
**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**

**August 3, 2011
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 August 3, 2011, ON Semiconductor Corporation (the “Company”) announced in a news release its financial performance for the second quarter ended July 1, 2011 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 August 3, 2011, following the release of the Earnings Release, the Company will hold a live conference call at 5:00 p.m. Eastern Time (ET) to discuss its financial performance for the quarter ended July 1, 2011 and other related material information. A copy of the script for this call is attached as Exhibit 99.2 and incorporated herein by reference. The Earnings Release and call script include 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 Investor Relations page of the Company’s website at <http://www.onsemi.com>. The Company will provide a real-time audio broadcast of the teleconference on the Investor Relations page 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) 546-9664 (U.S./Canada) or (973) 935-8144 (International) and providing the conference ID number of 83434396. The Company will provide a dial-in replay approximately one hour following the live broadcast that will continue through approximately August 10, 2011. 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 83434396.

The information under this Item 2.02 of this report, including Exhibits 99.1 and 99.2, 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 exhibits are furnished as part of this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	News release for ON Semiconductor Corporation dated August 3, 2011, announcing financial performance for the second quarter ended July 1, 2011
99.2	Conference call script for August 3, 2011 regarding ON Semiconductor Corporation’s financial performance for the second quarter ended July 1, 2011

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: August 3, 2011

By: /s/ DONALD A. COLVIN
Donald A. Colvin
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

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ON Semiconductor®

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ON Semiconductor Reports Second Quarter 2011 Results

For the second quarter of 2011, highlights include:

- *Record total revenues of approximately \$905.8 million*
- *Record cash, cash equivalents and short-term investments of \$868.8 million*
- *Record quarterly devices shipped of over 11 billion units*

PHOENIX, Ariz. – Aug. 3, 2011 – ON Semiconductor Corporation (Nasdaq: ONNN) today announced that total revenues in the second quarter of 2011 were \$905.8 million, an increase of approximately 4 percent from the first quarter of 2011. During the second quarter of 2011, the company reported GAAP net income of \$41.0 million, or \$0.09 per fully diluted share. The second quarter 2011 GAAP net income included net charges of \$73.4 million, or \$0.16 per fully diluted share, from special items. The special item details can be found in the attached schedules. During the first quarter of 2011, the company reported a GAAP net income of \$82.6 million, or \$0.18 per fully diluted share.

Second quarter 2011 gross profit and net income was slightly less than anticipated due to a more adverse impact from the March 2011 earthquake and resulting tsunami in Japan, and manufacturing cost increases from commodity prices and foreign currencies.

Second quarter 2011 non-GAAP net income was \$114.4 million, or \$0.25 per share on a fully diluted basis. First quarter 2011 non-GAAP net income was \$121.2 million, or \$0.27 per share on a fully diluted basis. A reconciliation of these non-GAAP financial measures (and other non-GAAP measures used elsewhere in this release, such as non-GAAP gross margin, non-GAAP gross profit and adjusted EBITDA) 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/>.

On a mix-adjusted basis, average selling prices for ON Semiconductor in the second quarter of 2011 were approximately flat when compared to the first quarter of 2011. Total company GAAP gross margin in the second quarter was 29.4 percent. Total company GAAP gross margin in the second quarter included a net charge of approximately \$53.0 million, or approximately 580 basis points, from special items. Total company non-GAAP gross margin in the second quarter was 35.2 percent.

Adjusted EBITDA for the second quarter of 2011 was \$176.5 million. Adjusted EBITDA for the first quarter of 2011 was \$167.3 million.

– m o r e –

“In the second quarter of 2011, we achieved our strongest quarterly revenues in the company’s history and exited the quarter with our highest cash, cash equivalents and short-term investments balance ever,” said Keith Jackson, ON Semiconductor president and CEO. “During the last several years, through internal development activities and acquisitions, we believe we have transformed ON Semiconductor into a premier supplier of high performance, silicon solutions for energy efficient electronics and a Top 20 global supplier of semiconductors.”

“As discussed previously, second quarter 2011 results were negatively impacted by the March 2011 earthquake and resulting tsunami in Japan,” Jackson said. “Revenues for Japan began to stabilize in May and we currently expect to see some slight revenue growth in our overall SANYO Semiconductor business in the third quarter of 2011 compared to the second quarter of 2011. Thanks in large part to the great efforts and teamwork of our employees, all of our factories in Japan were capable of full production during the second half of May. Semiconductor manufacturing cycle times, however, have a lag between when the factories can begin full production and when those final products can be shipped to customers. In the third quarter, we expect a modest impact to revenues from this lost production.”

