

SEMTECH CORP
Form 8-K
February 28, 2007
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 22, 2007

Semtech Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-6395
(Commission File Number)

95-2119684
(IRS Employer Identification No.)

200 Flynn Road
Camarillo, California
(Address of Principal Executive Offices)

93012-8790
(Zip Code)

805-498-2111

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) Amendments to Articles of Incorporation or Bylaws

On February 22, 2007 the Board of Directors of the Company amended the Company's Bylaws (Bylaws).

Section 2.07 of the Bylaws, regarding the Company's obligation to make a stockholder list available in advance of the annual meeting of stockholders, was amended to permit the Company to provide the list electronically. Changes to facilitate the use of technology were also made in Sections 3.04 (Resignation and Removal) and 3.13 (Committees).

Article IV of the Bylaws was amended to delete the requirement that the Board elect a Treasurer, as a Treasurer is not required under Delaware law and the Company desires the flexibility to allocate traditional treasury functions among a number of individuals. The revised Bylaws provide that a Treasurer may be appointed, if so desired.

Article VI of the Bylaws was amended to specifically permit the issuance of uncertificated shares of stock. This action is preparatory to the Company's future participation in the Direct Registration System, which permits an investor's ownership position to be recorded and maintained electronically by the Company or its transfer agent and permits electronic transfer of the shares. The amended Bylaws provide that every holder of uncertificated shares shall be entitled to have a certificate upon request.

The amendments also make several other minor changes that are conforming in nature.

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The amended Bylaws are attached to this report as Exhibit 3.1 and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

Exhibit 3.1 Bylaws of Semtech Corporation, as amended February 22, 2007

Forward-Looking and Cautionary Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are statements other than historical information or statements of current condition and relate to matters such as future

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financial performance, future operational performance, the anticipated impact of specific items on future earnings, and our plans, objectives and expectations. Some forward-looking statements may be identified by use of terms such as expects, anticipates, intends, estimates, believes, projects, should, will, plans and similar words.

Forward-looking statements involve known and unknown risks and uncertainties that could cause actual results and events to differ materially from those projected. Forward-looking statement should be considered in conjunction with the cautionary statements contained in the Risk Factors section and elsewhere in the Company's Annual Report on Form 10-K for the fiscal year ended January 29, 2006, in the Company's other filings with the SEC, and in material incorporated therein by reference. Forward-looking statements should not be regarded as representations by the Company that its objectives or plans will be achieved or that any of its operating expectations or financial forecasts will be realized. The Company assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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.

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Date: February 28, 2007

SEMTECH CORPORATION

By: /s/ Emeka Chukwu

Emeka Chukwu
Chief Financial Officer

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INDEX TO EXHIBITS

Exhibit Number

Description of Document

Exhibit 3.1

Bylaws of Semtech Corporation, as amended February 22, 2007

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