

**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**

**October 3, 2020
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
Common Stock, par value \$0.01 per share	ON	The Nasdaq Stock Market LLC
Preferred Stock, Series B Junior Participating, Purchase Rights	N/A	The NASDAQ Stock Market LLC

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers

On October 3, 2020, the Board of Directors (the “*Board*”) of ON Semiconductor Corporation (the “*Corporation*”) elected Thomas L. Deitrich to serve as a director of the Board (“*Director*”) effective October 5, 2020. Mr. Deitrich’s term as a Director will continue until the earlier of the 2021 annual meeting of stockholders of the Corporation (the “*Annual Meeting*”) or until his successor is duly elected and qualified, or until his earlier death, resignation, or removal. Mr. Deitrich’s continued service on the Board will be voted on by the Corporation’s stockholders at the Annual Meeting. The Board has not yet determined committee appointments for Mr. Deitrich.

In connection with his election to the Board, Mr. Deitrich will participate in the standard compensation and benefits package offered to the Corporation’s non-employee Directors, as described under the heading “2019 Compensation of Directors” in the Corporation’s proxy statement relating to its 2020 annual meeting of stockholders filed with the Securities and Exchange Commission on April 6, 2020. In addition, the Corporation will enter into an indemnification agreement with Mr. Deitrich in connection with his appointment to the Board, which will be in substantially the same form as that entered into with the other Directors and is incorporated herein by reference.

There are no related party transactions between the Corporation and Mr. Deitrich that would require disclosure under Item 404(a) of Regulation S-K, nor are there any arrangements or understandings in connection with Mr. Deitrich’s election to the Board other than as set forth in this Current Report on Form 8-K.

A copy of the Corporation’s press release announcing Mr. Deitrich’s election as a Director is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 7.01 Regulation FD Disclosure.

On October 5, 2020, the Corporation issued a press release announcing Mr. Deitrich’s election to the Board. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	News release for ON Semiconductor Corporation, dated October 5, 2020
104	Cover Page Interactive Data File (embedded with 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: October 5, 2020

By: /s/ GEORGE H. CAVE
George H. Cave
Executive Vice President, General Counsel, Chief Compliance
Officer, Chief Risk Officer, and Secretary

**News Release****Thomas L. Deitrich Joins the ON Semiconductor Board of Directors**

PHOENIX, Ariz. – Oct. 5, 2020 – ON Semiconductor Corporation (Nasdaq: ON), driving energy-efficient innovations, today announced that Thomas L. Deitrich was appointed to its board of directors.

“We are thrilled to welcome Tom as our newest board member,” said Alan Campbell, chair of ON Semiconductor’s board of directors. “Tom is an accomplished executive and brings a wealth of business and operational experiences, including from within the semiconductor industry, and we very much look forward to his contributions.”

“I am honored to be selected to join ON Semiconductor’s board of directors during this exciting time for the company. I look forward to supporting the company as it works to achieve its strategic goals, and I am committed to working with the other members of the board and the company’s management team to build additional value for ON Semiconductor’s customers and stockholders,” said Deitrich.

Mr. Deitrich brings to the board more than 25 years of leadership and technical experience from several leading technology firms. Mr. Deitrich currently serves as the president and chief executive officer of Itron, Inc. (NASDAQ: ITRI) and a member of its board of directors. He has extensive experience in product management, research and development, supply chain management, business development and sales. Between 2015 and 2019, Mr. Deitrich served as Itron’s chief operating officer. Prior to joining Itron, Mr. Deitrich served as the senior vice president of several divisions and groups at Freescale Semiconductor. He has also previously held senior positions at Flextronics International, Sony Ericsson and General Electric.

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.

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