THIRD QUARTER 2011 OUTLOOK

“While we believe we are prepared to support higher growth if higher demand materializes, given the more challenging global economic climate, we are planning for a broad range of revenue guidance in the third quarter of 2011. Based upon product booking trends, backlog levels and estimated turns levels, we anticipate that total ON Semiconductor revenues will be approximately \$895 to \$925 million in the third quarter of 2011,” Jackson said. “Backlog levels for the third quarter of 2011 represent approximately 90 percent of our anticipated third quarter 2011 revenues. We expect that average selling prices for the third quarter of 2011 will be flat to down approximately one percent when compared to the second quarter of 2011. The non-GAAP outlook for the third quarter of 2011 includes stock-based compensation expense of approximately \$12 million.”

The following table outlines ON Semiconductor’s projected third quarter 2011 GAAP and non-GAAP outlook.

ON SEMICONDUCTOR Q3 2011 BUSINESS OUTLOOK

	Total ON Semiconductor GAAP	Special Items ***	Total ON Semiconductor Non-GAAP****
Revenue	\$895 to \$925 million		\$895 to \$925 million
Gross Margin	33% to 35%	\$ 10 million	34% to 36%
Operating Expenses	\$200 to \$205 million	\$ 15 million	\$185 to \$190 million
Net Interest Expense / Other Expenses	\$12 million		\$12 million
Convertible Notes, Non-cash Interest Expense*	\$9 million	\$ 9 million	\$0 million
Tax	\$8 to \$10 million	\$ 3 million	\$5 to \$7 million
Fully Diluted Share Count **	460 million		460 million

* Convertible Notes, Non-cash Interest Expense are included in FASB’s Accounting Standards Codification (“ASC”) Topic 470 Debt.

** Fully diluted share count can vary for, among other things, the actual exercise of options or 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 the sale of treasury shares. Please refer to the table on our website for potential changes to the Fully Diluted Share Count. This table can be found on our website at www.onsemi.com under Investors - Investor Relations, Annual Reports / Financial Releases.

*** Special Items can include: restructuring, asset impairments and other, net; expensing of appraised inventory fair market value (FMV) step up; amortization of intangibles; goodwill impairments; income tax adjustments to approximate cash taxes; non-cash interest expense 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 Time (ET) on August 3, 2011 to discuss this announcement and ON Semiconductor's results for the second quarter of 2011. 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>. 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) 546-9664 (U.S./Canada) or (973) 935-8144 (International). In order to join this conference call, you will be required to provide the Conference ID Number – which is 83434396. Approximately one hour following the live broadcast, the company will provide a dial-in replay that will continue to be available through August 10, 2011. 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 83434396.

About ON Semiconductor

ON Semiconductor (Nasdaq: ONNN) is a premier supplier of high performance, silicon solutions for energy efficient electronics. The company's broad portfolio of power and signal management, logic, discrete and custom devices helps customers effectively solve their design challenges in automotive, communications, computing, consumer, industrial, LED lighting, medical, military/aerospace and power applications. ON Semiconductor operates a world-class, value-added supply chain 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," or "anticipates," or by discussions of strategy, plans or intentions. All forward-looking statements in this document are made

based on information available to us as of the date of this release, our current expectations, forecasts 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 credit and 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 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, competitors' actions including the adverse impact of competitive 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 from restructurings and synergies, significant litigation, risks associated with decisions to expend cash reserves for various uses such as debt prepayment 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, recently acquired businesses, such as SANYO Semiconductor), risks associated with our substantial leverage and restrictive covenants in our debt agreements 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 such as the Japan earthquake and tsunami 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 (including pursuant to Section 404 of the Sarbanes-Oxley Act of 2002), 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 for the period ended December 31, 2010, 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.

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS

(in millions, except per share data)

