

ADVANCED ANALOGIC TECHNOLOGIES INC
 Form 4
 January 13, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 SKYWORKS SOLUTIONS, INC.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 20 SYLVAN ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/10/2012

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

WOBURN, MA 01801

(City) (State) (Zip)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/10/2012		P		41,858,606 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	A	\$ 5.8
						I	41,858,606
Common Stock	01/10/2012		P		2,459,084 <u>(5)</u>	A	\$ 5.8
						I	1,000

See footnotes (1) (2) (3) (4)

See footnote (5)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKYWORKS SOLUTIONS, INC. 20 SYLVAN ROAD WOBURN, MA 01801		X		
PowerCo Acquisition Corp. 20 SYLVAN ROAD WOBURN, MA 01801		X		

Signatures

/s/ Mark V. B. Tremallo, Name: Mark V.B. Tremallo, Title: Vice President, General Counsel and Secretary, Skyworks Solutions, Inc. 01/13/2012

__Signature of Reporting Person Date

/s/ Mark V. B. Tremallo, Name: Mark V.B. Tremallo, Title: Vice President, General Counsel and Secretary, PowerCo Acquisition Corp. 01/13/2012

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) PowerCo Acquisition Corp. ("Purchaser"), a wholly-owned subsidiary of Skyworks Solutions, Inc. ("Skyworks"), Skyworks and Advanced Analogic Technologies Incorporated ("Issuer") entered into an Agreement and Plan of Merger, dated as of May 26, 2011, as amended by Amendment No. 1, dated November 30, 2011, pursuant to which Purchaser conducted a cash tender offer (the "Offer") to purchase all outstanding shares of common stock, par value \$0.001 (the "Shares") per Share, of the Issuer at a price of \$5.80 per Share, net to the seller in cash, subject to any required withholding of taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 9, 2011.

(2) The Offer expired at 12:00 midnight, Eastern Standard Time at the end of January 9, 2012. An initially estimated 42,861,222 Shares were validly tendered and not withdrawn (including certain Shares tendered under guaranteed delivery procedures), representing approximately 96.71% of the Issuer's outstanding Shares. On January 10, 2012, Purchaser accepted for payment all validly tendered and not withdrawn

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Shares. On January 12, 2012, 1,002,616 Shares tendered under guaranteed delivery procedures were not delivered. As such, Purchaser purchased 41,858,606 Shares total, representing approximately 94.45% of the Issuer's outstanding Shares. Purchaser is the owner of the Shares purchased in the Offer.

- Pursuant to the terms of the Agreement and Plan of Merger, Purchaser was given a top-up option to purchase the number of shares equal to the lesser of (i) the number of Shares that, when added to the number of Shares owned by Purchaser as of immediately prior to the exercise of the top-up option, constitutes one share more than ninety percent (90%) of the number of Shares then outstanding (assuming the issuance of the top-up option Shares) or (ii) the aggregate of the number of shares of Issuer common stock held as treasury shares by Issuer and its subsidiaries and the number of shares of common stock that Issuer was authorized to issue under its certificate of incorporation but that were not issued and outstanding (and were not reserved for issuance pursuant to the exercise of Issuer options or warrants) as of immediately prior to the exercise of the top-up option. (footnote continued in footnote 4)
- (3)

- (continued from footnote 3) On January 10, 2012, Purchaser exercised its top-up option as a precautionary measure to ensure it obtained a sufficient number of newly issued Shares to have ownership of at least 90% of the outstanding Shares. Prior to the time the merger was effected, a sufficient number of Shares had been received and verified by the depository that the top-up option shares were ultimately not required to enable the merger to be effected.
- (4)

- On January 10, 2012, all outstanding Shares of the Issuer were canceled in a merger of the Issuer with and into the Purchaser, in which the Issuer was the surviving corporation. Prior to the merger, Skyworks held 1,000 shares of common stock of the Purchaser, which represented all of the issued and outstanding capital stock of the Purchaser. At the effective time of the merger, each share of the Purchaser was converted into one share of common stock of the Issuer, resulting in the acquisition by Skyworks of 100% of the equity interest of the Issuer.
- (5)

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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