

**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 20, 2021  
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)

**001-39317**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, par value \$0.01 per share</b>	<b>ON</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On August 20, 2021, ON Semiconductor Corporation (the “*Company*”) filed a Certificate of Elimination (the “*Certificate*”) with the Secretary of State of the State of Delaware with respect to its Series B Junior Participating Preferred Stock, par value \$0.01 per share (the “*Series B Preferred Stock*”). The Certificate (i) eliminated the previous designation of 6,500 shares of Series B Preferred Stock from the Company’s Amended and Restated Certificate of Incorporation, none of which were outstanding at the time of filing, and (ii) caused such shares of Series B Preferred Stock to resume their status as authorized but unissued and non-designated shares of preferred stock of the Company.

A copy of the Certificate is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed with this report.

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Elimination of Series B Junior Participating Preferred Stock of ON Semiconductor Corporation</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

**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 20, 2021

By: /s/ Thad Trent  
Thad Trent  
Executive Vice President, Chief Financial Officer and Treasurer

**CERTIFICATE OF ELIMINATION OF THE  
CERTIFICATE OF DESIGNATION OF  
SERIES B JUNIOR PARTICIPATING PREFERRED STOCK OF  
ON SEMICONDUCTOR CORPORATION**

ON Semiconductor Corporation, a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "**DGCL**"), hereby certifies as follows:

**FIRST:** The Board of Directors of the Corporation (the "**Board**"), by resolution duly adopted, previously authorized the issuance of, and established the voting powers, designation, preferences and relative, participating and other rights, and the qualifications, limitations and restrictions of 6,500 shares of Series B Junior Participating Preferred Stock, par value \$0.01 (the "**Series B Preferred Stock**"), as evidenced by the Certificate of Designation with respect to such Series B Preferred Stock filed with the Secretary of State of the State of Delaware on June 8, 2020 (the "**Series B Certificate of Designation**").

**SECOND:** No shares of Series B Preferred Stock are outstanding and none will be issued subject to the Series B Certificate of Designation governing such Series B Preferred Stock.

**THIRD:** At a duly convened meeting of the Board on August 20, 2021, resolutions were duly adopted approving the elimination of the Series B Preferred Stock, as set forth herein:

**WHEREAS**, the Corporation, has authorized 100,000 shares of preferred stock, par value \$0.01 per share ("**Preferred Stock**"), to be issued from time to time by the Board in series upon the designations determined by the Board;

**WHEREAS**, the Board, pursuant to Section 151 of the DGCL and the authority granted in the Corporation's Amended and Restated Certificate of Incorporation, by resolution duly adopted, authorized and designated 6,500 shares of Series B Preferred Stock, as evidenced by the Series B Certificate of Designation filed with the Secretary of State of the State of Delaware on June 8, 2020;

**WHEREAS**, the Board deems it in the best interest of the Corporation to eliminate the Series B Certificate of Designation from the Corporation's Amended and Restated Certificate of Incorporation; and

**WHEREAS**, the Board deems it in the best interest of the Corporation that all such Series B Preferred Stock resume the status of authorized but unissued and non-designated shares of Preferred Stock.

**NOW, THEREFORE, BE IT RESOLVED**, that none of the authorized shares of Series B Preferred Stock will be outstanding, and none will be issued subject to the Series B Certificate of Designation;

**FURTHER RESOLVED**, that any executive officer of the Corporation (the "**Authorized Officers**"), and any person or persons designated and authorized so to act by an Authorized Officer of the Corporation be, and each of them individually hereby is, authorized and directed in the name and on behalf of the Corporation to file a Certificate of Elimination of the Series B Preferred Stock (the

“**Series B Certificate of Elimination**”) pursuant to Section 151(g) of the DGCL with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Series B Certificate of Designation with respect to the Series B Preferred Stock shall be eliminated from the Corporation’s Amended and Restated Certificate of Incorporation;

**FURTHER RESOLVED**, that the Authorized Officers of the Corporation be, and each of them individually hereby is, authorized and directed, to execute and deliver to the Secretary of State of the State of Delaware, the Series B Certificate of Elimination in order to effect the elimination of the Series B Preferred Stock; and

**FURTHER RESOLVED**, that the Authorized Officers of the Corporation be, and each of them individually hereby is, authorized and directed in the name and on behalf of the Corporation to take all other actions and to execute and deliver such other documents, in addition to those set forth in the foregoing resolutions, as they may deem necessary or advisable in order to effect the purposes of the foregoing resolutions, and that all such actions heretofore so taken be, and they hereby are, in all respects ratified, confirmed and approved.

**FOURTH:** In accordance with Section 151(g) of the DGCL, the shares that were designated as Series B Preferred Stock are hereby returned to the status of authorized but unissued shares of the Preferred Stock of the Company, without designation as to a series.

**FIFTH:** That in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Amended and Restated Certificate of Incorporation is hereby amended to eliminate all reference to the Series B Preferred Stock.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Elimination to be signed by its duly authorized officer on the twentieth day of August, 2021.

**ON SEMICONDUCTOR CORPORATION**

By:       /s/ Thad Trent      

Name: Thad Trent

Title: EVP and Chief Financial Officer