AMKOR TECHNOLOGY, INC.
Form DEF 14A
April 03, 2018

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934
Filed by the Registrant þ
Filed by a Party other than the Registrant ¨

Check the appropriate box:

o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)
þ Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to Rule 14a-12

AMKOR TECHNOLOGY, INC.

(Name of Registrant as Specified In Its Charter)

(Names of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):
þ No fee required.
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(4) Date Filed:

1

2045 East Innovation Circle
Tempe, Arizona 85284

April 3, 2018
To Our Stockholders:
You are cordially invited to attend the Annual Meeting of Stockholders of Amkor Technology, Inc. The Annual Meeting will be held on Tuesday, May 1, 2018, at 9:00 a.m., at the Philadelphia Marriott West, 111 Crawford Avenue, West Conshohocken, Pennsylvania 19428, telephone number (610) 941-5600.
The actions expected to be taken at the Annual Meeting are described in detail in the attached Proxy Statement and Notice of Annual Meeting of Stockholders.
We also encourage you to read our Annual Report. It includes information about our company, as well as our audited financial statements. A copy of our Annual Report was previously sent to you or is included with this Proxy Statement.
Please use this opportunity to take part in the affairs of Amkor by voting on the business to come before this meeting. Whether or not you plan to attend the meeting in person, please complete, sign, date and return the accompanying proxy in the enclosed postage-prepaid envelope or submit your proxy by internet or telephone to ensure that your shares are represented at the Annual Meeting. Returning the proxy does NOT deprive you of your right to attend the meeting and to vote your shares in person for the matters to be acted upon at the meeting.
Thank you for your continuing support.
Sincerely,

James J. Kim
Executive Chairman of the Board

AMKOR TECHNOLOGY, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held on May 1, 2018
Dear Amkor Stockholder:
On Tuesday, May 1, 2018, Amkor Technology, Inc., a Delaware corporation, will hold its Annual Meeting of Stockholders at the Philadelphia Marriott West, 111 Crawford Avenue, West Conshohocken, Pennsylvania 19428, telephone number (610) 941-5600. The meeting will begin at 9:00 a.m.
Only stockholders of record who held shares of Amkor common stock at the close of business on March 16, 2018 may vote at this meeting or any adjournments or postponements that may take place. A complete list of stockholders entitled to vote at the Annual Meeting will be available for examination by the stockholders for any purpose relating to the meeting at our principal executive offices at 2045 East Innovation Circle, Tempe, Arizona 85248, for a period of at least ten days prior to the meeting. The list also will be available at the Annual Meeting.
At the meeting, stockholders will consider and act upon the following matters:
1. Election of the ten directors named in the proxy statement;
2. An advisory vote to approve the compensation of our named executive officers;
3. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2018; and
4. Such other business as may properly come before the meeting and any adjournment or postponement.

The Board of Directors recommends that you vote in favor of proposals 1, 2, and 3 as outlined in this proxy statement.
The approximate mailing date of this proxy statement and proxy card is April 3, 2018.
BY ORDER OF THE BOARD OF DIRECTORS

Gil C. Tily
Executive Vice President, Chief
Administrative Officer, General Counsel and
Corporate Secretary
April 3, 2018
Tempe, Arizona

YOUR VOTE IS IMPORTANT

To assure your representation at the Annual Meeting, you are requested to complete, sign and date the enclosed proxy as promptly as possible and return it in the enclosed postage-prepaid envelope, or submit your proxy by internet or telephone.

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to Be Held on May 1, 2018:

The Proxy Statement for the Annual Meeting of Stockholders and our Annual Report to Stockholders for the year ended December 31, 2017 are available at: www.edocumentview.com/amkr.

AMKOR TECHNOLOGY, INC.

PROXY STATEMENT

INFORMATION CONCERNING SOLICITATION AND VOTING

This proxy statement is furnished in connection with the solicitation of proxies by Amkor Technology, Inc.'s Board of Directors. The proxies will be voted at the Annual Meeting of Stockholders to be held on Tuesday, May 1, 2018, at 9:00 a.m., and at any adjournments or postponements that may take place.

The Annual Meeting will be held at the Philadelphia Marriott West, 111 Crawford Avenue, West Conshohocken, Pennsylvania 19428, telephone number (610) 941-5600. Our principal executive offices are located at 2045 East Innovation Circle, Tempe, Arizona 85284, telephone number (480) 821-5000.

We intend to mail definitive copies of these proxy materials on or about April 3, 2018 to stockholders of record who held our common stock at the close of business on March 16, 2018.

The following is important information in a question-and-answer format regarding the Annual Meeting and this proxy statement.

Q: What may I vote on?

A: 1. The election of ten nominees named in this proxy statement to serve on our Board of Directors;
2. An advisory vote to approve the compensation of our named executive officers;
3. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2018.

Q: How does the Board recommend I vote on the proposals?

A: The Board recommends a vote FOR each of the director nominees, FOR the approval, on an advisory basis, of the compensation of our named executive officers, and FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2018.

Q: Who is entitled to vote?

A: Stockholders of record as of the close of business on March 16, 2018 (the "Record Date") are entitled to vote at the Annual Meeting. Each stockholder is entitled to one vote for each share of common stock held on the Record Date. As of the Record Date, 239,497,159 shares of Amkor's common stock were outstanding.

Q: How do I vote?

A: Registered holders may vote:

- In person at the Annual Meeting;
- By mail by signing and dating each proxy card you receive and returning it in the postage-prepaid envelope; or
- By internet or telephone, by following the instructions on the proxy card.

If your shares are held by a bank, brokerage firm or other record holder, please refer to your proxy card or other information provided to you for instructions on how to vote.

If you hold your shares through a broker and do not provide your broker with specific voting instructions, under the rules that govern brokers in such circumstances, your broker will have the discretion to vote such shares on routine matters, but not on non-routine matters. Even though we are a Nasdaq-listed company, the New York Stock Exchange ("NYSE") rules govern how a broker licensed by the NYSE can vote shares it holds on behalf of stockholders of Nasdaq-listed companies. As a result:

- Your broker will not have the authority to exercise discretion to vote your shares with respect to the election of directors, the advisory vote to approve the compensation of our named executive officers because NYSE rules treat those matters as non-routine.
- Your broker will have the authority to exercise discretion to vote your shares with respect to the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2018 because that matter is treated as routine under NYSE rules.

Because the proposals to be acted upon at the Annual Meeting include both routine and non-routine matters, we anticipate that brokers may return proxy cards that vote uninstructed shares "FOR" or "AGAINST" the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2018, but expressly state that the broker is NOT voting on the election of directors or the advisory vote to approve the compensation of our named executive officers. A broker's withholding of a vote, in this case with respect to the election of directors and the advisory vote with respect to the compensation of our named executive officers, is referred to as a "broker non-vote". Broker non-votes will not be counted as present or represented for purposes of determining whether stockholder approval of a matter has been obtained and thus will not have an effect on the outcome of the vote.

If you abstain from voting on the approval (on an advisory basis) of the compensation of our named executive officers (Proposal Two), the abstention will have the same effect as a vote against the proposal. If you abstain from voting on the election of directors (Proposal One), or on the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2018 (Proposal Three), the abstention will not have an effect on the outcome of the vote.

Q. What is the voting requirement to approve each of the proposals?

A. In the election of directors (Proposal One), the ten directors receiving the highest number of affirmative votes cast will be elected. Approval, on an advisory basis, of the compensation of our named executive officers (Proposal Two), and ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2018 (Proposal Three), requires the affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote on that proposal at the annual meeting. Abstentions are not counted in the tally of votes FOR or AGAINST a proposal. A withheld vote is the same as an abstention.

Q: What is a "quorum"?

A: A "quorum" is a majority of the outstanding shares entitled to vote at the meeting being present at the meeting or represented by proxy. There must be a quorum for the meeting to be held and action to be validly taken. If you submit a properly executed proxy, even if you abstain from voting, then your shares will be counted toward the presence of a quorum. If a broker indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular matter (broker non-votes), those shares will not be counted as present or represented for purposes of determining whether stockholder approval of that matter has been obtained but will be counted for purposes of establishing a quorum.

Q: How can I change my vote or revoke my proxy?

A: If you are a registered holder, you have the right to revoke your proxy and change your vote at any time before the meeting by (i) submitting a later-dated proxy by mail, internet or telephone; (ii) mailing a written notice of revocation to the attention of Amkor's Corporate Secretary, Amkor Technology, Inc., 2045 East Innovation Circle, Tempe, Arizona 85284; or (iii) attending and voting in person at the Annual Meeting. Attendance at the Annual Meeting, in and of itself, will not constitute a revocation of a proxy. If your shares are held by a bank, brokerage firm or other record holder, please contact that firm or holder for instructions on how to change your vote or revoke your proxy.

Q: What does it mean if I get more than one proxy card?

A: It means you hold shares registered in more than one account. Submit all proxies to ensure that all your shares are voted.

Q: Who can attend the Annual Meeting?

A: All stockholders as of the Record Date may attend. For stockholders of record, government-issued picture identification will be required to enter the meeting. If your shares are held in street name, please bring proof of share ownership with you to the Annual Meeting as well as your government-issued picture identification. A copy of your brokerage account statement or an omnibus proxy (which you can get from your broker) will serve as proof of share ownership. Individuals arriving at the meeting site will not be admitted unless we can verify ownership as of the Record Date as described above or by some other means. Attendees will be subject to security inspections and will be required to comply with other security and procedural measures in place at the Annual

Meeting. Representatives of the Company will be at the entrance to the Annual Meeting, and these representatives will be authorized on the Company's behalf to determine whether the admission policies and procedures are being followed and whether you will be granted admission to the Annual Meeting.

Q: How will voting on any other business be conducted?

A: Although we do not know of any business to be considered at the Annual Meeting other than the proposals described in this proxy statement, if any other business is properly presented at the Annual Meeting, your proxy gives authority to James J. Kim, Amkor’s Executive Chairman, and Stephen D. Kelley, Amkor’s President and Chief Executive Officer, to vote your shares on such matters at their discretion.

Q: How and when may I submit proposals for the 2019

Annual Meeting?

A: To have your proposal included in our proxy statement and form of proxy for the 2019 Annual Meeting of Stockholders, we must receive your written proposal no later than December 5, 2018. You may submit proposals after this date for consideration at the 2019 Annual Meeting of Stockholders, but we are not required to include any proposal submitted after this date in the proxy statement or proxy card.

If you intend to submit a proposal or nomination for director for the 2019 Annual Meeting (but not seek inclusion of such proposal or nomination in the company's proxy

materials), you must comply with the advance notice provisions in our bylaws. To be timely, we must receive written notice of your proposal no earlier than January 1, 2019 and no later than January 31, 2019.

All proposals must, under law, be an appropriate subject for stockholder action and must be submitted in writing to Amkor's Corporate Secretary, Amkor Technology, Inc., 2045 East Innovation Circle, Tempe, Arizona 85284. You should also be aware of certain other requirements you must meet to have your proposal brought before the 2019 Annual Meeting. These requirements

are explained in Rule 14a-8 of the Securities Exchange Act of 1934 (the "Exchange Act"), as amended, and in our bylaws.

Q: Who is soliciting proxies?

A: This solicitation of proxies is made by the Board of Directors. All related costs will be borne by Amkor.

We have retained the services of Georgeson Inc. to aid in the distribution of our Annual Meeting materials to brokers, bank nominees and other institutional owners. We estimate we will pay Georgeson Inc. a fee of approximately $1,500 for such services.

Proxies may also be solicited by certain of Amkor’s

officers and regular employees, without additional compensation, in person or by telephone or facsimile.

