

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

The information set forth in Section 16 — “Certain Legal Matters; Regulatory Approvals — *Other Foreign Competition Law Filings.*” of the Offer to Purchase is hereby amended and supplemented to add the following at the end of such section:

On September 16, 2016, Parent received confirmation that clearance related to the completion of its proposed acquisition of Fairchild from the Ministry of Commerce in the PRC had been obtained and that ON Semiconductor was entitled to close the Offer under PRC law. Accordingly, all applicable regulatory approvals in connection with the Offer have been received.

Items 1 through 11 of the Schedule TO are hereby amended and supplemented as follows:

The Offer and the withdrawal rights expired as scheduled one minute following 11:59 p.m., New York City time, on September 16, 2016 and was not extended. The Depositary has advised Parent that, as of that time, approximately 87,979,761 Shares (not including 7,327,977 Shares tendered by notice of guaranteed delivery for which Shares have not yet been delivered) had been validly tendered and not properly withdrawn pursuant to the Offer, representing approximately 76.6% of the outstanding Shares. Accordingly, the number of Shares tendered pursuant to the Offer satisfied the Minimum Condition (as defined in the Offer to Purchase).

All conditions to the Offer having been satisfied, on September 19, 2016, Purchaser accepted for payment, and paid for, all Shares that were validly tendered into and not validly withdrawn from the Offer.

In addition, as the final step of the acquisition process, immediately following the payment for the tendered shares on September 19, 2016, Purchaser, Parent and Fairchild effected the Merger under Section 251(h) of the DGCL, pursuant to which Purchaser was merged with and into Fairchild, with Fairchild continuing as the surviving corporation. At the Effective Time, each Share then issued and outstanding was cancelled and automatically converted into the right to receive an amount in cash equal to \$20.00 per Share without interest, less any applicable withholding taxes, other than (i) Shares held by Fairchild as treasury stock (or by any wholly owned subsidiary thereof) or held by Parent or Purchaser (or by any wholly owned subsidiary of Parent) or (ii) Shares owned by any stockholders who have properly exercised their appraisal rights under Section 262 of the DGCL in connection with the Merger. As a result of the Merger, Fairchild ceased to be a publicly traded company, became wholly owned by Parent and will no longer be listed on the NASDAQ.

The press release announcing the receipt of the PRC Approval and the expiration and results of the Offer is attached hereto as Exhibit (a)(5)(AA).

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented as follows:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(AA)	Press Release dated September 19, 2016 issued by ON Semiconductor Corporation.

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**SIGNATURES**

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

Dated: September 19, 2016

**FALCON OPERATIONS SUB, INC.**

By: /s/ Bernard Gutmann  
Name: Bernard Gutmann  
Title: Treasurer

**ON SEMICONDUCTOR CORPORATION**

By: /s/ Bernard Gutmann  
Name: Bernard Gutmann  
Title: Executive Vice President, Chief Financial Officer,  
and Treasurer

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated December 4, 2015.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Joint Press Release dated November 18, 2015 issued by ON Semiconductor Corporation and Fairchild Semiconductor International, Inc. (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 18, 2015).
(a)(1)(G)	Email from ON Semiconductor Corporation to employees, dated November 18, 2015 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 18, 2015).
(a)(1)(H)	ON Semiconductor Corporation investor presentation, dated November 18, 2015 (incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 18, 2015).
(a)(1)(I)	Letter from ON Semiconductor Corporation to customers, sales representatives and distributors, dated November 18, 2015 (incorporated by reference to Exhibit 99.4 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 18, 2015).
(a)(1)(J)	Transcript of conference call with investors on November 18, 2015 (incorporated by reference to Exhibit 99.1 to Schedule TO-C filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 19, 2015).
(a)(1)(K)	Summary Advertisement as published in The New York Times on December 4, 2015.*
(a)(5)(A)	Complaint filed by Walter Wesley Woo on behalf of himself and all others similarly situated, on December 11, 2015, in the Court of Chancery, State of Delaware.*
(a)(5)(B)	Complaint filed by Cody Laidlaw on behalf of himself and all others similarly situated, on December 16, 2015, in the Superior Court of the State of California, County of Santa Clara.*
(a)(5)(C)	Press Release dated January 6, 2016 issued by ON Semiconductor Corporation.*
(a)(5)(D)	Press Release dated January 21, 2016 issued by ON Semiconductor Corporation.*
(a)(5)(E)	Press Release dated February 4, 2016 issued by ON Semiconductor Corporation.*
(a)(5)(F)	Excerpt of transcript of conference call held on February 8, 2016 by ON Semiconductor Corporation, regarding financial performance for the fourth quarter and year ended December 31, 2015.*
(a)(5)(G)	Press Release dated February 19, 2016 issued by ON Semiconductor Corporation.*
(a)(5)(H)	Press Release dated March 4, 2016 issued by ON Semiconductor Corporation.*
(a)(5)(I)	Press Release dated March 18, 2016 issued by ON Semiconductor Corporation.*
(a)(5)(J)	Amended Complaint filed by Walter Wesley Woo on behalf of himself and all others similarly situated, on March 16, 2016, in the Court of Chancery, State of Delaware.*

