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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**October 3, 2020  
Date of Report (Date of earliest event reported)**

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**ON Semiconductor Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39317**  
(Commission  
File Number)

**36-3840979**  
(IRS Employer  
Identification No.)

**ON Semiconductor Corporation**  
**5005 E. McDowell Road**  
**Phoenix, Arizona**  
(Address of principal executive offices)

**85008**  
(Zip Code)

**(602) 244-6600**  
(Registrant's telephone number, including area code)

**Not applicable**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class  | Trading<br>Symbol(s) | Name of each exchange<br>on which registered |
|--|----------------------|--|
| Common Stock, par value \$0.01 per share                           | ON                   | The Nasdaq Stock Market LLC                  |
| Preferred Stock, Series B Junior Participating,<br>Purchase Rights | N/A                  | The NASDAQ Stock Market LLC                  |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers**

On October 3, 2020, the Board of Directors (the “**Board**”) of ON Semiconductor Corporation (the “**Corporation**”) elected Thomas L. Deitrich to serve as a director of the Board (“**Director**”) effective October 5, 2020. Mr. Deitrich’s term as a Director will continue until the earlier of the 2021 annual meeting of stockholders of the Corporation (the “**Annual Meeting**”) or until his successor is duly elected and qualified, or until his earlier death, resignation, or removal. Mr. Deitrich’s continued service on the Board will be voted on by the Corporation’s stockholders at the Annual Meeting. The Board has not yet determined committee appointments for Mr. Deitrich.

In connection with his election to the Board, Mr. Deitrich will participate in the standard compensation and benefits package offered to the Corporation’s non-employee Directors, as described under the heading “2019 Compensation of Directors” in the Corporation’s proxy statement relating to its 2020 annual meeting of stockholders filed with the Securities and Exchange Commission on April 6, 2020. In addition, the Corporation will enter into an indemnification agreement with Mr. Deitrich in connection with his appointment to the Board, which will be in substantially the same form as that entered into with the other Directors and is incorporated herein by reference.

There are no related party transactions between the Corporation and Mr. Deitrich that would require disclosure under Item 404(a) of Regulation S-K, nor are there any arrangements or understandings in connection with Mr. Deitrich’s election to the Board other than as set forth in this Current Report on Form 8-K.

A copy of the Corporation’s press release announcing Mr. Deitrich’s election as a Director is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 7.01 Regulation FD Disclosure.**

On October 5, 2020, the Corporation issued a press release announcing Mr. Deitrich’s election to the Board. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 99.1               | <a href="#">News release for ON Semiconductor Corporation, dated October 5, 2020</a> |
| 104                | Cover Page Interactive Data File (embedded with Inline XBRL document)                |

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**SIGNATURES**

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.

ON SEMICONDUCTOR CORPORATION  
(Registrant)

Date: October 5, 2020

By: /s/ GEORGE H. CAVE  
George H. Cave  
Executive Vice President, General Counsel, Chief Compliance Officer,  
Chief Risk Officer, and Secretary