PROPOSAL ONE
ELECTION OF DIRECTORS

There are ten incumbent candidates nominated for election to the Board of Directors ("Board of Directors" or "Board") this year. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the election of the ten nominees named below. Each nominee has consented to be named as a nominee in this proxy statement and to serve as a director, if elected. Should any nominee become unable or decline to serve as a director or should additional persons be nominated at the meeting, the proxy holders intend to vote all proxies received by them in such a manner as will assure the election of as many nominees identified below as possible (and, if additional nominees have been designated by the Board to fill any vacancies, in such manner as to elect such additional nominees). Our nominees for the election of directors include six independent directors, as defined in the applicable rules for companies traded on Nasdaq. At the recommendation of our Nominating and Governance Committee, the Board has selected the nominees to serve as directors for a one-year term until our next annual meeting and until their successor is duly elected and qualified, or their earlier resignation or removal. We expect that each nominee will be able to serve as a director.

Required Vote

Directors are elected by a plurality of votes cast, so the ten candidates receiving the highest number of affirmative votes cast will be elected as directors. Votes withheld and broker non-votes are not counted toward the total votes cast in favor of a nominee.

The Board unanimously recommends a vote FOR the election of each of the nominees for director below.

Nominees for the Board of Directors

The following table sets forth the names and the ages as of March 31, 2018 of our ten incumbent directors who are being nominated for re-election to the Board of Directors.

Name	Age	Position
James J. Kim	82	Executive Chairman of the Board
John T. Kim	48	Executive Vice Chairman of the Board
Stephen D. Kelley	55	President, Chief Executive Officer and Director
Douglas A. Alexander(4)	56	Director
Roger A. Carolin(1)(2)(3)(4)	62	Director
Winston J. Churchill(2)(3)(4)	77	Lead Independent Director
Susan Y. Kim	55	Director
MaryFrances McCourt(4)	56	Director
Robert R. Morse(1)(2)(4)	62	Director
David N. Watson(1)(4)	59	Director

Notes

(1) Member of Audit Committee.
(2) Member of Compensation Committee.
(3) Member of Nominating and Governance Committee.
(4) Qualifies as "independent" under the definition set forth in the Nasdaq listing standards and U.S. Securities and Exchange Commission ("SEC") regulations, as determined by the Board of Directors.

Biographies of Nominees for the Board of Directors

James J. Kim. James J. Kim was appointed as Executive Chairman of the Board of Directors in October 2009. Mr. Kim served as our Chairman and Chief Executive Officer from September 1997 until October 2009. Mr. Kim founded our predecessor, Amkor Electronics, Inc., in 1968 and served as its Chairman from 1970 to April 1998. James J. Kim is the father of John T. Kim, Executive Vice Chairman of our Board, and director Susan Y. Kim.

7

As a result of these and other professional experiences and his 50 years of service as our Chairman and Chief Executive Officer, Mr. Kim has a comprehensive understanding of the semiconductor industry and our business, and possesses particular knowledge and experience in strategic planning and customer relationships, manufacturing and operations, and the finance areas relevant to the company, which are among the key attributes which qualify Mr. Kim for election to our Board.

John T. Kim. John T. Kim has been a director of Amkor since August 2005, Vice Chairman of the Board of Directors from August 2013 to February 2015, and Executive Vice Chairman of the Board since February 2015. Mr. Kim served in various capacities at Amkor between 1992 and 2005, as an Amkor employee and as an employee of our predecessor, Amkor Electronics, Inc., including Director of Investor Relations, Director of Corporate Development and Director of Procurement. John T. Kim is the son of James J. Kim, Executive Chairman of our Board of Directors, and brother of director Susan Y. Kim.

As a result of his years of service in various capacities at Amkor, including service on our Board, Mr. Kim has a significant understanding of the semiconductor industry and our business, and possesses particular knowledge and experience in our business and operations, and as an investor, which are among the key attributes which qualify Mr. Kim for election to our Board.

Stephen D. Kelley. Stephen D. Kelley joined Amkor in May 2013 as President and Chief Executive Officer, and is also a member of our Board of Directors. Mr. Kelley has more than 25 years of experience in the global semiconductor industry, including as Executive Vice President and Chief Operating Officer of Cree from 2008 to 2011, and in executive roles at Texas Instruments and Philips Semiconductors. He has also held various managerial positions at National Semiconductor and Motorola. Prior to joining Amkor, Mr. Kelley served as Senior Advisor to Advanced Technology Investment Company, the Abu Dhabi-sponsored investment company that owns GlobalFoundries, until December 2012. Mr. Kelley holds a Bachelor's degree in Chemical Engineering from Massachusetts Institute of Technology and a J.D. from Santa Clara University.

As a result of these and other professional experiences, Mr. Kelley has a comprehensive understanding of the semiconductor industry and broad management experience in our business, and possesses particular knowledge and experience in strategic planning, business development, technology, manufacturing and operations relevant to our business, which are among the key attributes which qualify Mr. Kelley for election to our Board.

Douglas A. Alexander. Douglas A. Alexander has been a director of Amkor since February 2018. Mr. Alexander was an original member of the advisory board of Actua Corporation (formerly named ICG Group, Inc.), a multi-vertical cloud technology company. Mr. Alexander joined Actua full-time in September 1997 as Managing Director and was appointed President in January 2009 where he served until December 2017. During his tenure at Actua, Mr. Alexander served in many senior management roles including as CEO of WiseWire Technologies, which was acquired by Lycos; CEO of ICG Europe; CEO of Traffic.com, which was acquired by Navteq; and CEO of Channel Intelligence, which was acquired by Google. Mr. Alexander has served on the boards of directors for GovDelivery, Procurian, and Bolt. Mr. Alexander has also served as the Co-Chairman of the Philadelphia National Foundation for Teaching Entrepreneurship (NFTE) and is Chairman of the Management & Technology Executive Board at the University of Pennsylvania. Mr. Alexander holds a B.S. in Electrical Engineering from the University of Pennsylvania and a B.S. in Economics from the Wharton School of Business at the University of Pennsylvania.

As a result of these and other professional experiences, Mr. Alexander possesses particular knowledge and experience in the technology, mergers and acquisitions and executive management areas relevant to our business, which are among the key attributes which qualify Mr. Alexander for election to our Board.

Roger A. Carolin. Roger A. Carolin has been a director of Amkor since February 2006. Mr. Carolin is currently a Venture Partner at SCP Partners, a multi-stage venture capital firm that invests in technology-oriented companies, a position he has held since 2004. Mr. Carolin works to identify attractive investment opportunities and assists portfolio companies in the areas of strategy development, operating management and intellectual property. Mr. Carolin co-founded CFM Technologies, Inc., a global manufacturer of semiconductor process equipment, and served as its Chief Executive Officer for 10 years until the company was acquired. Mr. Carolin formerly worked for Honeywell, Inc. and General Electric Co., where he developed test equipment and advanced computer systems for on-board

missile applications. Mr. Carolin is a director of Innovation Solutions and Support, Inc. Mr. Carolin holds a Bachelor's degree in Electrical Engineering from Duke University and an M.B.A. from the Harvard Business School.

As a result of these and other professional experiences and his prior service on our Board, Mr. Carolin has a significant understanding of the semiconductor industry and our business and possesses particular knowledge and experience in the technology, new business opportunities, semiconductor supply chain, operations, management and finance areas relevant to our business, which are among the key attributes which qualify Mr. Carolin for election to our Board.

Winston J. Churchill. Winston J. Churchill has been a director of Amkor since July 1998 and was appointed Lead Independent Director in August 2013. Mr. Churchill is the managing general partner of SCP Partners, a multi-stage venture capital firm that invests in technology-oriented companies. Mr. Churchill is also Chairman of CIP Capital Management, Inc., an SBA-

licensed private equity fund. Previously, Mr. Churchill was a managing partner of Bradford Associates, which managed private equity funds on behalf of Bessemer Securities Corporation and Bessemer Trust Company. From 1967 to 1983, Mr. Churchill practiced law at the Philadelphia firm of Saul Ewing, LLP, where he served as Chairman of the Banking and Financial Institutions Department, Chairman of the Finance Committee and was a member of the Executive Committee. Mr. Churchill is a director of Innovative Solutions and Support, Inc., Recro Pharma, Inc. and of various SCP portfolio companies. Mr. Churchill also served on the board of directors of Cyalume Technologies Holdings, Inc. and Direct Markets Holdings Corp. In addition, he serves as a director on the boards of a number of charities and as a trustee of educational institutions including the Gesu School and as Chairman of the Young Scholars Charter School, and is a Trustee Fellow of Fordham University and a former Trustee of Georgetown University. From 1989 to 1993, Mr. Churchill served as Chairman of the Finance Committee of the Pennsylvania Public School Employees' Retirement System.

As a result of these and other professional experiences and his prior service on our Board, Mr. Churchill has a significant understanding of our business, and possesses particular knowledge and experience in the technology, corporate governance, finance and legal areas relevant to our business, which are among the key attributes which qualify Mr. Churchill for election to our Board.

Susan Y. Kim. Susan Y. Kim has been a director of Amkor since February 2015. Ms. Kim is an active philanthropist who also sits on the Board of Trustees of the Catholic Foundation of Greater Philadelphia and the Council of Emeritus Directors of the Philadelphia Orchestra. In the past she has served on numerous boards of directors including: the National Constitution Center, The Franklin Institute, the Gesu School, The Shipley School and EB Games Corp. Ms. Kim holds a B.A. in Sociology from Hamilton College. Susan Y. Kim is the daughter of James J. Kim, our Executive Chairman, and sister of John T. Kim, our Executive Vice Chairman.

As a result of her service as a director on numerous boards, including a publicly traded consumer electronics company and several educational institutions and charitable organizations, and other professional experiences, Ms. Kim possesses particular knowledge and experience that qualify her for election to our Board.

MaryFrances McCourt. MaryFrances McCourt has been a director of Amkor since February 2018. Ms. McCourt is Vice President for Finance and Treasurer at the University of Pennsylvania. In her role, Ms. McCourt leads Penn's cash and short-term investment and capital financing strategies as well as oversees Penn's financial functions. Ms. McCourt is responsible for the University's multi-year financial planning efforts and collaborates closely with Penn Medicine leadership on its growth and financial planning. She directly manages the strategic and operational direction of a variety of functions, including the Comptrollers Office, financial training, global support services, research services, risk management and insurance, student registration and financial services and the Treasurer's Office. Prior to joining Penn, Ms. McCourt was the senior vice president and chief financial officer at Indiana University. Ms. McCourt has also served in financial management positions for Agilysis, Inc., a diversified enterprise focused on technology and enterprise system solutions. She earned her bachelor's degree magna cum laude from Duke University and an M.B.A. from Case Western University.

As a result of these and other professional experiences, Ms. McCourt possesses particular knowledge and experience in the finance, treasury and executive management areas relevant to our business, which are among the key attributes which qualify Ms. McCourt for election to our Board.

Robert R. Morse. Robert R. Morse has been a director of Amkor since February 2013. Mr. Morse is currently serving as Chairman of Bridge Investment Group Partners and its affiliates, a real estate fund manager, and as Chairman and Chief Executive Officer of PMC Partners, a private equity firm. Prior to that, Mr. Morse served in various positions with Citi and Salomon Smith Barney since the 1980s, including Chief Executive Officer of Citi's Asia Institutional Client Group and Global Head of Investment Banking. Mr. Morse is a graduate of Yale University, the Harvard Graduate School of Business and the Harvard Law School.