- (a)(5)(K) Press Release dated April 1, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(L) Press Release dated April 15, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(M) Press Release dated April 29, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(N) Excerpt of transcript of conference call held on May 9, 2016 by ON Semiconductor Corporation, regarding financial performance for the first quarter ended April 1, 2016.\*
- (a)(5)(O) Press Release dated May 13, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(P) Press Release dated May 27, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(Q) Press Release dated June 10, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(R) Press Release dated June 24, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(S) Press Release dated July 8, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(T) Press Release dated July 22, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(U) Press Release dated August 5, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(V) Excerpt of news release for ON Semiconductor Corporation dated August 6, 2016, announcing financial performance for the quarter ended July 1, 2016.\*
- (a)(5)(W) Excerpt of transcript of conference call held on August 8, 2016 by ON Semiconductor Corporation, regarding financial performance for the quarter ended July 1, 2016.\*
- (a)(5)(Y) Press Release dated August 25, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(Z) Press Release dated September 2, 2016 issued by ON Semiconductor Corporation.\*
- (a)(5)(AA) Press Release dated September 19, 2016 issued by ON Semiconductor Corporation.
- (b)(1) Debt Commitment Letter, dated as of November 18, 2015, among Deutsche Bank AG New York Branch, Deutsche Bank Securities Inc., Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated and ON Semiconductor Corporation (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 18, 2015).
- (b)(2) Credit Agreement, dated April 15, 2016, among ON Semiconductor Corporation, as borrower, the several lenders party thereto, Deutsche Bank AG, New York Branch, as administrative agent and collateral agent, Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, BMO Capital Markets Corp., HSBC Securities (USA) Inc. and Sumitomo Mitsui Banking Corporation, as joint lead arrangers and joint bookrunners, Barclays Bank PLC, Compass Bank, The Bank of Tokyo-Mitsubishi UFJ, Ltd., Morgan Stanley Senior Funding, Inc., BOKEF, NA and KBC Bank N.V., as co-managers, and HSBC Bank USA, N.A. and Sumitomo Mitsui Banking Corporation, as co-documentation agents (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on April 15, 2016).
- (b)(3) Guarantee and Collateral Agreement, dated April 15, 2016, among ON Semiconductor Corporation and the other signatories thereto in favor of Deutsche Bank AG New York Branch, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on April 15, 2016).
- (b)(4) Escrow Agreement, dated April 15, 2016, among ON Semiconductor Corporation, MUFG Union Bank, N.A., as escrow agent, and Deutsche Bank AG New York Branch, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on April 15, 2016)

- (d)(1) Agreement and Plan of Merger, dated as of November 18, 2015, by and among ON Semiconductor Corporation, Falcon Operations Sub, Inc. and Fairchild Semiconductor International, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by ON Semiconductor Corporation with the Securities and Exchange Commission on November 18, 2015).
- (d)(2) Confidentiality Agreement, dated as of September 14, 2015, by and between ON Semiconductor Corporation and Fairchild Semiconductor International, Inc.\*
- (d)(3) Clean Team Confidentiality Agreement, dated as of October 26, 2015, by and between ON Semiconductor Corporation and Fairchild Semiconductor International, Inc.\*

\*Previously filed.



## ON Semiconductor Successfully Completes Acquisition of Fairchild Semiconductor for \$2.4 Billion in Cash

*Acquisition creates a leader in power management and analog semiconductors, and provides a platform for the company to rapidly expand profitability*

**PHOENIX, Ariz. – September 19, 2016** – ON Semiconductor Corporation (Nasdaq: ON) (“ON Semiconductor”) and Fairchild Semiconductor International, Inc. (Nasdaq: FCS) (“Fairchild”) jointly announced today that ON Semiconductor has successfully completed its previously announced \$2.4 billion cash acquisition of Fairchild.

“The acquisition of Fairchild is a transformative step in our quest to become the premier supplier of power management and analog semiconductor solutions for a wide range of applications and end-markets,” said Keith Jackson, president and CEO of ON Semiconductor. “Fairchild provides us a platform to aggressively expand our profitability in a highly fragmented industry. With the addition of Fairchild, our industry leading cost structure has further improved in a significant manner and we are now well positioned to generate substantial shareholder value as we integrate operations of the two companies.”

On September 16, 2016, ON Semiconductor received confirmation that clearance related to the completion of its proposed acquisition of Fairchild from the Ministry of Commerce in the People’s Republic of China had been obtained and that ON Semiconductor was entitled to close the transactions under PRC law. As such, the conditions to the acquisition of Fairchild relating to the termination or expiration of required waiting periods, and receipt of required approvals, under applicable antitrust laws were fully satisfied and ON Semiconductor’s tender offer to purchase all of the outstanding shares of common stock of Fairchild for \$20.00 per share in cash (the “Offer”) expired as scheduled one minute following 11:59 p.m., New York City time, on September 16, 2016 and was not extended.

