

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

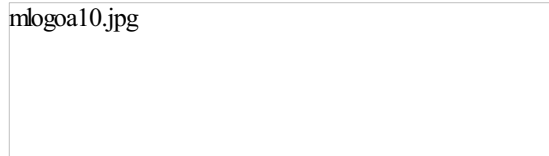
Washington, D.C. 20549

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)

March 3, 2025



MICROCHIP TECHNOLOGY INCORPORATED

(Exact Name Of Registrant As Specified In Its Charter)

Delaware

(State Or Other Jurisdiction Of Incorporation)

0-21184

(Commission File No.)

86-0629024

(IRS Employer Identification No.)

2355 West Chandler Boulevard, Chandler, Arizona 85224-6199

(Address Of Principal Executive Offices, Including Zip Code)

(480) 792-7200

(Registrant's Telephone Number, Including Area Code)

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:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock \$0.001 par value per share	MCHP	NASDAQ Stock Market LLC (Nasdaq Global Select Market)

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. ☐

Item 2.05. Costs Associated with Exit or Disposal Activities

On March 3, 2025, Microchip Technology Incorporated (the "Company") announced additional restructuring actions to reduce costs and resize its manufacturing operations. The Company had previously announced, on December 2, 2024, that it was closing its manufacturing operations at its Tempe, Arizona wafer fabrication facility (referred to as "Fab 2"). With respect to the Fab 2 closure, the Company now expects to be able to shut down the manufacturing operations in May 2025 which is several months earlier than previously expected. The Fab 2 facility and equipment are available for sale by the Company.

In addition to the Fab 2 closure, commencing March 3, 2025, the Company is reducing headcount at its Fab 4 facility in Gresham, Oregon, its Fab 5 facility in Colorado Springs, Colorado and its backend manufacturing facility in the Philippines. The Company also is reducing headcount in various business units and support groups. The total headcount reductions from these actions will be approximately 2,000 employees and the Company estimates that it will incur between \$30 million and \$40 million of related costs, consisting of cash severance, other severance benefits and other related restructuring costs. The Company expects these actions to be communicated to employees in the March 2025 quarter and fully implemented by the end of the June 2025 quarter. Additionally, the Company expects these actions to reduce its ongoing operating expenses by approximately \$90 million to \$100 million on an annualized basis when fully implemented. In addition to the approximately \$90 million in annual cash savings that the Company disclosed on December 2, 2024 related to its closure of Fab 2, the additional actions in Fab 4 and Fab 5 will reduce the Company's employment related costs in its factories by approximately an additional \$25 million. The Company also expects to incur charges of approximately \$45 million in connection with the cancellation or modification of long-term supply agreements that the Company has with certain wafer foundries. These agreements are being cancelled/modified at this time as the Company does not expect that it will purchase the specified number of wafers within the time periods required in the agreements.

The estimates of the above restructuring costs will be refined over time as more information becomes available. The Company may incur additional expenses in connection with these actions that are not currently contemplated. The charges that the Company expects to incur in connection with these actions are estimates and subject to a number of assumptions, and actual results may differ materially. The Company has not yet determined if any accelerated depreciation or impairment charges will be recorded.

Safe Harbor Statement

The statements in this Form 8-K relating to the timing of the shut-down of manufacturing operations at Fab 2, the number, cost and timing of headcount reductions at other facilities, the amount of expected reductions in operating expenses, the amount and timing of capital equipment write-downs and amount and timing of charges related to the cancellation or modification of long-term supply agreements are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties that could cause our actual results to differ materially, including, but not limited to: any continued uncertainty, fluctuations or weakness in the U.S. and world economies (including China and Europe) due to changes in interest rates, high inflation, tariffs, actions taken or which may be taken by the new Trump administration or the U.S. Congress, monetary policy, political, geopolitical, trade or other issues in the U.S. or internationally (including the military conflicts in Ukraine-Russia and the Middle East); further decreases or increases in demand or market acceptance of our products and the products of our customers and our ability to respond to any decreases or increases in market demand or customer requests to reschedule or cancel orders; the mix of inventory we hold; our ability to satisfy any short-term orders from our inventory and our ability to effectively manage our inventory levels; the impact that the CHIPS Act will have on increasing manufacturing capacity in our industry by providing incentives for us, our competitors and foundries to build new wafer manufacturing facilities or expand existing facilities; the amount and timing of any incentives we may receive under the CHIPS Act, the impact of current and future changes in U.S. corporate tax laws (including the Inflation Reduction Act of 2022 and the Tax Cuts and Jobs Act of 2017),

foreign currency effects on our business; changes in utilization of our manufacturing capacity and our ability to effectively manage our production levels to meet any decreases or increases in market demand or any customer requests to reschedule or cancel orders; the impact of inflation on our business; competitive developments including pricing pressures and new product introductions; the level of orders that are received and can be shipped in a quarter; our ability to realize the risks and benefits of our long-term supply assurance program; changes or fluctuations in customer order patterns and seasonality; our ability to effectively manage our supply of wafers from third party wafer foundries to meet any decreases or increases in our needs and the cost of such wafers, our ability to obtain additional capacity from our suppliers to increase production to meet any future increases in market demand; our ability to successfully integrate the operations and employees, retain key employees and customers and otherwise realize the expected synergies and benefits of our acquisitions; the impact of any future significant acquisitions or strategic transactions we may make; the costs and outcome of any current or future litigation or other matters involving our acquisitions (including the acquired business, intellectual property, customers, or other issues); the costs and outcome of any current or future tax audit or investigation regarding our business or our acquired businesses; disruptions in our business or the businesses of our customers or suppliers due to natural disasters (including any floods in Thailand), terrorist activity, armed conflict, war, worldwide oil prices and supply, public health concerns or disruptions in the transportation system; and general economic, industry or political conditions in the United States or internationally.

For a detailed discussion of these and other risk factors, please refer to Microchip's filings on Forms 10-K and 10-Q. You can obtain copies of Forms 10-K and 10-Q and other relevant documents for free at Microchip's website (www.microchip.com) or the SEC's website (www.sec.gov) or from commercial document retrieval services.

Stockholders of Microchip are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date such statements are made. Microchip does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after this March 3, 2025 Form 8-K filing, or to reflect the occurrence of unanticipated events.

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.

Date: March 3, 2025

MICROCHIP TECHNOLOGY INCORPORATED

By: /s/ J. Eric Bjornholt

J. Eric Bjornholt

Senior Vice President and Chief Financial Officer