	Quarter Ended			Six Months	
	July 1, 2011	April 1, 2011 ⁽¹⁾	July 2, 2010	July 1, 2011	July 2, 2010
Revenues	\$905.8	\$870.6	\$583.3	\$1,776.4	\$1,133.5
Cost of revenues	639.7	628.2	339.5	1,267.9	661.6
Gross profit	266.1	242.4	243.8	508.5	471.9
Gross margin	29.4%	27.8%	41.8%	28.6%	41.6%
Operating expenses:					
Research and development	89.2	91.1	60.1	180.3	125.3
Selling and marketing	51.2	49.4	36.5	100.6	72.1
General and administrative	52.3	47.1	35.3	99.4	66.8
Amortization of acquisition-related intangible assets	11.4	9.7	8.1	21.1	15.9
Restructuring, asset impairments and other, net	5.1	12.4	2.3	17.5	6.1
Total operating expenses	209.2	209.7	142.3	418.9	286.2
Operating income	56.9	32.7	101.5	89.6	185.7
Other income (expenses), net:					
Interest expense	(17.8)	(17.8)	(14.5)	(35.6)	(30.9)
Interest income	0.2	0.3	0.1	0.5	0.2
Other	5.7	(0.2)	(3.4)	5.5	(6.2)
Loss on debt repurchase	—	—	(0.7)	—	(0.7)
Gain on SANYO Semiconductor acquisition	—	69.1	—	69.1	—
Other expenses, net	(11.9)	51.4	(18.5)	39.5	(37.6)
Income before income taxes	45.0	84.1	83.0	129.1	148.1
Income tax provision	(3.2)	(0.8)	(3.4)	(4.0)	(4.8)
Net income	41.8	83.3	79.6	125.1	143.3
Net income attributable to minority interest	(0.8)	(0.7)	(0.9)	(1.5)	(1.6)
Net income attributable to ON Semiconductor Corporation	\$ 41.0	\$ 82.6	\$ 78.7	\$ 123.6	\$ 141.7
Net income per common share attributable to ON Semiconductor Corporation:					
Basic:	\$ 0.09	\$ 0.19	\$ 0.18	\$ 0.28	\$ 0.33
Diluted:	\$ 0.09	\$ 0.18	\$ 0.18	\$ 0.27	\$ 0.32
Weighted average common shares outstanding:					
Basic	446.2	441.4	430.3	443.8	429.2
Diluted:	461.5	456.0	439.6	460.0	439.4

⁽¹⁾ The consolidated statement of operations has been revised to reflect adjustments to the previously reported gain on SANYO Semiconductor acquisition. As required by Accounting Standards Codification ("ASC") Topic 805, Business Combinations any adjustments to the initial purchase price allocation should be recorded and reported on a retrospective basis.

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

UNAUDITED CONSOLIDATED BALANCE SHEET

(in millions)

	July 1, 2011	April 1, 2011 ⁽¹⁾	December 31, 2010
Assets			
Cash and cash equivalents	\$ 756.6	\$ 766.0	\$ 623.3
Short-term investments	112.2	—	—
Receivables, net	575.8	597.0	294.6
Inventories	749.2	762.5	360.8
Other current assets	86.2	121.7	63.6
Deferred income taxes, net of allowances	16.9	16.4	15.7
Total current assets	<u>2,296.9</u>	<u>2,263.6</u>	<u>1,358.0</u>
Restricted cash	—	—	142.1
Property, plant and equipment, net	1,150.9	1,060.0	864.3
Deferred income taxes, net of allowances	67.4	62.3	—
Goodwill	199.2	199.2	191.2
Intangible assets, net	359.0	370.7	303.0
Other assets	76.4	75.4	60.6
Total assets	<u>\$ 4,149.8</u>	<u>\$ 4,031.2</u>	<u>\$ 2,919.2</u>
Liabilities, Minority Interests and Stockholders' Equity			
Accounts payable	\$ 528.9	\$ 527.8	\$ 256.9
Accrued expenses	221.4	204.1	162.6
Income taxes payable	3.4	7.2	5.1
Accrued interest	0.9	4.5	0.8
Deferred income on sales to distributors	187.7	169.5	149.5
Deferred income taxes, net of allowances	65.2	62.8	—
Current portion of long-term debt	286.7	176.8	136.0
Total current liabilities	<u>1,294.2</u>	<u>1,152.7</u>	<u>710.9</u>
Long-term debt	998.7	1,095.2	752.8
Other long-term liabilities	247.0	244.2	49.3
Deferred income taxes, net of allowances	22.3	21.6	18.2
Total liabilities	<u>2,562.2</u>	<u>2,513.7</u>	<u>1,531.2</u>
ON Semiconductor Corporation stockholders' equity:			
Common stock	5.0	4.9	4.9
Additional paid-in capital	3,098.0	3,069.5	3,016.1
Accumulated other comprehensive loss	(54.5)	(58.7)	(59.1)
Accumulated deficit	(1,090.3)	(1,131.3)	(1,213.9)
Less: treasury stock, at cost	(394.1)	(389.6)	(382.0)
Total ON Semiconductor Corporation stockholders' equity	<u>1,564.1</u>	<u>1,494.8</u>	<u>1,366.0</u>
Minority interest in consolidated subsidiaries	23.5	22.7	22.0
Total equity	<u>1,587.6</u>	<u>1,517.5</u>	<u>1,388.0</u>
Total liabilities and equity	<u>\$ 4,149.8</u>	<u>\$ 4,031.2</u>	<u>\$ 2,919.2</u>

⁽¹⁾ The consolidated balance sheet has been revised to reflect adjustments to the previously reported purchase price allocation. As required by Accounting Standards Codification ("ASC") Topic 805, Business Combinations any adjustments to the initial purchase price allocation should be recorded and reported on a retrospective basis.