As a result of these and other professional experiences, Mr. Morse possesses particular knowledge and experience in the accounting, finance, capital markets, mergers and acquisitions and international operations areas relevant to our company, which are among the key attributes which qualify Mr. Morse for election to our Board.

David N. Watson. David N. Watson has been a director of Amkor since August 2014. Mr. Watson is currently serving as the President and Chief Executive Officer of Comcast Cable. Prior to his current role, Mr. Watson served as the

Executive Vice President and Chief Operating Officer of Comcast Cable, where he was responsible for day-to-day operations of the cable division, including sales and marketing of cable video, high-speed Internet and voice services, as well as oversight of the three operating divisions and Comcast Spotlight, the advertising sales unit. Before joining Comcast Cable in 1991, he served for seven years with Comcast Cellular Communications, Inc., first as Senior Vice President of sales and marketing and later as President. Previously, he headed sales and marketing efforts at Bell Atlantic Mobile and Metrophone.

As a result of these and other professional experiences, Mr. Watson has broad management experience, and possesses particular knowledge and experience in the marketing, technology, and operations areas relevant to our business, which are among the key attributes which qualify Mr. Watson for election to our Board.

CORPORATE GOVERNANCE

Board and Committee Meetings

The Board of Directors held five meetings and acted by unanimous written consent on one occasion during 2017. All but one director attended at least 75% of all Board of Directors and applicable committee meetings. Mr. John Kim was excused from attending two of the meetings, one of which was for medical reasons.

The Board has established an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. All Committee members are appointed by the Board of Directors.

Audit Committee

We have a separately-designated Audit Committee. The current members of the Audit Committee are Messrs. Zug (the Committee Chairman), Carolin, Morse, Osborne and Watson. Messrs. Zug and Osborne will continue to serve as directors until the 2018 Annual Meeting but have notified the Company that they will not stand for re-election.

Our Board of Directors has determined that each of Messrs. Zug, Carolin, Morse, Osborne, Watson and Ms. McCourt meets the independence and financial sophistication requirements set forth in the Nasdaq listing standards and SEC regulations. In addition, the Board has determined that each of Messrs. Zug, Carolin, Morse, Osborne and Ms. McCourt qualifies as an “audit committee financial expert” as defined in SEC regulations. If re-elected to the Board, it is expected that Messrs. Carolin and Morse and Ms. McCourt will serve on the Audit Committee with Mr. Carolin serving as Chairman of the Committee. The responsibilities of the Audit Committee include:

- pre-approving all audit, audit-related and non-audit services provided to Amkor by Amkor’s independent registered public accounting firm;
- appointing, compensating, retaining and overseeing the work of the independent registered public accounting firm;
- reviewing and providing guidance with respect to the external audit and Amkor’s relationship with its independent registered public accounting firm;
- reviewing and discussing with management and the independent registered public accounting firm the contents of periodic reports filed with the SEC and Amkor’s earnings releases;
- reviewing and approving related party transactions (unless such review and approval is conducted by another independent body of the Board of Directors);
- reviewing and providing guidance regarding Amkor’s internal audit function;
- discussing with management and internal audit representatives the activities, organizational structure and qualifications of our internal audit function;
- reviewing any significant findings presented by management or internal auditors regarding the effectiveness of, or any deficiencies in, the design or operation of internal control over financial reporting and any fraud, whether or not material, that involves management or other employees who have a significant role in our internal control over financial reporting, and reviewing before release the disclosure regarding Amkor’s system of internal control over financial reporting required under SEC rules to be contained in Amkor’s periodic filings and the attestations or reports by the independent auditors relating to such disclosure;
- overseeing compliance with the requirements of the SEC for disclosure of the services provided by our independent registered public accounting firm and Audit Committee members, member qualifications and activities;
- reviewing any legal matters that our general counsel has concluded could have a significant impact on our financial statements;
- reviewing our policies and practices with respect to financial risk assessment and financial risk management;

- instituting special investigations as and when the Audit Committee determines appropriate and necessary;
- annually reviewing its own charter, structure, processes and membership requirements; and
- establishing procedures for the confidential, anonymous submission by employees of concerns about questionable accounting or auditing matters.

The Board of Directors has adopted a written charter for the Audit Committee, a copy of which is available on our website at https://www.amkor.com. The Audit Committee met nine times, and acted by unanimous written consent on one occasion in 2017. In executing its responsibilities, Audit Committee members regularly communicate with our management and independent registered public accounting firm.

Compensation Committee

The current members of the Compensation Committee are Messrs. Churchill, Carolin and Morse. If re-elected to the Board, it is expected that Messrs. Churchill, Carolin, Morse and Watson will serve on the Compensation Committee. Mr. Churchill currently serves as the Chairman of the Compensation Committee. The responsibilities of the Compensation Committee include:

- annually reviewing and approving the compensation, including annual base salaries and annual incentive opportunities and compensation policies for our executive officers;
- reviewing and making recommendations to the Board regarding director compensation;
- reviewing, approving and/or making recommendations to the Board regarding all forms of compensation to be provided to the Chief Executive Officer and all of our other executive officers, and reviewing, approving and/or making recommendations to the Board regarding general compensation goals, guidelines and bonus criteria for our employees;
- administering and interpreting the terms and conditions of all current and future equity incentive plans;
- reviewing, approving and/or making recommendations to the Board, as appropriate, regarding other plans that provide for compensation to our employees and directors;
- reviewing and approving any material amendments to our 401(k) plan;
- reviewing and approving the compensation discussion and analysis and committee report for inclusion in our annual proxy statement;
- authorizing the repurchase of shares from terminated employees; and
- annually reviewing the adequacy of its charter.

The Board has adopted a written charter for the Compensation Committee, a copy of which is available on our website at https://www.amkor.com. During 2017, the Compensation Committee met six times.

Nominating and Governance Committee

The current members of the Nominating and Governance Committee are Messrs. Churchill, Carolin and Zug. If re-elected to the Board, it is expected that Messrs. Churchill, Carolin and Alexander will serve on the Nominating and Governance Committee. Mr. Churchill currently serves as the Chairman of the Nominating and Governance Committee. The responsibilities of the Nominating and Governance Committee include:

- evaluating the current composition, organization and governance of the Board and its Committees and making recommendations regarding such matters to the Board;
- periodically assessing desired Board qualifications, expertise and characteristics for potential Board members, and evaluating and proposing nominees for election to the Board;
- developing policies and procedures regarding the review and recommendation of nominees for director;
- overseeing the Board of Directors' performance evaluation process;
- evaluating and making recommendations to the Board of Directors concerning the appointment of directors to Board Committees, the selection of Committee chairs and the proposal of a slate of nominees for election to the Board of Directors;

- evaluating and recommending termination of individual directors in accordance with the Board's governance principles;
- periodically reviewing and re-examining the Nominating and Governance Committee's charter, structure processes and membership and making recommendations to the Board of Directors;
- developing and recommending Corporate Governance Guidelines for the Board of Directors, and periodically reviewing these guidelines as well as our corporate governance practices and procedures;
- periodically reviewing our Code of Business Conduct; and
- periodically reviewing continuing education for members of the Board.

The Board has adopted a written charter for the Nominating and Governance Committee, which is available on our website at https://www.amkor.com. The Nominating and Governance Committee met five times during 2017.

The Nominating and Governance Committee's goal is to ensure that the Board of Directors is made up of individuals of high integrity, personal character and ethical standards, and that the Board reflects a diverse range of professional backgrounds and experience relevant to our business. In the biographies of each of the nominees to the Board described above, we highlighted the experiences and qualifications that were among the most important to the Nominating and Governance Committee and Board in concluding that each such nominee should serve on our Board.

The Nominating and Governance Committee determines the required selection criteria and qualifications of director nominees based upon the needs of our company at the time nominees are considered. The Nominating and Governance Committee considers factors including character, judgment, independence, age, expertise, length of service and other commitments and diversity in experience and background that will strengthen the Board's collective qualifications, skills and experience and contribute to the Board's performance of its responsibilities in the oversight of our business.

The Nominating and Governance Committee will consider the above factors for nominees identified by the Nominating and Governance Committee. The Nominating and Governance Committee uses the same process for evaluating all nominees, regardless of the original source of nomination. The Nominating and Governance Committee does not currently use the services of any third party search firm to assist in the identification or evaluation of Board member candidates. The Nominating and Governance Committee, may, however, use such services in the future as it deems necessary or appropriate.

It is the policy of the Nominating and Governance Committee to consider both recommendations and nominations from stockholders for candidates to the Board of Directors. Stockholders wishing to recommend a candidate for consideration by the Nominating and Governance Committee for election to the Board of Directors can do so by writing to our Corporate Secretary at our principal executive offices. Stockholders shall give (i) such candidate's name, home and business contact information, (ii) a representation that the nominating person intends to appear in person or by proxy at the meeting to nominate the candidate, (iii) if known, the class and total number of shares of Amkor stock beneficially owned by the candidate, (iv) a description of all arrangements or understandings between the nominating person and the candidate and any other person (naming such person) pursuant to which the nomination is being made, (v) detailed biographical data and qualifications, including such candidate's age and principal occupation, (vi) written indication of the candidate's willingness to serve if elected, (vii) the nominating person's name and address, (viii) evidence of the nominating person's ownership of Amkor stock and (ix) a representation whether the nominating person intends or is part of a group which intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of Amkor's outstanding stock required to elect the candidate and/or otherwise to solicit proxies from stockholders in support of the nomination. Nominations for consideration at the 2019 Annual Meeting of Stockholders must be received by our Corporate Secretary no later than January 31, 2019.

Director Independence

The Board of Directors has determined that each of Messrs. Alexander, Carolin, Churchill, Morse, Osborne, Watson and Zug and Ms. McCourt is independent under the Nasdaq listing standards and SEC rules. In reaching a determination that Mr. Churchill is independent under the Nasdaq listing standards and SEC rules, the Board of Directors considered certain relationships between entities affiliated with Mr. Churchill and entities affiliated with James J. Kim. These relationships include transactions, investments or partnerships in which Mr. Churchill and Mr. Kim, or entities affiliated with them, have a direct or indirect financial interest. None of these relationships

involved Amkor. The Board determined that Mr. Churchill satisfies the independence requirements set forth by both Nasdaq and the SEC. In reaching a determination that Mr. Morse is independent under the Nasdaq listing standards and SEC rules, the Board considered investments which Mr. Kim has in funds affiliated with an entity in which Mr. Morse has an interest. These investments do not involve Amkor. The Board determined that Mr. Morse satisfies the independence requirements set forth by both Nasdaq and the SEC.

Communications with the Board of Directors

Although we do not currently have a formal policy regarding communications with the Board of Directors, stockholders may communicate with the Board of Directors by writing to us at Amkor Technology, Inc., Attn: Corporate Secretary, 2045 East Innovation Circle, Tempe, Arizona 85284. Stockholders who would like their submission directed to a particular Board member may so specify and the communication will be forwarded, as appropriate.

Corporate Governance Guidelines and Codes of Ethics

Our Board has adopted Corporate Governance Guidelines, a Code of Business Conduct which applies to all of our officers and employees worldwide, and a separate Director Code of Ethics which applies to our directors. These documents are available on our website under the heading “Corporate Governance” at https://www.amkor.com.

Board Leadership Structure

As part of its review of Amkor’s overall corporate governance practices, the Board of Directors periodically reviews its leadership structure. James J. Kim, Amkor’s founder, serves as the Executive Chairman of the Board of Directors. Amkor has a separate President and Chief Executive Officer who is also a member of the Board of Directors. As a result of this structure, Amkor continues to benefit from Mr. Kim’s extensive experience in the semiconductor industry and management expertise based on his longstanding leadership role. Amkor also benefits from the expertise and broad management experience that our President and Chief Executive Officer, Mr. Kelley, brings to the Board.

