

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ON Semiconductor Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Your **Vote** Counts!

ON SEMICONDUCTOR CORPORATION

2024 Annual Meeting

Vote by May 15, 2024

11:59 PM ET

onsemi.

ON SEMICONDUCTOR CORPORATION
5701 NORTH PIMA ROAD
SCOTTSDALE, AZ 85250



V35248-P04276

You invested in ON SEMICONDUCTOR CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on May 16, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 2, 2024. These materials contain important information. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 16, 2024
8:00 a.m. local time

ON SEMICONDUCTOR CORPORATION Principal Executive Offices
5701 North Pima Road
Scottsdale, Arizona 85250

*You may obtain directions to be able to attend the Annual Meeting and vote in person by visiting **onsemi's** website at www.onsemi.com. Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect 10 directors nominated by our Board of Directors. Nominees:	
1a. Atsushi Abe	✓ For
1b. Alan Campbell	✓ For
1c. Susan K. Carter	✓ For
1d. Thomas L. Deitrich	✓ For
1e. Hassane El-Khoury	✓ For
1f. Bruce E. Kiddoo	✓ For
1g. Christina Lampe-Önnerud	✓ For
1h. Paul A. Mascarenas	✓ For
1i. Gregory L. Waters	✓ For
1j. Christine Y. Yan	✓ For
2. Advisory vote to approve the compensation of our named executive officers (Say-on-Pay).	✓ For
3. Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered accounting firm for the year ending December 31, 2024.	✓ For

NOTE: To transact such other business as may properly come before the meeting and any adjournment or postponement of the meeting.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".