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

(in millions)

	Quarter Ended			Six Months	
	July 1, 2011	April 1, 2011	July 2, 2010	July 1, 2011	July 2, 2010
Net income	\$ 41.8	\$ 83.3	\$ 79.6	\$125.1	\$143.3
Plus:					
Depreciation and amortization	57.1	52.8	40.3	109.9	80.0
Interest expense	17.8	17.8	14.5	35.6	30.9
Interest income	(0.2)	(0.3)	(0.1)	(0.5)	(0.2)
Income tax provision	3.2	0.8	3.4	4.0	4.8
Net income attributable to minority interest	(0.8)	(0.7)	(0.9)	(1.5)	(1.6)
Restructuring, asset impairments and other, net	5.1	12.4	2.3	17.5	6.1
Non-cash manufacturing expenses	30.4	50.0	—	80.4	—
Gain on SANYO Semiconductor acquisition	—	(69.1)	—	(69.1)	—
Loss on debt repurchase	—	—	0.7	—	0.7
Expensing of appraised inventory fair market value step up	22.1	20.3	3.3	42.4	6.4
Adjusted EBITDA*	176.5	167.3	143.1	343.8	270.4
Increase (decrease):					
Interest expense	(17.8)	(17.8)	(14.5)	(35.6)	(30.9)
Interest income	0.2	0.3	0.1	0.5	0.2
Income tax provision	(3.2)	(0.8)	(3.4)	(4.0)	(4.8)
Net income attributable to minority interest	0.8	0.7	0.9	1.5	1.6
Restructuring, asset impairments, and other, net	(5.1)	(12.4)	(2.3)	(17.5)	(6.1)
Expensing of appraised inventory fair market value step up	(22.1)	(20.3)	(3.3)	(42.4)	(6.4)
Stock compensation expense	10.5	10.4	15.4	20.9	29.1
Gain on sale or disposal of fixed assets	(3.0)	(2.1)	(1.6)	(5.1)	(3.7)
Amortization of debt issuance costs and debt discount	0.6	0.6	0.7	1.2	1.4
Provision for excess inventories	2.1	1.7	1.2	3.8	0.1
Non-cash interest expense	8.9	8.7	8.3	17.6	17.0
Deferred income taxes	(12.4)	3.2	1.1	(9.2)	3.4
Other	0.4	(1.0)	0.2	(0.6)	(0.8)
Changes in operating assets and liabilities	(0.4)	(12.9)	13.0	(13.3)	(2.1)
Net cash provided by operating activities	<u>\$136.0</u>	<u>\$125.6</u>	<u>\$158.9</u>	<u>\$261.6</u>	<u>\$268.4</u>

