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SKYWORKS SOLUTIONS INC
Form SC 13D/A
September 29, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Skyworks Solutions, Inc.

(Name of Issuer)

Common Stock, par value \$0.25 per share

(Title of Class of Securities)

83088M102

(CUSIP Number)

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660-3095
Attention: Dennis E. O'Reilly, Esq.
Senior Vice President, General
Counsel and Secretary
(949) 483-4600

with a copy to:

Chadbourne & Parke LLP
30 Rockefeller Plaza
New York, NY 10112
Attention: Peter R. Kolyer, Esq.
(212) 408-5100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

September 12, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition that is the subject of this Schedule 13D, and is filing this
schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check
the following box

The information required on the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 (the "Act") or otherwise subject to the liabilities of that section of the
Act but shall be subject to all other provisions of the Act.

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 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 Conexant Systems, Inc. 25-1799439

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS
 00

 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

 NUMBER OF 7 SOLE VOTING POWER
 SHARES 6,182,907*

BENEFICIALLY 8 SHARED VOTING POWER
 OWNED BY 0

 EACH

REPORTING 9 SOLE DISPOSITIVE POWER
 PERSON 6,182,907*

WITH 10 SHARED DISPOSITIVE POWER
 0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 6,182,907

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | _ |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.01%

14 TYPE OF REPORTING PERSON
CO

*464,991 shares of common stock of Skyworks Solutions, Inc. are being held by Conexant Systems, Inc. to satisfy its obligations to deliver Conexant shares under outstanding performance share awards held by Conexant employees.

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This Amendment No. 1 amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission on March 21, 2003 (the "Schedule 13D") relating to the common stock, \$0.25 par value (the "Common Stock"), of Skyworks Solutions, Inc., a Delaware corporation (the "Company"). Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background.

Conexant's principal executive office is located at 4000 MacArthur Boulevard, Newport Beach, California 92660-3095.

Item 5. Interest in Securities of the Issuer.

On September 12, 2003, the Company completed an offering of 9,200,000 shares of Common Stock (the "Offering"). Based on the Company's Prospectus Supplement dated September 9, 2003 to the Prospectus dated August 11, 2003 filed with the Securities and Exchange Commission as part of the Registration Statement on Form S-3 dated August 11, 2003, following the Offering, there were 148,596,161 shares of Common Stock issued and outstanding. On September 12, 2003, Conexant beneficially owned the Performance Plan Shares, representing 464,991 shares of Common Stock, and the Note, which was convertible on that date into 5,717,916 shares of Common Stock (the "Conversion Shares") based on the then-current conversion price of \$7.87. Assuming conversion of the Note in full on September 12, 2003 Conexant's percentage beneficial ownership would have been approximately 4.01% of the outstanding Common Stock. If the ten-day average closing price of the Common Stock falls below \$7.87, the Note will be convertible into a larger number of

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shares of Common Stock, but in no event will the Note be convertible into more than 7,147,395 shares of Common Stock. Assuming conversion of the Note in full for the maximum possible number of shares of Common Stock, Conexant's percentage beneficial ownership would be approximately 4.89% of the outstanding Common Stock. Conexant has the sole power to vote or dispose of the Performance Plan Shares and the Conversion Shares.

Conexant has not engaged in any transactions involving shares of Common Stock during the 60 days prior to the date of this statement.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

Dated: September 29, 2003

CONEXANT SYSTEMS, INC.

By: /s/ Dennis E. O'Reilly

Dennis E. O'Reilly
Senior Vice President, General Counsel
and Secretary