

**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 26, 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
<b>Common Stock, par value \$0.01 per share</b>	<b>ON</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Preferred Stock, Series B Junior Participating, Purchase Rights</b>	<b>N/A</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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers**

On October 26, 2020, the Board of Directors (the “*Board*”) of ON Semiconductor Corporation (the “*Corporation*”) elected Susan K. Carter to serve as a director of the Board (“*Director*”) and appointed her to the Audit Committee of the Board, in each case, effective as of October 28, 2020. Ms. Carter’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 her successor is duly elected and qualified, or until her earlier death, resignation, or removal. Ms. Carter’s continued service on the Board will be voted on by the Corporation’s stockholders at the Annual Meeting.

In connection with her election to the Board, Ms. Carter 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 Ms. Carter in connection with her appointment to the Board, which will be in substantially the same form as that entered into with the other Directors and which is incorporated herein by reference.

There are no related party transactions between the Corporation and Ms. Carter that would require disclosure under Item 404(a) of Regulation S-K under the Securities Act of 1933, as amended, nor are there any arrangements or understandings in connection with Ms. Carter’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 Ms. Carter’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 28, 2020, the Corporation issued a press release announcing Ms. Carter’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

The below exhibit is furnished as part of this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">News release for ON Semiconductor Corporation, dated October 28, 2020</a>
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 28, 2020

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

**News Release****Susan K. Carter Joins the ON Semiconductor Board of Directors**

**PHOENIX, Ariz. – Oct. 28, 2020** – ON Semiconductor Corporation (Nasdaq: ON), driving energy-efficient innovations, today announced that Susan K. Carter was appointed to its board of directors and as a member of the board’s audit committee.

“We are excited to welcome Susan to the ON Semiconductor board,” said Alan Campbell, chair of ON Semiconductor’s board of directors. “Sue brings a wealth of business and financial global experiences within Fortune 500 companies and currently serves as a member of the board of directors of Air Products and Chemicals.”

“I am excited to have the opportunity to work with the board and the rest of the extraordinary team at ON Semiconductor that has a strong track record of enhancing customer and shareholder value. I look forward to supporting the company and providing guidance on its financial and operational strategies as the company continues to drive long-term sustainable growth and shareholder returns,” said Carter.

Ms. Carter brings to the board over three decades of financial and management experience in the manufacturing, automotive, aerospace, defense, and engineering and construction industries. As the chief financial officer of global publicly-held corporations, she has extensive experience in international business, finance, transformations, mergers and acquisitions, and environmental, social and governance (ESG) matters.

Ms. Carter received a Bachelor’s degree in accounting from Indiana University and a Master’s degree in business administration from Northern Illinois University. She is also a Certified Public Accountant.

**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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