John T. Kim serves as Executive Vice Chairman of the Board. The Executive Vice Chairman is responsible for assisting the Chairman of the Board, presiding over meetings of the Board in the absence of the Chairman, and for such other duties and responsibilities as set forth in the bylaws or determined by the Board or the Chairman from time to time. In this role, Mr. Kim resides in Korea, and works closely with the company's senior executives in formulating strategy and policies and providing guidance regarding operations for our subsidiary Amkor Technology Korea.

The Board has established the position of Lead Independent Director of the Board. The Lead Independent Director is responsible for coordinating the activities and agenda for the Board’s independent directors, serving as liaison between the Chairman and the Board’s independent directors, advising the Chairman regarding the flow of information from management necessary for the independent directors to effectively and responsibly perform their duties, consulting with the Chief Executive Officer regarding any concerns of the other directors, and such other responsibilities as set forth in our Corporate Governance Guidelines. The independent directors have designated Winston J. Churchill to serve as Lead Independent Director of the Board.

We believe this Board structure is effective for Amkor and an appropriate allocation of leadership responsibilities.

Executive Sessions

Consistent with our Corporate Governance Guidelines, the non-employee directors of the Board regularly hold executive sessions. The Audit Committee, in accordance with its charter, meets separately with our Chief Financial Officer throughout the year to review our financial affairs, and meets separately in sessions with the independent registered public accounting firm, internal auditors and members of management at such times the Audit Committee deems appropriate to fulfill its responsibilities under the charter. The Nominating and Governance and Compensation Committees also meet in executive session as deemed appropriate.

Risk Oversight

The Board is responsible for overseeing Amkor’s risk management process and views risk oversight as one of the important functions it performs as a Board of Directors. While the Board is ultimately responsible for risk oversight, Board committees assist the Board in fulfilling this oversight responsibility through periodic meetings and discussions with management and company advisors, and reports to the full Board with respect to certain categories of risk.

With the assistance of the Nominating and Governance Committee, the Board has identified certain categories of risk to the company, and assigned oversight responsibility with respect to those risks to the Board as a whole and delegated to its committees specific categories of risk based on the particular functions and responsibilities of such committees.

As part of its overall responsibility for risk oversight, the Board directly oversees, among other areas, business strategy, customer and industry trends, financial performance, liquidity and capital expenditures, operations, insurance coverage, intellectual

property, research and development, labor and human resources, and litigation. The Audit Committee is responsible for, among other areas, financial risk oversight including issues related to financial reporting and accounting, internal controls, disaster recovery, fraud and taxes. The Compensation Committee assesses and monitors risks related to our compensation practices and other related areas. The Nominating and Governance Committee has responsibility for oversight of risks related to, among other areas, the company's corporate governance policies and practices that help position the Board to effectively carry out its risk oversight responsibility.

Amkor's management is responsible for day-to-day risk management. Management's responsibilities include identifying, evaluating and addressing potential risks that may exist at the enterprise, strategic, financial and operating levels and the development of processes for mitigating these risks. At periodic meetings of the Board and its committees and in other meetings and discussion, management reports to and seeks guidance from the Board and its committees, as applicable, with respect to matters that could affect the company's risk profile, strategic plans, risk mitigation strategies and other aspects of the company's business. The Board oversees and monitors management in the execution of its risk oversight role.

Annual Meeting Attendance

All directors are encouraged, but not required, to attend our Annual Meeting of Stockholders. Nine of the directors who were serving on the Board at the time of the 2017 Annual Meeting of Stockholders attended the 2017 Annual Meeting of Stockholders.

Certain Relationships and Related Transactions

Related Party Transactions

As of February 28, 2018, Mr. James J. Kim, the Executive Chairman of our Board of Directors, and members of his immediate family and related trusts and affiliates beneficially owned approximately 58% of our outstanding common stock.

In May 2011, we sold $400 million of our 6.625% Senior Notes due 2021 (the "2021 Notes") to qualified institutional buyers and to one of Mr. Kim's affiliates. Mr. Kim's affiliate purchased $75 million of the 2021 Notes. In July 2017, we redeemed $200 million aggregate principal amount of the outstanding 2021 Notes, which included $17.5 million held by Mr. Kim's affiliate, at the price specified in the indenture governing the 2021 Notes. In 2017, Mr. Kim's affiliate sold all of its remaining 2021 Notes in the open market.

The aggregate amount paid to Mr. Kim's affiliate for interest and redemption premium in respect of the 2021 Notes was $1.6 million in 2017.

Review and Approval of Related Party Transactions

We review all relationships and transactions in which we and our directors, executive officers or their immediate family members are participants, to determine whether such persons have a direct or indirect material interest. Management is primarily responsible for the development and implementation of processes and controls to obtain information from the directors and executive officers with respect to related party transactions and for then determining, based on the facts and circumstances, whether we or a related party have a direct or indirect material interest in the transaction. As required under SEC rules, transactions that are determined to be directly or indirectly material to us or a related party are disclosed in our proxy statement. In addition, pursuant to the Audit Committee Charter, the Audit Committee, or a committee of independent directors duly appointed by the Board, reviews and approves related party transactions in accordance with Nasdaq rules. In the course of its review and approval of a disclosable related party transaction, the Committee considers:

- whether the transaction is in the best interest of the company and its stockholders;
- the nature of the related party's interest in the transaction;
- the material terms of the transaction, including, without limitation, the amount and type of transaction;
- the importance of the transaction to the related party;
- whether the transaction would impair the judgment of a director or executive officer to act in our best interest; and
- any other matters the committee deems appropriate.

Any member of the Audit Committee who is a related party with respect to a transaction under review may not participate in the deliberations or vote respecting approval of the transaction, provided, however, that such director may be counted in determining the presence of a quorum at a meeting of the committee that considers the transaction.

14

Compensation Committee Interlocks and Insider Participation

During 2017, the Compensation Committee of our Board of Directors consisted of Messrs. Churchill, Carolin and Morse. No member of the Compensation Committee was an officer or employee of Amkor or any of Amkor's subsidiaries during 2017, or had any relationship requiring disclosure under SEC regulations. None of Amkor's Compensation Committee members or executive officers has served on the board of directors or on the compensation committee of any other entity of whose executive officers served on our Board of Directors or on our Compensation Committee.

DIRECTOR COMPENSATION

Annual Retainer and Fees

During 2017, non-employee directors received an annual retainer, which was paid quarterly, and Board and Committee meeting fees. The cash compensation structure for our non-employee Board members for 2017 is set forth in the following table.

Annual Retainer for Board Members	$50,000
Additional Annual Fees:	
Lead Independent Director	25,000
Audit Committee Chairman	15,000
Compensation Committee Chairman	15,000
Nominating and Governance Committee Chairman	10,000
Fee per Board and Committee Meeting attended in person	2,000
Fee per Board and Committee Meeting attended telephonically	1,000

In addition to the retainer and fees above, we also reimburse directors for travel and other reasonable out-of-pocket expenses incurred by them in attending Board and Committee meetings. Directors who are also employees or officers of Amkor do not receive retainers or meeting fees.

Equity Compensation

Upon re-election to the Board of Directors at our 2017 Annual Meeting, each non-employee director received an option to purchase 20,000 shares of our common stock and was granted restricted stock having a fair market value on the grant date of $40,000, in each case automatically under the terms of the Amkor Technology, Inc. Second Amended and Restated 2007 Equity Incentive Plan (the “2007 Equity Plan”). Additionally, the 2007 Equity Plan provides that when an individual first becomes a non-employee director, such director automatically receives an initial grant of an option to purchase 20,000 shares of our common stock and an initial grant of restricted stock having a fair market value on the grant date of $40,000, in each case pro-rated for the period of service from the date on which such individual first becomes a director to the date of the company's next annual meeting.

Automatic director option grants vest, and restrictions on automatic restricted stock grants lapse, in full on the earlier of the first anniversary of the grant date or the date of the first annual meeting of the company following the grant date, subject to the director's continuous service on the Board. Vested options remain exercisable for a period of two years following the date on which the director ceases to be a member of the Board or the tenth anniversary of the grant date, whichever is sooner. Subject to certain customary exceptions, unvested options and restricted stock for which restrictions have not yet lapsed are forfeited if a director ceases to be a member of the Board of Directors. In the event of a change in control, the options and restricted stock will be treated as the plan administrator determines in accordance with the 2007 Equity Plan, including without limitation assumption or grant of a substitute award by the successor or acquiring company. If the successor or acquiring company does not either assume or provide a substitute award, each option award will immediately vest and become exercisable in full and the restrictions on each restricted stock award will immediately lapse.

Our stock ownership guidelines for non-employee directors require non-employee directors to own shares of our common stock equal in value to five times their annual cash retainer (within a five-year period). Non-employee directors are expected to retain 50% of the after-tax shares of common stock acquired or retained upon the exercise of a stock option or vesting of a restricted stock award until such director satisfies the stock ownership guidelines.

Summary Director Compensation Table for 2017

The following table shows compensation information for our Executive Chairman, Executive Vice Chairman and non-employee directors for the year ended December 31, 2017.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)(3)(6)	Option Awards ($)(4)(5)(6)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)
James J. Kim, Executive Chairman (1)	680,769	—	1,010,700	1,253,070	94,292 (7)	3,038,831
John T. Kim, Executive Vice Chairman (2)	425,000	—	884,363	422,663	10,000 (8)	1,742,026
Roger A. Carolin	91,000	40,000	115,286	—	—	246,286
Winston J. Churchill, Lead Independent Director	141,000	40,000	115,286	—	—	296,286
Susan Y. Kim	59,000	40,000	115,286	—	—	214,286
Robert R. Morse	91,000	40,000	115,286	—	—	246,286
John F. Osborne	89,000	40,000	115,286	—	—	244,286
David N. Watson	83,000	40,000	115,286	—	—	238,286
James W. Zug	106,000	40,000	115,286	—	—	261,286

Notes

(1) Mr. James J. Kim is compensated for his services as our Executive Chairman of the Board and his compensation is approved annually by the Compensation Committee. Mr. Kim’s 2017 non-equity incentive compensation opportunity was based on the same performance criteria approved by the Compensation Committee for our executive officers, as described below in the Compensation Discussion and Analysis. Mr. Kim also receives health and welfare benefits generally available to our employees. As previously disclosed, in February 2017, the Compensation Committee approved an increase in Mr. Kim's base salary to $700,000.

(2) Mr. John T. Kim is compensated for his service as Executive Vice Chairman of the Board and his compensation is approved annually by the Compensation Committee. Mr. Kim's 2017 non-equity incentive compensation opportunity was based on the same performance criteria approved by the Compensation Committee for our executive officers, as described below in the Compensation Discussion and Analysis. Mr. Kim also receives health and welfare benefits generally available to our employees.

(3) The amounts in the Stock Awards column reflect the aggregate grant date fair value of restricted stock awards granted during the year ended December 31, 2017, calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation-Stock Compensation (“FASB ASC 718”). Assumptions used in the calculation of these amounts are included in Note 4 to our Consolidated Financial Statements included in our Annual Report on Form 10-K filed with the SEC on February 23, 2018. For a description of the equity compensation to which non-employee directors are entitled upon their appointment, see "Equity Compensation" above. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.

(4) The amounts in the Option Awards column reflect the aggregate grant date fair value of such awards granted during the year ended December 31, 2017, calculated in accordance with FASB ASC 718. Assumptions used in the calculation of these amounts are included in Note 4 to our Consolidated Financial Statements included in our Annual Report on Form 10-K filed with the SEC on February 23, 2018. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.