* Adjusted EBITDA represents net income (loss) 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	
	July 1, 2011	April 1, 2011	July 2, 2010	July 1, 2011	July 2, 2010
Reconciliation of GAAP gross profit to non-GAAP gross profit:					
GAAP gross profit	\$266.1	\$242.4	\$243.8	\$508.5	\$471.9
Special items:					
a) Expensing of appraised inventory fair market value step up	22.1	20.3	3.3	42.4	6.4
b) Non-cash manufacturing expenses and amortization of intangibles	30.9	50.6	0.6	81.5	1.2
Total Special items	53.0	70.9	3.9	123.9	7.6
Non-GAAP gross profit	\$319.1	\$313.3	\$247.7	\$632.4	\$479.5
Reconciliation of GAAP gross margin to non-GAAP gross margin:					
GAAP gross margin	29.4%	27.8%	41.8%	28.6%	41.6%
Special items:					
a) Expensing of appraised inventory fair market value step up	2.4%	2.3%	0.6%	2.4%	0.6%
b) Non-cash manufacturing expenses and amortization of intangibles	3.4%	5.8%	0.1%	4.6%	0.1%
Total Special items	5.9%	8.1%	0.7%	7.0%	0.7%
Non-GAAP gross margin	35.2%	36.0%	42.5%	35.6%	42.3%
Reconciliation of GAAP net income (loss) to non-GAAP net income:					
GAAP net income attributable to ON Semiconductor Corporation	\$ 41.0	\$ 82.6	\$ 78.7	\$123.6	\$141.7
Special items:					
a) Expensing of appraised inventory fair market value step up - cost of revenues	22.1	20.3	3.3	42.4	6.4
b) Non-cash manufacturing expenses and amortization of intangibles - cost of revenues	30.9	50.6	0.6	81.5	1.2
c) Amortization of acquisition related intangible assets - operating expenses	11.4	9.7	8.1	21.1	15.9
d) Restructuring, asset impairments and other, net	5.1	12.4	2.3	17.5	6.1
e) Gain on SANYO Semiconductor acquisition	—	(69.1)	—	(69.1)	—
f) SANYO Semiconductor acquisition related costs	—	7.3	—	7.3	—
g) Loss on debt repurchase	—	—	0.7	—	0.7
h) Non-cash interest expense	8.9	8.7	8.3	17.6	17.0
i) Cash taxes	(5.0)	(1.3)	1.4	(6.3)	(0.3)
Total Special items	73.4	38.6	24.7	112.0	47.0
Non-GAAP net income	\$114.4	\$121.2	\$103.4	\$235.6	\$188.7
Non-GAAP net income per share:					
Basic	\$ 0.26	\$ 0.27	\$ 0.24	\$ 0.53	\$ 0.44
Diluted	0.25	\$ 0.27	\$ 0.24	\$ 0.51	\$ 0.43
Weighted average common shares outstanding:					
Basic	446.2	441.4	430.3	443.8	429.2
Diluted:	461.5	456.0	439.6	460.0	439.4

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

	Quarter Ended			Six Months Ended	
	July 1, 2011	April 1, 2011	July 2, 2010	July 1, 2011	July 2, 2010
Cost of revenues	\$ 1.7	\$ 1.9	\$ 3.3	\$ 3.6	\$ 6.6
Research and development	1.9	2.0	2.7	3.9	5.2
Selling and marketing	1.7	1.9	2.0	3.6	4.6
General and administrative	5.2	4.6	7.0	9.8	12.3
Restructuring	—	—	0.4	—	0.4
Total share-based compensation expense	\$ 10.5	\$ 10.4	\$ 15.4	\$ 20.9	\$ 29.1

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 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 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. Most analysts covering ON Semiconductor use the non-GAAP measures as well. Given management's 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 this non-GAAP financial measure allows management to evaluate the gross margin of the company's core businesses and trends across different reporting periods on a consistent basis, independent of non-cash items including 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 reward process as it is used to assess the current and historical financial results of the business, for strategic decision making, preparing budgets 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 net income and net income per share. The use of these non-GAAP financial measures allow 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 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 and certain other special items as necessary. In addition, they are important components of management's internal performance measurement and reward process as they are used to assess the current and historical financial results of the business, for strategic decision making, preparing budgets 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 compare our results of operations on a more consistent basis against that of other companies in our industry.

ON SEMICONDUCTOR CORPORATION**CALL SCRIPT FOR****Q2-11 QUARTERLY RESULTS CONFERENCE CALL****KEN RIZVI:**

Thank you _____.

Good afternoon and thank you for joining ON Semiconductor Corporation's second quarter 2011 conference call. I am joined today by Keith Jackson, our President and CEO, and Donald Colvin, our CFO. This call is being webcast on the investor relations section of our website at www.onsemi.com and a replay will be available for approximately 30 days following this conference call, along with our earnings release for the second quarter. The script for today's call is posted on our website and will be furnished via a Form 8-K filing.

Our earnings release and this presentation include certain non-GAAP financial measures. Reconciliations of these non-GAAP financial measures to the most directly comparable measures under GAAP are in our earnings release and posted separately on our website in the investor

relations section. In the upcoming quarter, we will be attending the Pacific Crest Technology Forum on August 9th, the Citi Technology Conference on September 7th and the Deutsche Bank Securities Technology Conference on September 13th.

(SAFE HARBOR)

During the course of this conference call, we will make projections or other forward-looking statements regarding future events or the future financial performance of the company. The words “believe,” “estimate,” “anticipate,” “intend,” “expect,” “plan,” or similar expressions are intended to identify forward-looking statements. We wish to caution that such statements are subject to risks and uncertainties that could cause actual events or results to differ materially. Important factors relating to our business, including factors that could cause actual results to differ from our forward-looking statements, are described in our earnings release, Form 10-K, Form 10-Q’s and other filings with the SEC. The company assumes no obligation to update forward-looking statements to reflect actual results, changed assumptions or other factors.

