
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**

March 30, 2004

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

(I.R.S. Employer
Identification Number)

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)

Item 5. Other Events and Required FD Disclosure.

Attached to this Current Report as Exhibit 99 is a copy of a press release for ON Semiconductor Corporation dated March 30, 2004 titled "ON Semiconductor Files Shelf Registration Statement for Common Stock."

Item 7. Financial Statements, Pro Forma

Financial Information and Exhibits.

- (a) Financial Statements of Businesses Acquired
Not applicable.
- (b) Pro Forma Financial Information
Not applicable.
- (c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99	News release for ON Semiconductor Corporation dated March 30, 2004 titled "ON Semiconductor Files Shelf Registration Statement for Common Stock."

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 thereunto duly authorized.

ON SEMICONDUCTOR CORPORATION

(Registrant)

Date: March 30, 2004

By: /s/ DONALD A. COLVIN

Donald A. Colvin
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99	News release for ON Semiconductor Corporation dated March 30, 2004 titled "ON Semiconductor Files Shelf Registration Statement for Common Stock"



ON Semiconductor®

Everett Tackett, APR
Public Relations
ON Semiconductor
(602) 244-4534
everett.tackett@onsemi.com

ON Semiconductor Files Shelf Registration Statement for Common Stock

PHOENIX, Ariz. – March 30, 2004 – ON Semiconductor (Nasdaq: ONNN) today announced that it has filed a shelf registration statement with the Securities and Exchange Commission (SEC) relating to the offer, from time to time, of up to approximately 111.8 million shares of common stock by TPG Advisors II, Inc., a selling stockholder. The timing and amount of any offerings will depend on market and general business conditions. The selling stockholder is currently subject to a lock-up agreement executed in connection with a share offering in February 2004, which prohibits the sale of any shares prior to May 4, 2004. The company will not receive any of the proceeds from the sale of shares by the selling stockholder.

“ON Semiconductor has been and continues to be an important investment for TPG,” commented John Marren, Partner, TPG. “We are taking the opportunity to register our shares in ON Semiconductor such that we can pursue realizations of our position in ON Semiconductor at the appropriate times and in an orderly manner.”

A registration statement relating to these securities has been filed with the SEC but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such state.

About ON Semiconductor

ON Semiconductor (Nasdaq: ONNN) offers an extensive portfolio of power- and data-management semiconductors and standard semiconductor components that address the design needs of today’s sophisticated electronic products, appliances and automobiles. For more information visit ON Semiconductor’s website at <http://www.onsemi.com>.

###

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, such information on the website is not to be incorporated herein.