(5) Under the director compensation program, non-employee directors received an annual grant of 20,000 stock options upon re-election. For 2017, stock options were granted on May 2, 2017 with an exercise price of $11.71, the closing price of our common stock on the date of grant. The options will become fully exercisable on May 1, 2018. On February 27, 2017, Messrs. James J. Kim and John T. Kim were granted 200,000 stock options and

175,000 stock options, respectively, with an exercise price of $9.86, the closing price of our common stock on the date of grant. The options vest over four years, with 25% of the shares vesting on the first anniversary of the grant date, and 1/16 of the shares vesting quarterly thereafter.

(6) Total stock options outstanding as of December 31, 2017 for Amkor's directors (other than Mr. Kelley) are as follows: Mr. James J. Kim — 450,000; Mr. John T. Kim — 315,000; Mr. Carolin — 200,000; Mr. Churchill — 120,000; M Susan Y. Kim — 65,000; Mr. Morse — 100,000; Mr. Osborne — 110,000; Mr. Watson — 80,000; and Mr. Zug —

200,000. Total stock awards held by Amkor's directors (other than James J. Kim, John T. Kim and Mr. Kelley) as of December 31, 2017 are as follows: Mr. Carolin — 17,476; Mr. Churchill — 17,476; Ms. Susan Y. Kim — 17,476; Mr. Morse —17,476; Mr. Osborne — 10,482; Mr. Watson — 17,476; and Mr. Zug — 17,476.

(7) Reimbursement by the Company for certain personal travel expenses by Mr. Kim and his family in accordance with Company policy, as approved by the Compensation Committee. This reimbursement is calculated based on actual expenses incurred.

(8) Company matching contributions to Mr. Kim's 401(k) account.

EXECUTIVE OFFICERS

The name, age, position and a brief account of the business experience of our Chief Executive Officer and each of our other executive officers as of March 31, 2018 is set forth below.

Name	Age	Position
Stephen D. Kelley	55	President and Chief Executive Officer
Megan Faust	44	Corporate Vice President and Chief Financial Officer
YongChul Park	56	Executive Vice President of Worldwide Manufacturing Operations, and President, Amkor Technology Korea
Giel Rutten	60	Executive Vice President, Advanced Products
John C. Stone	61	Executive Vice President, Worldwide Sales and Marketing
Gil C. Tily	64	Executive Vice President, Chief Administrative Officer, General Counsel and Corporate Secretary

Stephen D. Kelley. For a brief biography on Mr. Kelley, please see “Proposal One — Election of Directors”

Megan Faust. Megan Faust has served as Corporate Vice President and Chief Financial Officer since September 2016. Ms. Faust has served as the Company’s Senior Vice President, Corporate Controller since 2013 and Corporate Controller since 2010. Prior to joining the Company in 2005, Ms. Faust served as an auditor with KPMG LLP for 10 years. She holds an M.B.A. from Arizona State University, a Bachelor's degree in Accountancy from Northern Arizona University and is a Certified Public Accountant in Arizona.

YongChul Park. YongChul Park was appointed as our Executive Vice President of Worldwide Manufacturing Operations in February 2016 and serves as President of our subsidiary Amkor Technology Korea, a position he has held since October 2015. Prior to assuming his current role, Mr. Park served as Corporate Vice President of Worldwide Manufacturing since October 2015 and Senior Vice President of Corporate Manufacturing in Korea since 2012. Since joining Amkor in 1986, Mr. Park has also held various key management positions in operations, engineering, production control and customer service and facilities & industrial engineering, including roles in Korea, China, the Philippines and Taiwan. Mr. Park has over 30 years of experience in the semiconductor industry and holds a Bachelor's degree and a Master’s degree in Metallurgical Engineering from HanYang University of Seoul, Korea.

Giel Rutten. Giel Rutten joined Amkor in January 2014 as Executive Vice President of Advanced Products. Mr. Rutten has 30 years of experience in the global semiconductor industry. Over the previous four years, he served as Chief Executive Officer of Ledzworld, an LED technology company. Prior to that, he was Senior Vice President and General Manager for the Home Business Unit of NXP B.V. (formerly, Philips Semiconductors). Mr. Rutten first joined Philips in 1984, and served in various key management positions in the areas of general management, marketing, operations and engineering in Europe, Asia and the United States. Mr. Rutten holds a Master's degree in Physics and Chemistry from the University of Nijmegen, the Netherlands.

John C. Stone. John C. Stone was appointed Executive Vice President of Worldwide Sales and Marketing in July 2013. Prior to assuming his current position, Mr. Stone served as Corporate Vice President for U.S. IDM Sales since 2011 and as Senior Vice President of Southwest Region Sales since 2006. Mr. Stone has also held various other senior sales management positions since joining Amkor in 2002. He has over 30 years of industry experience in semiconductor package engineering, sales and sales management, including executive and management positions with ChipPAC, Kyocera America, Sumitomo America and General Electric Ceramics. Mr. Stone holds a Bachelor's degree in Engineering from Purdue University.

Gil C. Tily. Gil C. Tily was appointed Executive Vice President and Chief Administrative Officer in May 2008 and has served as our General Counsel and Corporate Secretary since he joined Amkor in 2007. Prior to joining Amkor, Mr. Tily was a partner in the law firm of Dechert LLP where he worked for 28 years. Mr. Tily holds an A.B. in Politics from Princeton University and a J.D. from the University of Pittsburgh School of Law.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Summary

The primary objectives of our executive compensation program are to attract personnel for positions of substantial responsibility, and to provide appropriate incentives for them to perform to the best of their abilities to promote the success of our

business and build long-term value for our stockholders. The outsourced semiconductor packaging and test market is very competitive. To compete effectively, we need key senior management with the talent, leadership and commitment to manage and operate our business, develop effective business strategies, differentiate our products and services, and anticipate and respond effectively to new challenges. To achieve these objectives we offer a competitive compensation package consisting primarily of base salary, performance-based annual cash bonus opportunities and equity-based awards, with an emphasis on cash compensation.

In determining the compensation of our named executive officers for 2017, the Compensation Committee considered the current economic environment, the company's financial results, the views of our Executive Chairman, the many contributions of our named executive officers that are not fully reflected in our financial results, the highly competitive nature of the company's industry, compensation data provided from time to time by the Compensation Committee's independent compensation consultant and the need to attract, retain and motivate a team of highly qualified and dedicated senior executives who are critical to the long-term success of the company.

The Compensation Committee also considers the results of the company's advisory vote regarding the compensation of our named executive officers, which is held on an annual basis consistent with the preference expressed by our stockholders. Our stockholders overwhelmingly approved the compensation of the named executive officers at our last Annual Meeting, with approximately 99% of votes cast in favor of approval. Although this vote is non-binding, we view this vote as a strong endorsement of our executive compensation program and policies.

Objectives and Philosophy of Executive Compensation Program

The objectives of our compensation program guide our Chief Executive Officer and Compensation Committee in designing pay packages with an appropriate mix of fixed and variable compensation to enable the company to recruit, motivate and retain key executives while maintaining a competitive cost structure. The Compensation Committee reviews proposed compensation packages with our Chief Executive Officer in determining compensation packages for our key executives (other than our Chief Executive Officer). The Chief Executive Officer and Compensation Committee also consult with the Executive Chairman in determining compensation packages.

Given the competitive and highly cyclical nature of our business, the Compensation Committee retains the flexibility to design an executive compensation structure that allows for a mix of cash, equity and other incentives that meets the overall compensation program objectives. Because of the highly cyclical nature of the semiconductor industry and the volatility of our stock price in recent years, it has been the philosophy of our Executive Chairman that equity compensation should not be the primary component of our compensation program. As a result, the cash compensation component (base salary plus bonus opportunity) has historically represented a greater portion of total compensation opportunity than the equity component in our executive compensation structure. Consistent with the goal of maintaining flexibility in our executive compensation program, the Compensation Committee does not target short-term and long-term and cash and non-cash compensation at a specific percentage of an executive officer's overall compensation opportunity. Instead, the Compensation Committee retains the discretion to allocate compensation opportunities within these categories as it deems appropriate to achieve our overall compensation objectives.

Historically, the Compensation Committee and our Chief Executive Officer, in consultation with our Executive Chairman, have evaluated and monitored the effectiveness of our overall executive compensation arrangements on an ongoing basis. During 2017, the Compensation Committee continued to retain Frederic W. Cook & Co. ("FW Cook"), an independent compensation consultant, to assist the Compensation Committee in reviewing the company's compensation structure for executives, including the standard elements of base salary, performance-based cash bonuses, and equity incentive programs, and in the selection of comparison companies for providing data to be used when evaluating our executive compensation arrangements. The Compensation Committee has considered the data provided by its compensation consultant from time to time at a macro level as part of its determination of whether the overall level of compensation for each of our named executive officers is reasonable in light of market conditions. However, the Compensation Committee does not use the data to establish any element of compensation at a particular benchmark or percentile level.

The Compensation Committee reviews and approves the compensation for our executive officers, including our Chief Executive Officer. It is the practice of the Compensation Committee to review with the other independent directors

and the Executive Chairman, any significant changes to the Chief Executive Officer’s compensation. In setting our executive officers’ overall compensation, the Compensation Committee generally considers a variety of factors related to the company's performance, including in the case of our 2017 annual bonus program for executives: (i) Sales Growth (ii) Gross Profit and (iii) Greater China Sales Growth, each of which was calculated based on a pre-determined method as set by the Compensation Committee, as described in more detail below. These performance metrics were selected because the Compensation Committee and our Chief Executive Officer believed that Sales Growth, Gross Profit and Greater China Sales Growth are key drivers for increasing shareholder value. Other factors considered by the Compensation Committee typically include the achievement of other financial and operating

business objectives, our fiduciary and corporate responsibilities, competitive practices and trends, regulatory requirements and individual performance.

Chief Executive Officer Compensation

As disclosed last year, in recognition of Mr. Kelley’s achievements in driving company performance and stockholder value, and the Board’s desire to retain Mr. Kelley as President and Chief Executive Officer, the company entered into a four-year compensation arrangement with Mr. Kelley in February 2017. In determining Mr. Kelley's compensation, the Compensation Committee noted the company's record sales of $3.9 billion in 2016, the successful consolidation of J-Devices, and the solid sales growth in automotive, Greater China and Advanced SiP. The successful execution of these initiatives contributed to improved profitability and cash flow which in turn resulted in increasing stockholder value, as demonstrated by our annualized four-year Total Shareholder Return as of December 31, 2016 of 26%. The Compensation Committee and Executive Chairman considered these factors, along with others, when evaluating a compensation package for Mr. Kelley that would provide appropriate incentives for his service and performance going forward. Under the agreement, Mr. Kelley’s employment with the company continues to be on an at-will basis. The material elements of the agreement are as follows:

Base Salary. Mr. Kelley’s annual base salary was increased from $700,000 to $825,000. Effective January 1, 2018, his base salary was increased to $860,000 and effective January 1, 2019, his base salary will be increased to $895,000.

Annual Incentive Bonus. Under the company’s Executive Incentive Bonus Plan, Mr. Kelley will be eligible for an annual cash bonus with a target amount equal to 135% of his base salary.

Equity Awards. Mr. Kelley was granted the following equity awards under the company’s 2007 Equity Incentive Plan: (i) a one-time grant of 200,000 time-based restricted shares of company common stock and (ii) an option to purchase an additional 450,000 shares of company common stock at a purchase price per share equal to the fair market value of such shares on the grant date. The option and restricted stock awards will vest in equal quarterly installments and will be fully vested on the fourth anniversary of the grant date. In addition, each award will vest in full upon his death, disability or Change in Control (as defined in the Plan).