Now, let's hear from Donald Colvin, who will provide an overview of the second quarter results.

DONALD...

DONALD COLVIN:

Thanks Ken, and thank you to everyone joining us today.

ON Semiconductor Corporation today announced that total revenues in the second quarter of 2011 were approximately \$905.8 million, up approximately 4 percent from the first quarter of 2011. Excluding SANYO Semiconductor, ON Semiconductor historical revenues were up approximately 7 percent sequentially to approximately \$631.5 million in the second quarter. During the second quarter of 2011, the company reported GAAP net income of \$41.0 million or \$0.09 per fully diluted share. The second quarter 2011 GAAP net income included net charges of \$73.4 million, or \$0.16 per fully diluted share, from special items, which are detailed in schedules included in our earnings release.

GAAP gross margin in the second quarter was 29.4 percent. Included in our GAAP gross margin is approximately \$53.0 million of

special items of which approximately \$31 million relates to the expensing of non-cash manufacturing expenses associated with our SANYO Semiconductor acquisition and approximately \$22 million relates to the expensing of appraised inventory fair market value step up. Non-GAAP gross margin in the second quarter of 2011 was 35.2 percent.

Second quarter 2011 gross profit and net income were slightly less than anticipated due to a more adverse impact from the March 2011 earthquake and resulting tsunami in Japan, and manufacturing cost increases from commodity prices and foreign currencies. For SANYO Semiconductor, fab manufacturing activity was approximately 70 percent of the pre-earthquake second quarter manufacturing forecast. In addition, since the third quarter of 2010, commodity and foreign currency headwinds have impacted total company gross margins by approximately 200 basis points.

Second quarter 2011 non-GAAP net income was \$114.4 million or \$0.25 per share on a fully diluted basis.

We exited the second quarter of 2011 with cash, cash equivalents and short-term investments of approximately \$868.8 million, a record for the company.

At the end of the second quarter, total days sales outstanding were approximately 58 days, down approximately 2 days compared with the first quarter of 2011. Internal inventories were down approximately 3 days to 107 days. Internal inventories are still elevated primarily due to the elevated inventories acquired as part of the SANYO Semiconductor acquisition. Included in our total internal inventory is approximately \$14 million of bridge inventory associated with the shutdown of our factories.

At the end of this week, we will shut down our remaining fabrication facility in Phoenix. With this closure and the related production move to our site in Malaysia, we expect incremental cost savings of approximately \$2 million per quarter.

Distribution inventories in the second quarter increased as expected to approximately 11 weeks exiting the second quarter. We expect to see distribution inventory dollars to decrease in the third quarter.

Cash capital expenditures during the second quarter of 2011 were approximately \$85 million. We currently anticipate total capital expenditures for 2011 of approximately \$340 million, which includes SANYO Semiconductor.

Now I would like to turn it over to Keith Jackson for additional comments on the business environment.

KEITH...

KEITH JACKSON:

Thanks Don. Now for an overview of our end-markets.

END MARKETS

During the second quarter of 2011, our end market splits were as follows: the Consumer Electronics end-market represented approximately 27 percent of sales. The Automotive end-market represented approximately 20 percent of sales. The Computing end-market represented approximately 20 percent of sales. The Industrial,

Military, Aerospace and Medical end-markets represented approximately 20 percent of sales and the Communications end-market, which includes wireless and networking, represented approximately 13 percent of sales.

TOP OEM CUSTOMERS

On a direct billings basis, no individual ON Semiconductor product OEM customer represented more than 5 percent of second quarter sales. Our top 5 product OEM customers during the second quarter were: Continental Automotive Systems, Panasonic, Delta, Samsung and LG.

GEOGRAPHIC SEGMENTS

On a geographic basis, our contribution from sales in Asia, excluding Japan, represented approximately 58 percent of revenue. Our sales in the Americas represented approximately 14 percent of revenue. Sales in Japan represented approximately 15 percent of revenue and sales in Europe represented approximately 13 percent of revenue during the quarter.

CHANNEL BREAKOUT

Looking across the channels, direct sales to OEMs represented approximately 56 percent of second quarter 2011 revenue. Sales through the distribution channel were approximately 38 percent of second quarter revenue and the EMS channel represented approximately 6 percent of revenue.

