ADVANCED ANALOGIC TECHNOLOGIES INC
Form 3
June 06, 2011

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â SKYWORKS SOLUTIONS INC

(Last) (First) (Middle)

20 SYLVAN ROAD

(Street)

WOBURN,Â MAÂ 01801

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/26/2011

3. Issuer Name **and** Ticker or Trading Symbol
ADVANCED ANALOGIC TECHNOLOGIES INC [AATI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer _____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0 (1) (2) (3) (4) (5) (6)	I (1) (2) (3) (4) (5) (6)	N/A (1) (2) (3) (4) (5) (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options	Â (1)(2)(3)(4)(5)(6)	Â (1)(2)(3)(4)(5)(6)	Common Stock	0 (1) (2) (3) (4) (5) (6)	$ (1) (2) (3) (4) (5) (6)	I (1) (2) (3) (4) (5) (6)	N/A (1) (2) (3) (4) (5) (6)
Restricted Stock Units	Â (1)(2)(3)(4)(5)(6)	Â (1)(2)(3)(4)(5)(6)	Common Stock	0 (1) (2) (3) (4) (5) (6)	$ (1) (2) (3) (4) (5) (6)	I (1) (2) (3) (4) (5) (6)	N/A (1) (2) (3) (4) (5) (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKYWORKS SOLUTIONS INC 20 SYLVAN ROAD WOBURN,Â MAÂ 01801	Â	Â X	Â	Â

Signatures

Skyworks Solutions, Inc., by: /s/ Mark V.B. Tremallo, Vice President, General Counsel and Secretary — 06/06/2011

**Signature of Reporting Person — Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Skyworks Solutions, Inc. ("Skyworks") and its wholly owned subsidiary, PowerCo Acquisition Corp. ("Merger Sub") entered into an Agreement and Plan of Merger, dated May 26, 2011 (the "Merger Agreement"), with Advanced Analogic Technologies Incorporated ("AATI"), pursuant to which Merger Sub will, subject to the satisfaction or waiver of the conditions therein, merge with and into AATI, and AATI will become a wholly owned subsidiary of Skyworks (the "Merger"). (Continued to Footnote (2))

(2) In connection with the Merger Agreement, Skyworks entered into a stockholder agreement (the "Stockholder Agreement"), dated as of May 26, 2011, with the following directors and officers of AATI (each a "Stockholder" and collectively, the "Stockholders"): Richard K. Williams, Samuel J. Anderson, Jason L. Carlson, Jaff Lin, Thomas P. Redfern, Chandramohan Subramanian, Jun-Wei Chen, Ashok Chandran and Kevin D'Angelo. The Stockholders collectively own 2,576,028 issued and outstanding shares of Common Stock, options currently vested or vesting in the 60 days following May 26, 2011 (without giving effect to any acceleration that may occur upon consummation of the Merger) that are exercisable for 2,430,725 shares of Common Stock and restricted stock units that are currently vested or vesting in the 60 days following May 26, 2011 (without giving effect to any acceleration of vesting that may occur upon consummation of the Merger), (Continued to Footnote (3))

(3) that are subject to settlement in stock for a total of 0 shares of Common Stock, representing, in the aggregate 11.03% of the 42,971,079 shares of Common Stock outstanding as of May 24, 2011. Shares of AATI Common Stock that may be issued pursuant to options and restricted stock units that are, or will be vested and exercisable in the 60 days following May 26, 2011 are deemed outstanding for calculating the percentage ownership of Skyworks. Under the terms of the Stockholder Agreement, any shares of Common Stock received by the Stockholders upon the exercise of stock options or the settlement of restricted stock units are subject to the provisions of the Stockholder Agreement. (Continued to Footnote (4))

(4) Pursuant to the Stockholder Agreement, each Stockholder has agreed to vote all shares of Common Stock beneficially owned by such Stockholder in favor of adoption of the Merger Agreement and approval of the Merger and the other transactions contemplated by the Merger Agreement and against any other acquisition proposal or alternative acquisition agreement made in opposition to the consummation of the Merger and the transactions contemplated by the Merger Agreement. The Stockholders have also granted Skyworks an irrevocable proxy to vote their shares of Common Stock at any meeting of stockholders called with respect to the adoption of the Merger Agreement and approval of the Merger and the other transactions contemplated by the Merger Agreement. (Continued to

Footnote (5))

(5) Under certain circumstances, the Merger Agreement allows AATI's Board of Directors to withdraw its support for the Merger Agreement and, in certain circumstances, including circumstances involving the receipt of an unsolicited superior proposal, to terminate the Merger Agreement. If the Merger Agreement is terminated in accordance with its terms, the Stockholders Agreement terminates concurrently with the termination of the Merger Agreement and the proxy granted to Skyworks automatically terminates. As a result of the Stockholder Agreement, Skyworks may be deemed to be the beneficial owner of 5,006,753 shares of Common Stock which are subject to the Stockholder Agreement, which represent approximately 11.03% of the shares of Common Stock of AATI based on the number of shares represnted by AATI to Skyworks in the Merger Agreement as being issued and outstanding as of the close of busienss on May 24, 2011. (Continued to Footnote (6))

(6) The filing of this Initial Statement of Beneficial Ownership of Securities on Form 3 shall not be construed as an admission by Skyworks that it is the beneficial owner of any shares of Common Stock for purposes of Section 13(d), 13(g) or 16 of the Exchange Act, and such beneficial ownership is expressly disclaimed. Furthermore, because Skyworks does not have any pecuniary interest in the shares of Common Stock covered by the Stockholder Agreement, beneficial ownership over such shares is expressly disclaimed for reporting purposes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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