Service Bonus. Subject to his continued employment with the company, beginning in 2017, Mr. Kelley became entitled to receive a service bonus of $8,500,000 ("Total Service Bonus") payable in annual installments ("Annual Service Bonus") in arrears for service for the prior year (with the first Service Bonus due in January 2018 and pro-rated based upon his service from February 27, 2017 until December 31, 2017, and a final pro-rated Service Bonus due in March 2021 based upon his service from January 1, 2021 until February 26, 2021). In the event Mr. Kelley's employment is terminated due to death or disability, the current year Annual Service Bonus will be fully paid, but the remaining unpaid portion of the Total Service Bonus will be forfeited. In the event Mr. Kelley's employment is terminated by the Company for "cause" or by him without "good reason," he will not receive the Annual Service Bonus during the year in which his employment was terminated and the remaining unpaid portion of the Total Service Bonus will be forfeited. If in connection with or following a "change in control" (as defined in the employment agreement) his employment is terminated by the Company without "cause" and other than due to his death or disability, or by him for "good reason," he will be paid a lump sum amount equal to the remaining unpaid portion of the Total Service Bonus.

Severance Terms. Upon termination of Mr. Kelley’s employment by the company without "cause" or by Mr. Kelley for "good reason," he will be entitled to continuation of his then-current base salary for an 18-month period; a pro-rata bonus for the year of termination determined based on the actual bonus, if any, he would have been paid for such year absent such termination; payment of health insurance premiums for up to 18 months; payment of outplacement services for up to six months; and payment of salary, unused vacation time and vested benefits earned prior to termination.

Consistent with the philosophy of the Executive Chairman and our historical approach to executive compensation, the cash compensation component (base salary plus cash bonus opportunities) represents a greater portion of total

compensation than the equity component of Mr. Kelley’ s compensation package.

Risk Assessment

In March 2018, in connection with the preparation of this Proxy Statement, the Compensation Committee reviewed and evaluated the company’s executive compensation and general compensation policies and practices. As part of that process, the Compensation Committee evaluated whether such policies and practices would create risks that were reasonably likely to have a material adverse effect on the company. The Compensation Committee considered a number of factors, including the key components of the company’s compensation programs and the relative weighting of those components as part of overall compensation, as well as the considerations enumerated by the SEC. The Compensation Committee also considered the fact that base salary, which represents a meaningful portion of each executive's overall compensation opportunity, is not performance-

based. Prior to the Compensation Committee's review, members of the executive management team (in consultation with the company's outside legal counsel) also reviewed the company's compensation policies and practices and considered whether those policies and practices were likely to encourage inappropriate risk-taking by executives or other employees. Based on the foregoing, the company concluded that its compensation policies and practices did not create risks that were reasonably likely to have a material adverse effect on the company.

Independence of Compensation Committee

All members of the Compensation Committee have been determined by the Board of Directors to be independent directors in accordance with Nasdaq, SEC and Internal Revenue Code rules. The Compensation Committee operates under a written charter that has been approved by the Board of Directors. A copy of the charter is available on our website at https://www.amkor.com.

Our Compensation Program Rewards Individual and Company Performance

Our compensation program is designed to reward high levels of performance at company and individual levels. Our key executive incentive compensation components currently consist of cash bonuses and equity grants, both of which are designed to reward our company-wide performance and superior individual performance. In addition, given the volatility of our industry and the impact that volatility has on our variable pay, we also strive to provide competitive base salaries in order to ensure a baseline level of stable income and health and welfare benefits in order to promote the well-being of our executives.

Our Chief Executive Officer reviews the performance of each of his direct reports on an ongoing basis. Based on this ongoing assessment of performance, our Chief Executive Officer makes recommendations regarding the compensation of executive officers (other than his own).

Our compensation program is designed to reward performance rather than longevity of service. We do not maintain a pension program for our U.S.-based executives, other than the 401(k) plan that is generally available to U.S. employees. All salary increases and non-benefit related compensation other than base salary are structured in a manner that rewards performance, not length of service.

Although our current long-term incentive program consists of stock option and restricted stock grants that vest over time, the intrinsic nature of a stock option is that it will only provide value to the executives to the extent our stock price increases over the life of the stock option. Restricted stock provides a base level of long-term incentive compensation vesting over time that promotes the retention of key employees and ties executive compensation to the creation of long-term shareholder value through appreciation in the company's stock price.

Elements of our Compensation Program

The company provides two main types of compensation — fixed compensation and variable compensation. Fixed elements of compensation are not correlated directly to any measure of the company's performance and include items such as (i) base salary, (ii) 401(k) matching contributions, (iii) health and welfare benefits, and (iv) limited perquisites and supplemental benefits. In the case of our Chief Executive Officer, fixed compensation also includes his Service Bonus, as described above.Variable elements of compensation are based on performance and include such items as annual performance bonuses, and equity awards in the form of options to purchase shares of our common stock, restricted stock, or similar equity-based incentives. Although the company does not have a policy obligating us to provide severance benefits to terminated executives or employees, the company has provided severance benefits to certain executives and other employees on a discretionary basis.

Base Salary

The Compensation Committee believes that the primary purpose of base salaries is to provide a stable source of income in order to attract and retain key executives. We also use base salary increases to reward high performing executives and to recognize increases in the scope of an individual's responsibilities. We seek to set base salaries at a level that is sufficient to be attractive to current and prospective executives. The primary factors we consider when setting base salaries include the experience and expertise of the individual, the value of the position to our organization and ongoing strategy, the competitive market environment, internal equity considerations, and the input of our Chief Executive Officer and our Executive Chairman.

In February 2017, the Compensation Committee, based in part upon the executive compensation report of FW Cook, approved increases in the base salaries of certain of our named executive officers as follows: Mr. Tily's base salary

was increased from $580,000 to $610,000; Ms. Faust's base salary was increased from $300,000 to $315,000; Mr. Stone's base salary was increased from $500,000 to $525,000; and Mr. Nakaya's base salary was increased from JPY 65M to JPY 68.25M (approximately $610,000, based on an exchange rate of 111.93).

In February 2018, the Compensation Committee approved salary increases for certain of our named executive officers as follows: Ms. Faust's base salary was increased from $315,000 to $375,000, and Mr. Stone's base salary was increased from $525,000 to $550,000.

Annual Incentive Opportunities

We have generally paid cash bonuses to our executives based on the executive's performance and our financial results. Cash bonuses, if any, are typically paid in the year following the year during which performance was measured. The primary purpose of cash bonuses is to focus the attention of key executives on our operational and financial performance. In addition, our cash bonus program allows us to set individual and company-wide goals that are viewed as critical to our overall success on an ongoing basis. This provides us with the flexibility to adapt our focus and goals as business priorities and executives' roles change over time. Bonuses are paid to executives with respect to the financial performance goals for a given year only if the performance goals as approved by the Compensation Committee are achieved. Furthermore, even if such performance goals are achieved, the Compensation Committee retains the discretion to reduce an executive's earned bonus based on such factors as it determines relevant.

Bonus opportunities for the named executive officers for 2017 were established by the Compensation Committee under the Amkor Technology, Inc. Executive Incentive Bonus Plan (the "Executive Bonus Plan"). In setting the target bonus levels, the Compensation Committee considered, among other factors, alignment of executive compensation with creation of stockholder value. The following table sets forth the target bonus levels for 2017:

	Target Bonus as a Percentage of Base Pay
James J. Kim Executive Chairman (1)	135%
John T. Kim Executive Vice Chairman (1)	75
Stephen D. Kelley President and Chief Executive Officer	135
Megan Faust Corporate Vice President and Chief Financial Officer	75
Yoshifumi Nakaya Executive Vice President, Japan and Chief Executive Officer and President of J-Devices	100
Gil C. Tily Executive Vice President, Chief Administrative Officer, General Counsel and Corporate Secretary	85
John C. Stone Executive Vice President, Worldwide Sales and Marketing	75

Notes

(1) While Mr. James J. Kim and Mr. John T. Kim are not executive officers, they have been included here as their incentive compensation for 2017 was established based on the same performance criteria approved by the Compensation Committee for our executive officers.

For 2017, the Executive Bonus Plan provided each participant with a target bonus amount that could be earned based on achievement of the following performance goals: (i) Sales Growth (weighted at 30%), (ii) Gross Profit (weighted at 25%), (iii) Greater China Sales Growth (weighted at 15%) and (iv) Discretionary/Individual Performance (weighted at 30%). For purposes of the Executive Bonus Plan, Sales Growth and Gross Profit were determined based on net sales and gross profit as reported in our audited consolidated financial statements, to be adjusted for extraordinary items such as legal settlements and accruals, sales, costs and other charges associated with mergers and acquisitions, potential acceleration of certain capital spending and other items as approved by the Compensation Committee.

23

For 2017, the Executive Bonus Plan used the following payout formula:

- A threshold, target and maximum level of performance was established with respect to (i) Sales Growth, (ii) Gross Profit and (iii) Greater China Sales Growth.
- 0% of the target bonus amount was to be paid if less than the threshold levels of performance were achieved with respect to all three performance goals;
- 100% of the target bonus amount was to be paid if the target levels of performance were achieved with respect to all three performance goals; and
- 150% of the target bonus amount was to be paid if the maximum levels of performance were achieved with respect to all three performance goals.

Each goal was independent of the other goals, such that if the target for Gross Profit was achieved, but the threshold targets for the other two performance goals were not achieved, it would have still been possible to earn a 2017 bonus. In the event that performance for any metric was greater than the threshold but less than the target, or was greater than the target but less than the maximum, then the payout for such metric would be pro-rated on a straight line basis. In addition, in each case, the bonus amount is subject to adjustment by the Compensation Committee under the Discretionary/Individual Performance goal.

For a description of the update to the Chief Executive Officer's annual incentive opportunities, see "—Chief Executive Officer Compensation" above.

In March 2017, the Compensation Committee adopted and approved an amended and restated Executive Incentive Bonus Plan and renamed the plan the “Amended and Restated Executive Incentive Bonus Plan” (the"Restated Bonus Plan"). The amended and restated plan was approved by shareholders at the company’s 2017 Annual Meeting. A summary of the terms of the amended and restated plan, and a copy of the amended and restated plan, were included in the 2017 Annual Proxy.

In February 2018, the Compensation Committee considered the performance of our named executive officers and Mr. James Kim and Mr. John Kim during 2017 under the Executive Bonus Plan, and determined that the named executive officers and Mr. James Kim and Mr. John Kim would be entitled to bonuses as set forth below, based on the level of achievement in 2017:

Name	2017 Target Bonus	2017 Actual Bonus	2017 Actual Bonus (as % of Target)
James J. Kim	$945,000	$1,253,070	132.6%
John T. Kim	318,750	422,663	132.6%
Stephen D. Kelley	1,113,750	1,476,833	132.6%
Megan Faust	236,250	313,268	132.6%
Yoshifumi Nakaya	620,455	729,655	117.6%
Gil C. Tily	518,500	687,531	132.6%
John Stone	393,750	522,113	132.6%

For 2018, in accordance with the Restated Bonus Plan, the Compensation Committee approved target bonus amounts that can be earned based on achievement of the following performance goals: (i) Net Sales (weighted at 30%), (ii) Operating Income (weighted at 25%), (iii) Greater China Sales (weighted at 20%), and (iv) Discretionary/Individual Performance (weighted at 25%). For purposes of the 2018 Restated Bonus Plan, Net Sales and Operating Income will be based on our audited consolidated financial statements, to be adjusted for extraordinary items such as legal settlements and accruals, sales, costs and other charges associated with mergers and acquisitions, and other items as approved by the Compensation Committee.