REVENUE BREAK-OUT

During the second quarter, ON Semiconductor revenues broken out by our product groups were as follows: SANYO Semiconductor Products Group represented approximately 30 percent of sales. The Standard Products Group represented approximately 20 percent of sales. The Automotive and Power Group represented approximately 17 percent of sales. The Digital, Mixed-signal and Memory Product Group represented approximately 17 percent of sales and the Computing and Consumer Group represented approximately 16 percent of sales. We will publish our quarterly revenue, gross profit and operating income break-out of these segments in our Form 10-Q for this period.

COMPANY/PRODUCT HIGHLIGHTS

Now, I would like to provide you an update of our Japan operations as well as other details of the progress we have made during the quarter.

As previously outlined, second quarter results were negatively impacted by the March 2011 earthquake and resulting tsunami in Japan. SANYO Semiconductor revenues in the second quarter were approximately \$274 million and were slightly better than we had anticipated coming into the second quarter. SANYO Semiconductor monthly sales began to stabilize in the month of May and improved in June. Based on our current visibility, we are expecting to see some modest growth in SANYO Semiconductor revenues in the third quarter of 2011.

Thanks in large part to the great efforts and teamwork of our employees, all of our factories in Japan were capable of full production during the second half of May. Semiconductor manufacturing cycle times, however, have a lag between when the factories can begin full

production and when those final products can be shipped to customers. While we anticipate modest sequential growth for SANYO Semiconductor, it will still be lower than normal seasonality, in part, due to this lost production.

In response to anticipated supply chain disruptions following the Japan crisis, many worldwide customers built up inventory reserves in the first half of the year. Customers continue to adjust their overall order rates based on the availability of all parts for their system solution requirements. We expect this re-balancing of inventory to continue through the third quarter.

SANYO Semiconductor has now been a part of ON Semiconductor for more than six months. While we faced some unexpected challenges with the earthquake and tsunami in March, we remain excited about the long term prospects to grow and expand SANYO Semiconductor's products to our global customer base as well as expand our presence with leading Japanese customers. SANYO Semiconductor was accretive to our non-GAAP earnings in both the first and second quarter of 2011 even taking into consideration the impact from the March earthquake in Japan. We anticipate that earnings for SANYO Semiconductor will improve from second quarter levels in the second half of 2011. The integration of the SANYO manufacturing and business operations continued as planned during the second quarter – with additional progress being made in systems integration, aligning of R&D roadmaps and the cross-selling of SANYO Semiconductor and ON Semiconductor products to our

worldwide customer base. We are pleased with the progress. Close to 1,000 SANYO Semiconductor products are now available on the ON Semiconductor web site and price book. One example of the successful cross-selling efforts of our sales teams includes a significant design win of a SANYO Semiconductor power device into a North American manufacturer's latest smart phone scheduled to launch this fall.

Overall our revenue growth in the second quarter was driven primarily by growth in our Industrial, Computing and Consumer electronics end-markets. Looking forward, we expect continued strong demand for our energy efficient solutions for Automotive, Industrial and Consumer white goods, and expansion of our LED lighting solutions across all market segments.

Second quarter Automotive sales were down slightly from the first quarter due to lower automotive sales from SANYO Semiconductor. During the quarter, SANYO Semiconductor's sales were negatively impacted by the automotive supply chain disruptions in Japan caused by the earthquake in March. In the second quarter, historical ON

Semiconductor, which excludes SANYO Semiconductor, saw slight growth in the automotive end-market. Contributing to the strength were MOSFET sales into anti-lock brake systems, and IGBT sales into powertrain systems and direct gas injection applications for North American, European and Korean customers. In addition, during the quarter, we saw continued strength from our exterior lighting solutions with our European customers.

Based on current backlog entering the third quarter as well as new design wins in key automotive systems with expanding content such as LED lighting, powertrain, safety systems and infotainment, we expect the overall automotive segment to remain stronger than normal seasonality for ON Semiconductor in the second half of 2011.

The **Industrial** end-market grew by approximately 22 percent sequentially driven by growth in the CMOS Image Sensor business recently acquired from Cypress Semiconductor as well as continued strength in factory automation and heavy products like motor protection and circuit breaking. During the quarter, shipments of our high voltage

MOSFETs to industrial customers more than doubled from the first quarter. In addition, customer demand for industrial power supplies, control and sensing, general lighting and smart meters continued to drive strong sales of our power management and standard products in the Industrial end-market.

In the **Consumer** end market, second quarter revenues increased approximately 3 percent sequentially. Sales of our standard components into consumer goods were up approximately 11 percent sequentially led by increased use of our discrete products in home appliances, LCD and satellite TVs. During the quarter we also secured a significant design win with a major flat panel TV manufacturer for a platform of DC-DC controllers.