Computershare Trust Company, N.A., the depositary for the Offer, advised ON Semiconductor that at the time of the expiration of the Offer, approximately 87,979,761 shares of common stock of Fairchild (not including 7,327,977 shares tendered by notice of guaranteed delivery for which shares have not yet been delivered) were validly tendered and not properly withdrawn pursuant to the Offer, representing approximately 76.6% of the outstanding shares of common stock of Fairchild. In accordance with the terms of the Offer and the merger agreement, all such shares (and any additional shares tendered by guaranteed delivery unless actual delivery does not occur) were irrevocably accepted for payment, and paid for, earlier today.

Immediately following the payment for the tendered shares, ON Semiconductor and Fairchild completed the acquisition of Fairchild by merging it with a wholly owned subsidiary of ON Semiconductor pursuant to which all remaining Fairchild shares (other than shares directly owned by ON Semiconductor or Fairchild or their respective subsidiaries and shares held by stockholders that are entitled to and properly demand appraisal of such shares under Delaware law) were converted into the right to receive \$20.00 per share in cash, without interest and less applicable withholding taxes – the same price that was paid in the tender offer. As a result of the Offer and the merger, Fairchild ceased to be a publicly traded company, its common stock will no longer be listed on NASDAQ, and Fairchild became a wholly owned subsidiary of ON Semiconductor.

The acquisition is expected to be accretive on a GAAP EPS basis in the second half of 2017 and immediately accretive on a non-GAAP basis. ON Semiconductor expects to achieve annual cost savings run rate of \$160 million by the end of 2017, \$200 million by the end of 2018, and \$225 million by the end of 2019. The cost savings targets are based on Fairchild’s 2015 annual results.

ON Semiconductor today also announced a new organizational structure, which reflects the evolution over the years of ON Semiconductor’s product portfolio to highly differentiated power management, imaging, and analog solutions from standard products. The new organization is comprised of three reporting units – Power Solutions Group, headed by Bill Hall, Analog Solutions Group, headed by Bob Klosterboer, and Image Sensor Group, headed by Taner Ozcelik. The operations of System Solutions Group have been absorbed in the three reporting units.

### Conference Call Information

The company will host a conference call at 4:30 p.m. Eastern Time (ET) on September 19, 2016. Investors and interested parties can access the conference call in the following manner:

Teleconference: A telephone conference of the earnings report can be accessed by dialing (877) 356-3762 (U.S./Canada) or (262) 558-6155 (International). In order to join this conference call, you will be required to provide the Conference ID Number – which is 84390021.

Audio webcast: The Company will also provide a real-time audio webcast of the teleconference on the Investor Relations page of its website at <http://www.onsemi.com>.

### About ON Semiconductor

ON Semiconductor (Nasdaq: ON) is driving energy efficient innovations, empowering customers to reduce global energy use. The company is a leading supplier of semiconductor-based solutions, offering a comprehensive portfolio of energy efficient, power management, analog, sensors, logic, timing, connectivity, discrete, SoC and custom devices. The company’s products help engineers solve their unique design challenges in automotive, communications, computing, consumer, industrial, medical, aerospace and defense applications. ON Semiconductor operates a responsive, reliable, world-class supply chain and quality program, a robust compliance and ethics 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>.

Follow @onsemi on **Twitter**: [www.twitter.com/onsemi](http://www.twitter.com/onsemi).

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.

#### **About Fairchild Semiconductor**

Fairchild Semiconductor (NASDAQ: FCS) – global presence, local support, smart ideas. Fairchild delivers energy-efficient, easy-to-use and value-added semiconductor solutions for power and mobile designs. We help our customers differentiate their products and solve difficult technical challenges with our expertise in power and signal path products. Please contact us on the web at [www.fairchildsemi.com](http://www.fairchildsemi.com).

#### **Cautions regarding Forward-Looking Statements**

This document contains forward-looking statements. These forward-looking statements are based on information available to us as of the date of this release and current expectations, forecasts and assumptions and involve a number of risks and uncertainties that could cause actual results to differ materially from those anticipated by these forward-looking statements. Such risks and uncertainties include a variety of factors, some of which are beyond our control. In particular, such risks and uncertainties include, but are not limited to: the risk that there may be a material adverse change of ON Semiconductor or Fairchild or our respective businesses may suffer as a result of uncertainty surrounding the transaction; the transaction may involve unexpected costs or liabilities; difficulties encountered in integrating Fairchild, including the potentially accretive benefits and synergies; failure to achieve the anticipated results of the transactions; 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 ON Semiconductor's filings with the Securities and Exchange Commission (the "SEC"). These forward-looking statements are as of the date hereof and 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. For additional information, visit ON Semiconductor's corporate website, [www.onsemi.com](http://www.onsemi.com), or for official filings visit the SEC website, [www.sec.gov](http://www.sec.gov).

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#### **Contacts**

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