Long-Term Incentive Compensation

The company has granted equity-based awards to executives from time to time, typically in the form of stock options or restricted stock with time-based vesting requiring continued service through each vesting date. The primary

purpose of granting equity-based awards is to align our executives and stockholders with a common goal of long-term stockholder value creation. The Compensation Committee believes that stock options issued with exercise prices equal to fair market value on the date of grant that have a time-based vesting requirement can be an effective retention and incentive tool because the stock options only produce value to the extent that the executive continues to be employed by us and the stock price increases, which in turn creates value

for all stockholders. The Compensation Committee also believes that restricted stock grants are an appropriate incentive compensation tool because they provide a base level of long-term incentive compensation vesting over time that promotes the retention of key employees and ties executive compensation to the creation of long-term stockholder value through appreciation in the company's stock price.

Historically, the Chief Executive Officer typically consulted with other senior executive officers and our Executive Chairman regarding his recommendations for the number of stock option and restricted stock awards granted to our executive officers (other than the Chief Executive Officer), and the frequency of grants. The Compensation Committee, with the assistance of data provided periodically by its compensation consultant, reviews the recommendations from the Chief Executive Officer, and makes awards as it deems appropriate. Although a number of factors are considered, the number of stock option and restricted stock awards granted to our executive officers is determined on a case-by-case, discretionary basis, rather than on a formula basis. Factors considered include individual performance potential, retention and competitive market-based compensation packages. The number of stock option and restricted stock awards granted to our Chief Executive Officer, and the frequency of grants to him, is determined in the discretion of the Compensation Committee. It is the practice of the Compensation Committee to review such grants to the Chief Executive Officer with the other independent members of the Board and the Executive Chairman.

In February 2017, the Compensation Committee, based in part upon the executive compensation report of FW Cook, approved the following stock option awards to certain of our named executive officers and to Mr. James Kim and Mr. John Kim under the 2007 Equity Plan: James Kim - 200,000 shares; John Kim - 175,000 shares; Gil Tily - 175,000 shares; Megan Faust - 120,000 shares; and John Stone - 150,000 shares. The stock options were granted at an exercise price per share equal to the fair market value of a share on the grant date. The vesting schedule for these awards is as follows: 25% of the options become vested on the first anniversary of the grant date, with 1/16th of the options to become vested quarterly thereafter, such that 100% of the options would become vested on the fourth anniversary of the grant date. The options will also vest upon death, disability or change in control. Vesting of the options upon retirement is subject to the discretion of the Compensation Committee.

Timing of Grants. The Compensation Committee has not granted, nor does it intend in the future to grant, stock options to executives in anticipation of the release of material nonpublic information that is likely to result in changes to the price of our common stock, such as a significant positive or negative earnings announcement. In addition, discretionary stock option grants may not be made during certain "blackout" periods established in connection with the public release of earnings information. Similarly, the Compensation Committee has not timed, nor does it intend in the future to time, the release of material nonpublic information based on stock option grant dates.

In March 2017, the Compensation Committee adopted and approved an amended and restated version of the 2007 Equity Plan and renamed the plan the "Second Amended and Restated 2007 Equity Incentive Plan." The amended and restated plan was approved by shareholders at the company's 2017 Annual Meeting. A summary of the terms of the amended and restated plan, and a copy of the amended and restated plan, were included in the 2017 Annual Proxy.

Severance Benefits

Although we do not have a policy obligating us to provide severance benefits to terminated executives or employees, the company has provided severance benefits to certain executives and other employees on a discretionary basis. Mr. Kelley's compensation arrangement (described above) includes a provision regarding severance benefits payable upon his termination of employment under certain circumstances. These severance benefits are described further in the "Potential Payments Upon Termination or Change in Control" section below.

With the exception of the foregoing, we do not have any employment, severance or change-in-control arrangements in place with any of our named executive officers.

Other Compensation Elements

Health and Welfare Benefits. Our executives are eligible to participate in health and welfare benefit programs that are generally available to substantially all salaried, full-time employees, as determined by the country of their employment.

Retirement Benefits. We do not have a pension plan in place for U.S. employees or executives. We do offer a tax-qualified 401(k) savings plan that, subject to Internal Revenue Service ("IRS") limits, allows U.S. executives and employees to contribute a portion of their cash compensation on a pre-tax basis to an account that is eligible to receive matching contributions. We match employee contributions at a rate of 100% of the amount of compensation deferred by the participant, up to a maximum matching contribution of $10,000 per year.

Retirement of Mr. Yoshifumi Nakaya. Mr. Nakaya retired at the end of 2017 as Executive Vice President, Japan and President and Chief Executive Officer of J-Devices, following 25 years of service. In connection with Mr. Nakaya's retirement, Mr. Nakaya received a payment under the J-Devices retirement policy of $5.4 million. This amount was calculated using the formula established under the J-Devices retirement policy based on salary, years of service, seniority and a discretionary component.

Perquisites and Personal Benefits. In addition to the health and welfare benefits generally available to all salaried, full-time employees, the company also pays for our executive officers to obtain an annual medical screening. Although it makes up a small portion of total compensation for our named executive officers, the purpose of this compensation element is to promote the continuous well-being of our executives, and to ensure that our most critical employees are able to devote their attention to our ongoing success.

Stock Ownership Guidelines

Our executive officers, including our named executive officers, are expected to own shares of our common stock equal in value to a multiple of the executive's salary or a specified number of shares, whichever is less. The Chief Executive Officer is expected to hold the lesser of 100% of his annual base salary or 100,000 shares. Each other executive officer of the company is expected to hold the lesser of 50% of his/her annual base salary or 50,000 shares. Executive officers have five years from the date on which they were appointed as an executive officer or the adoption of the guidelines (whichever is later) to achieve this ownership level.

Tax and Accounting Considerations

Historically, the Executive Incentive Bonus Plan and the 2007 Equity Plan were implemented to provide the Compensation Committee with the discretion to grant bonus compensation and equity to the company's named executive officers that can qualify as "performance based compensation" and thereby be exempt from the $1 million cap on deductibility under Section 162(m) ("Section 162(m)") of the Internal Revenue Code of 1986, as amended (the "Code"). Under the Tax Cuts and Jobs Act enacted on December 22, 2017 (the "Tax Act"), which eliminates this performance-based compensation exemption, bonuses paid under the Executive Incentive Bonus Plan and grants made under the 2007 Equity Plan will be subject to the cap on deductibility described above unless they qualify for transition relief for certain pre-existing compensation arrangements.

Notwithstanding the Tax Act, the Compensation Committee retains the flexibility to pay compensation that is not entirely deductible where the Compensation Committee determines doing so to be appropriate.

For accounting purposes equity awards are measured at their fair value at the date of grant with the resulting compensation expense recognized ratably over the service period which is generally the vesting period of the award.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis for the year ended December 31, 2017. Based on such review and discussion, the Compensation Committee recommended to the Board of Directors, and the Board of Directors has approved, that the Compensation Discussion and Analysis be included in this Proxy Statement on Schedule 14A.

This report is submitted by the Compensation Committee.

Winston J. Churchill, Chair
Roger A. Carolin
Robert R. Morse

2017 Summary Compensation Table

The following table sets forth compensation earned for services rendered to us and our subsidiaries by our Principal Executive Officer, Principal Financial Officer, our three most highly compensated executive officers (other than our Principal Executive Officer and Principal Financial Officer) who were serving as executive officers at the end of 2017 (collectively, our "named executive officers").

Name and Principal Position	Year	Salary($)	Bonus ($)(1)	Stock Awards ($)(2)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)(4)	All Other Compensation($)(5)	Total($)
Stephen D. Kelley	2017	800,962	1,793,151	1,972,000	1,806,750	1,476,833	10,000	7,859,696
President and	2016	700,000	—	—	—	960,400	12,270	1,672,670
Chief Executive Officer	2015	700,000	—	—	—	210,000	10,000	920,000
Megan Faust	2017	312,866	—	—	481,800	313,268	14,514	1,122,448
Corporate Vice President and Chief Financial Officer	2016	274,451	—	—	283,267	193,867	14,109	765,694
Yoshifumi Nakaya	2017	603,221 (6)	—	—	—	729,655 (7)	5,541,340	6,874,216
Executive Vice President, Japan President and Chief Executive Officer, J-Devices	2016	597,536 (6)	—	—	403,580	762,489 (8)	130,202	1,893,807
Gil C. Tily	2017	605,731	—	—	702,625	687,531	10,000	2,005,887
Executive Vice President, Chief	2016	580,000	—	—	—	661,606	14,692	1,256,298
Administrative Officer, General Counsel and Corporate Secretary	2015	580,000	—	—	—	147,900	10,626	738,526
John C. Stone	2017	521,442	—	—	602,250	522,113	16,374	1,662,179
Executive Vice President,	2016	500,000	—	—	—	503,250	10,000	1,013,250
Worldwide Sales and Marketing	2015	500,000	—	—	—	112,500	11,571	624,071

Notes

(1) This amount reflects the Service Bonus paid to Mr. Kelley for the period of February 27, 2017 through December 31, 2017, as described in the Compensation Discussion and Analysis above.

(2) The amounts in the Stock Awards column reflect the aggregate grant date fair value of restricted stock awards granted during the year ended December 31, 2017, calculated in accordance with FASB ASC 718 and excluding the impact of estimated forfeitures related to service-based vesting conditions. Assumptions used in the calculation

(3) of these amounts are included in Note 4 to our Consolidated Financial Statements included in our Annual Report on Form 10-K filed with the SEC on February 23, 2018. These amounts reflect the accounting expense for these awards, and do not correspond to the actual value, if any, that will be recognized by the named executive officers. The amounts in the Option Awards column reflect the aggregate grant date fair value of option awards granted during the years ended December 31, 2017 and 2016, calculated in accordance with FASB ASC 718 and excluding the impact of estimated forfeitures related to service-based vesting conditions. Assumptions used in the calculation of these amounts are included in Note 4 to our Consolidated Financial Statements included in our Annual Report on Form 10-K filed with the SEC on February 23, 2018. These amounts reflect the accounting expense for these awards, and do not correspond to the actual value, if any, that will be recognized by the named executive officers.

(4) Represents amounts earned pursuant to the terms of the Executive Bonus Plan with respect to the years ended December 31, 2017, 2016 and 2015.

(5) See the 2017 All Other Compensation Table below for additional information.

(6) Converted from Japanese Yen based on the average exchange rate for the years ended December 31, 2017 and 2016, which was 112.13 and 108.78, respectively.
(7) Converted from Japanese Yen based on the exchange rate as of February 2, 2018, which was 110.00.
(8) Converted from Japanese Yen based on the exchange rate as of December 31, 2016, which was 116.96.

2017 All Other Compensation Table

All Other Compensation amounts in the Summary Compensation Table consist of the following:

Name		Auto Fringe ($)(1)	401(k) Match ($)(2)	Company Paid Insurance ($)(3)	Executive Medical Exam ($)(4)	Relocation and Housing Payments ($)(5)	Retirement and Separation Payments ($)	Total ($)
Stephen D. Kelley	2017	—	10,000	—	—	—	—	10,000
	2016	—	10,000	—	2,270	—	—	12,270
	2015	—	10,000	—	—	—	—	10,000
Megan Faust	2017	—	10,000	—	4,514	—	—	14,514
	2016	—	10,000	—	4,109	—	—	14,109
Yoshifumi Nakaya	2017	15,228 (7)	—	61,190 (7)	—	57,600 (7)	5,407,323 (6)	5,541,341
	2016	8,708 (7)	—	63,074 (7)	—	58,420 (7)	—	130,202
Gil C. Tily	2017	—	10,000	—	—	—	—	10,000
	2016	—	10,000	—	4,692	—	—	14,692
	2015	—	10,000	—	626	—	—	10,626
John C. Stone	2017	—	10,000	—	6,374	—	—	16,374
	2016	—	10,000	—	—	—	—	10,000
	2015	—	10,000	—	1,571	—	—	11,571

Notes

(1) Represents the cost to us for automobile related items including lease payments, parking fees and insurance premiums.