The **Consumer** end market holds exciting growth potential for ON Semiconductor in the upcoming years as consumer white goods and appliance customers move to adopt variable speed motors with inverter power systems. These integrated power modules are designed to improve the energy efficiency of washers, dryers, refrigerators, air

conditioners and other appliances. Variable speed motors with our products help to enable over 50 percent reduction in energy usage compared to current motor technologies. The integrated power modules and variable speed motor control technologies acquired as part of the product portfolio of SANYO Semiconductor expands the company's offerings to more than \$10 of addressable content per unit for energy efficient white goods. In addition to the integrated power modules, our solutions include power supplies, user interface and communications chips linking appliances to the smart grid. Paired with ON Semiconductor's strong customer relationships with leading global appliance customers, we are well positioned to capitalize on this market opportunity.

The **Computing** end market revenues were up slightly from the first quarter driven by demand from emerging markets as well as demand from the corporate PC market. During the second quarter, we continued to see strength from our sixth generation of VCore controllers and drivers and began shipping our latest AC to DC PWM controllers

for several notebook adapter customers. In addition, during the quarter, we saw growth from designs into more than ten tablet platforms with products ranging from protection devices and power management solutions to audio and system interface solutions.

In the **Communications** end-market (which includes wireless and networking) revenues were up slightly compared to the first quarter of 2011. Continued penetration of the smart phone market remains a primary growth strategy for the company. During the second quarter we continued to ramp power management products, accelerometer interfaces and clock management products to leading handset customers. We were the first to market with a MHL interface solution capable of delivering 1080p video. In addition, during the quarter we began to ramp our integrated passive devices with a major mobile phone power-amplifier module manufacturer.

Now, I would like to turn it back over to Donald for other comments and our other forward-looking guidance —

DONALD...

DONALD COLVIN:

Thanks Keith.

THIRD QUARTER 2011 OUTLOOK

Throughout the month of July, end-market conditions have deteriorated. While we believe we are prepared to support higher growth if higher demand materializes, given the more challenging global economic climate, we are planning for a broad range of revenue guidance in the third quarter of 2011. Based upon product booking trends, backlog levels and estimated turns levels, we anticipate that total ON Semiconductor revenues, will be approximately \$895 to \$925 million in the third quarter of 2011. Backlog levels for the third quarter of 2011 represent approximately 90 percent of our anticipated third quarter 2011 revenues. The company continues to face the adverse cost impact from the weak U.S. dollar and stronger commodity prices. Any continued strength over current rates in currencies including the Japanese Yen, Malaysian Ringgit, Philippine Peso and Czech Republic Koruna will continue to negatively impact our manufacturing costs. Accordingly, we believe it will be difficult to improve our non-GAAP gross margin percentage in the third quarter.

We expect that average selling prices for the third quarter of 2011 will be flat to down approximately one percent compared to the second quarter of 2011.

We expect total cash capital expenditures of approximately \$85 million in the third quarter of 2011.

For the third quarter of 2011, we expect GAAP gross margin of approximately 33 to 35 percent. Our GAAP gross margin in the third quarter will be negatively impacted from, among other, expensing of appraised inventory fair market value step up associated with our acquisitions of approximately \$10 million. We expect non-GAAP gross margin of approximately 34 to 36 percent in the third quarter. We also expect total GAAP operating expenses of approximately \$200 to \$205 million. Our GAAP operating expenses include the amortization of intangibles, restructuring, asset impairments and other charges which are expected to total approximately \$15 million. We expect total non-GAAP operating expenses of approximately \$185 to \$190 million. We anticipate GAAP net interest expense and other expenses will be approximately \$21 million for the third quarter of 2011, which includes

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non-cash interest expense of approximately \$9 million. We anticipate our non-GAAP net interest expense and other expenses will be approximately \$12 million. GAAP taxes are expected to be approximately \$8 to \$10 million and cash taxes are expected to be approximately \$5 to \$7 million. We also expect stock based compensation expense of approximately \$12 million in the third quarter of 2011, of which approximately \$2 million is expected to be in cost of goods sold and the remaining in operating expenses. This expense is included in our non-GAAP financial measures.

Our current fully diluted share count is approximately 460 million shares based on the current stock price. Further details on share count and EPS calculations are provided regularly in our quarterly and annual reports on Form 10-Q and Form 10-K.

With that, I would like to start the Q&A session.

Thank you and “_____” please open up the line for questions.