

SILICON LABORATORIES INC

FORM 8-K (Current report filing)

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Address	400 W CESAR CHAVEZ AUSTIN, TX 78701
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): February 28, 2017

SILICON LABORATORIES INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-29823
(Commission File Number)

74-2793174
(IRS Employer
Identification No.)

400 West Cesar Chavez, Austin, TX 78701
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (512) 416-8500

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 (see General Instruction A.2. below):

- 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))
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Item 7.01 Regulation FD Disclosure

On February 28, 2017, the Company issued a press release regarding the pricing of a private offering of \$350,000,000 aggregate principal amount of convertible senior notes due 2022 to be issued by the Company pursuant to Rule 144A under the Securities Act of 1933, as amended. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

99.1 Press Release dated February 28, 2017

SIGNATURE

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.

SILICON LABORATORIES INC.

March 1, 2017

Date

/s/ John C. Hollister

John C. Hollister

Senior Vice President and

Chief Financial Officer

(Principal Financial Officer)

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 28, 2017



News Release

Silicon Labs Announces Pricing of Private Offering of \$350 Million of 1.375% Convertible Senior Notes

AUSTIN, Texas – February 28, 2017 – Silicon Labs (NASDAQ: SLAB) today announced the pricing of its offering of \$350 million aggregate principal amount of 1.375% Convertible Senior Notes due 2022 (the “notes”) in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. Silicon Labs also granted the initial purchasers a 30-day option to purchase up to an additional \$50 million aggregate principal amount of additional notes. The offering is expected to close on March 6, 2017, subject to customary closing conditions.

The notes will be Silicon Labs’ general unsecured obligations. The notes will bear interest semi-annually in cash payable on March 1 and September 1 at a rate of 1.375% per year beginning on September 1, 2017, and will mature on March 1, 2022, unless repurchased, redeemed or converted at an earlier date. The notes will not be redeemable at Silicon Labs’ option prior to March 6, 2020. Silicon Labs may redeem all or any portion of the notes, at Silicon Labs’ option, on or after March 6, 2020, if the last reported sale price of Silicon Labs common stock has been at least 130% of the conversion price then in effect for at least 20 trading days during any 30 consecutive trading day period (including the trading day immediately preceding the date on which Silicon Labs provides notice of redemption) at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest.

The notes will be convertible at an initial conversion rate of 10.7744 shares of Silicon Labs common stock per \$1,000 principal amount of the notes, which is equivalent to an initial conversion price of approximately \$92.81 per share, which represents an approximately 37.5% conversion premium to the closing sale price of \$67.50 per share of Silicon Labs common stock on NASDAQ on February 28, 2017. Prior to the close of business on the business day immediately preceding December 1, 2021, the notes will be convertible at the option of the holders only upon the satisfaction of certain conditions and during certain periods. Thereafter, until the close of business on the business day immediately preceding the maturity date, the notes will be convertible at the option of the holders at any time regardless of these conditions. Upon any conversion, the notes will be settled in cash, shares of Silicon Labs common stock, or a combination thereof, at Silicon Labs’ election. If Silicon Labs

undergoes a fundamental change (as defined in the indenture governing the notes), holders may require Silicon Labs to purchase for cash all or part of their notes at a purchase price equal to 100% of the principal amount of the notes to be purchased, plus accrued and unpaid interest, if any, up to, but excluding, the fundamental change purchase date. In addition, if certain make-whole fundamental changes occur or if the notes are subject to redemption, Silicon Labs will, in certain circumstances, increase the conversion rate for any notes converted in connection with such make-whole fundamental change or such redemption.

Silicon Labs estimates that the net proceeds from the offering will be approximately \$340.6 million (or approximately \$389.3 million if the initial purchasers exercise in full their option to purchase additional notes), after deducting discounts, commissions and estimated offering expenses. Silicon Labs plans to use \$72.5 million of the net proceeds from the offering of the notes to repay in full all amounts outstanding under Silicon Labs' existing credit facility. The remaining net proceeds will be used for general corporate purposes.

The offering is being made to qualified institutional buyers pursuant to Rule 144A under the Securities Act, as amended. Neither the notes nor any shares of Silicon Labs common stock issuable upon conversion of the notes have been registered under the Securities Act of 1933, as amended, or under any state securities laws, and may not be offered or sold in the United States or to U.S. persons without registration under, or an applicable exemption from, the registration requirements. This announcement does not constitute an offer to sell, nor is it a solicitation of an offer to buy, these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state or any jurisdiction.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. These statements involve risks and uncertainties that could cause actual results to differ materially from those projected. Such statements may include, without limitation, statements regarding: (i) the ability to complete the offering, and (ii) the use of proceeds described above. These forward-looking statements are not guarantees of future performance and involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied, including, without limitation, the following: (i) general market conditions, including market factors affecting the price of bonds and equity securities, (ii) the amount of cash generated from the business, (iii) prevailing interest rates and (iv) the existence of alternative uses for Silicon Labs' cash.

For more information on these and other risks affecting Silicon Labs' business, please refer to the "Risk Factors" section included in Part I, Item 1A of Silicon Labs' Annual Report on Form 10-K for the fiscal year ended December 31, 2016, as filed with the Securities and Exchange Commission on February 1, 2017. The forward-looking statements contained in this news release are made as of the date hereof, and Silicon Labs does not assume any obligation to update such statements.

Note to editors: Silicon Labs, Silicon Laboratories, the “S” symbol, the Silicon Laboratories logo and the Silicon Labs logo are trademarks of Silicon Laboratories Inc. All other product names noted herein may be trademarks of their respective holders.

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