(2) Represents our matching contributions to the participants' 401(k) accounts.

(3) Represents company paid premiums for insurance for which we are not the beneficiary.

(4) Represents the cost to us of a comprehensive annual physical examination made available to our executive officers.

(5) Represents payments made to or on behalf of the named executive officer for relocation or housing expenses related to his company assignment.

(6) Payment made to Mr. Nakaya upon his retirement as Executive Vice President, Japan and President and Chief Executive Officer of J-Devices on December 31, 2017, following 25 years of service. The amount was calculated using the formula established under the J-Devices retirement policy based on salary, years of service, seniority and a discretionary component, and was converted from Japanese Yen using the spot exchange rate on December 31, 2017, the date of separation, which was 112.69.

(7) Converted from Japanese Yen based on the average exchange rate for the years ended December 31, 2017 and 2016 which was 112.13 and 108.78, respectively.

Grants of Plan-Based Awards in 2017

The following table sets forth certain information with respect to each award granted to the named executive officers under any plan for the year ended December 31, 2017.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			All Other Stock Awards: Numbers of Shares of Stock (#)(2)	All Other Option Awards: Numbers of Securities Underlying Options (#)(3)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)(4)
		Threshold ($)	Target ($)	Maximum ($)				
Stephen D. Kelley	2/8/2017	—	1,113,750	1,670,625	—	—	—	—
	2/27/2017	—	—	—	—	450,000	9.86	1,806,750
	2/27/2017	—	—	—	200,000	—	—	1,972,000
Megan Faust	2/8/2017	—	236,250	354,375	—	—	—	—
	2/27/2017	—	—	—	—	120,000	9.86	481,800
Yoshifumi Nakaya	2/8/2017	—	620,455	930,683	—	—	—	—
Gil C. Tily	2/8/2017	—	518,500	777,750	—	—	—	—
	2/27/2017	—	—	—	—	175,000	9.86	702,625
John C. Stone	2/8/2017	—	393,750	590,625	—	—	—	—
	2/27/2017	—	—	—	—	150,000	9.86	602,250

Notes

(1) Represents each named executive officer's threshold, target and maximum bonus opportunity under the Executive Bonus Plan for 2017.

(2) For further information regarding this award, see "Compensation Discussion & Analysis—Chief Executive Officer Compensation" above.

(3) For further information regarding these awards, see "Compensation Discussion & Analysis—Chief Executive Officer Compensation" and "Compensation Discussion & Analysis—Long-Term Incentive Compensation" above.

(4) The amounts in this column reflect the aggregate grant date fair value of restricted stock awards and options granted during the year ended December 31, 2017, computed in accordance with FASB ASC 718 and excluding the impact of estimated forfeitures related to service-based vesting conditions. Assumptions used in the calculation of these amounts are included in Note 4 to our Consolidated Financial Statements included in our Annual Report on Form 10-K filed with the SEC on February 23, 2018. These amounts reflect the accounting expense for these awards, and do not correspond to the actual value, if any, that will be recognized by the named executive officers.

Outstanding Equity Awards at Fiscal Year-End

The following table shows the number of shares covered by both exercisable and non-exercisable stock options and the number of restricted shares held by our named executive officers as of December 31, 2017.

	Option Awards				Stock Awards	
Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)(1)
Stephen D. Kelley	84,375	365,625 (2)	9.86	2/27/2027	—	—
	—	—	—	—	162,500 (3)	1,633,125
Megan Faust	—	120,000 (4)	9.86	2/27/2027	—	—
	23,437	51,563 (5)	8.88	9/12/2026	—	—
Yoshifumi Nakaya	87,500	112,500 (6)	4.60	12/31/2019	—	—
Gil C. Tily	—	175,000 (4)	9.86	2/27/2027	—	—
	12,500	—	4.28	9/9/2023	—	—
John C. Stone	—	150,000 (4)	9.86	2/27/2027	—	—
	25,000	—	4.28	9/9/2023	—	—

Notes

(1) The market value of the unvested shares of restricted stock is based on the closing market price of our common stock on December 31, 2017.

(2) This stock option was granted on February 27, 2017 and vests in equal quarterly installments at the rate of 6.25% per quarter over four years.

(3) The restricted stock was granted on February 27, 2017 and vests in equal quarterly installments at the rate of 6.25% per quarter over four years.

(4) This stock option was granted on February 27, 2017 and vests over four years as follows: 25% of the shares subject to the option vest on the first anniversary of the grant date and 1/16th of the shares subject to the option vest quarterly thereafter.

(5) This stock option was granted on September 12, 2016 and vests over four years as follows: 25% of the shares subject to the option vest on the first anniversary of the grant date and 1/16th of the shares subject to the option vest quarterly thereafter.

(6) These unexercisable stock options canceled upon Mr. Nakaya's retirement on December 31, 2017.

2017 Option Exercises and Stock Vested

	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(2)
Stephen D. Kelley	93,750	697,452	131,250	1,398,531
Megan Faust	—	—	—	—
	—	—	—	—

Yoshifumi Nakaya				
Gil C. Tily	162,500	737,870	—	—
John C. Stone	—	—	—	—

Notes

31

(1) This column represents the difference between the aggregate market value of the shares for which the options were exercised and the aggregate exercise price for such shares.

(2) This column represents the product of the number of shares vesting, multiplied by the per share market value of our common stock on the applicable vesting date.

Potential Payments Upon Termination or Change in Control

Pursuant to his employment offer letter, dated February 27, 2017, if Mr. Kelley’s employment is terminated by Amkor without “cause” or by Mr. Kelley for “good reason,” he will be entitled to continuation of his then-current base salary for an 18-month period; a pro-rata bonus for the year of termination determined based on the actual bonus, if any, he would have been paid for such year absent such termination; payment of health insurance premiums for up to 18 months; payment of outplacement services for up to six months; and payment of salary, unused vacation time and vested benefits earned prior to termination.

With respect to the Annual Service Bonus, in the event Mr. Kelley's employment is terminated due to death or disability, the current year Annual Service Bonus will be fully paid, but the remaining unpaid portion of the Total Service Bonus will be forfeited. In the event Mr. Kelley's employment is terminated by the Company for "cause" or by him without "good reason," he will not receive the Annual Service Bonus during the year in which his employment was terminated and the remaining unpaid portion of the Total Service Bonus will be forfeited. If, in connection with or following a "change in control" (as defined in the employment agreement), his employment is terminated by the Company without "cause" and other than due to his death or disability or by him for "good reason," he will be paid a lump sum amount equal to the remaining unpaid portion of the Total Service Bonus.

Mr. Kelley’s right to receive severance benefits, as described above, is contingent upon his compliance with certain non-competition and non-solicitation obligations for 18 months following his termination of employment, and certain non-disparagement, confidentiality and intellectual property assignment obligations for an indefinite period.

Post Employment Compensation

As described in the Compensation Discussion and Analysis above, our named executive officers are employees at will and, other than Mr. Kelley (as described above), do not have employment, change-in-control or severance agreements with us. The information and related tables presented below reflect the amount of compensation that would become payable to our named executive officers upon certain events if the named executive officer’s employment had terminated, or a change in control had occurred on December 31, 2017. The figures shown in the tables presented below are based, where applicable, on Amkor’s closing stock price on that date and any actual amounts paid under these scenarios, should they occur in the future, may be different. For purposes of this section, we have excluded amounts that would become payable under programs that are generally available to Amkor’s salaried employees (e.g., our 401(k) plan and company-provided life insurance).

Cash Payments upon Termination of Service

Except as described above with respect to Mr. Kelley, Amkor does not have any executive contracts or agreements that provide for cash severance payments for terminations of any kind for U.S.-based executives. Furthermore, there is no policy that obligates us to pay severance under any circumstances. In the past, we have had an informal and discretionary practice regarding severance payments where employees whose service is involuntarily terminated due to a reduction in force have generally received three weeks of base salary pay for their first year of service and one week of base salary for every year of service thereafter. This practice and formula has been used typically for non-executive officers. For executives, informal and discretionary past practice has generally ranged from providing six to twelve months of base salary and in one case, approximately 24 months of base salary.

Treatment of Equity upon Termination and Change in Control

The following table shows the additional vesting, if any, for unvested equity awards and the exercise periods for vested stock option awards, if applicable, should the following events occur.

Treatment of Outstanding Stock Options and Restricted Stock upon Various Events

Voluntary Resignation	Normal Retirement (1)	Involuntary Not for Cause	For Cause Termination	Change in Control	Death	Disability
No additional vesting of Restricted Stock or Stock Options; up to 3 months to exercise vested Stock Options	No additional vesting of Restricted Stock or Stock Options; up to 24 months to exercise vested Stock Options	No additional vesting of Restricted Stock or Stock Options; up to 3 months to exercise vested Stock Options	No additional vesting of Restricted Stock or Stock Options; up to 3 months to exercise vested Stock Options	Accelerated vesting of Restricted Stock and Stock Options (if not assumed); up to 3 months to exercise vested Stock Options	Accelerated vesting of Restricted Stock and Stock Options; up to 24 months to exercise vested Stock Options	Accelerated vesting of Restricted Stock and Stock Options; up to 24 months to exercise vested Stock Options

Notes

(1) Normal retirement is defined as termination of service on or after the date when the sum of (i) the executive's age (rounded down to the nearest whole month), plus (ii) the number of years (rounded down to the nearest whole month) that the executive has provided services equals or is greater than seventy-five (75).

Based on the treatment of equity awards as outlined in the preceding table, the following table shows the value attributable to the acceleration of vesting for outstanding restricted stock and stock options held by each named executive officer as of December 31, 2017 under each acceleration event described above. The value shown is based on a termination date or a change in control as of December 31, 2017 using the closing price of our common stock on December 29, 2017, which was $10.05.

	Value of Accelerated Vesting of Unvested Shares of Restricted Stock and Unvested Stock Options						
Name	Voluntary Resignation ($)	Normal Retirement ($)	Involuntary Not for Cause ($)	For Cause Termination ($)	Change-in Control ($)	Death ($)	Disability ($)
Stephen D. Kelley	—	—	—	—	1,702,594	1,702,594	1,702,594
Megan Faust	—	—	—	—	83,129	83,129	83,129
Yoshifumi Nakaya	—	—	—	—	613,125	613,125	613,125
Gil C. Tily	—	—	—	—	33,250	33,250	33,250
John C. Stone	—	—	—	—	28,500	28,500	28,500

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of our outstanding common stock as of February 28, 2018 by:

- each person or entity who is known by us to beneficially own 5% or more of our outstanding common stock;
- each of our directors; and
- each named executive officer.

Beneficial Ownership

Name and Address†	Number of Shares (a)	Percentage Ownership (%)
James J. Kim Family Group(b)	137,850,462	57.5
915 Investments LP(c)	49,594,980	20.7
Sujochil(c)	19,484,809	8.1
The Vanguard Group(d) 100 Vanguard Blvd. Malvern, PA 19355	12,075,133	5.0
Dimensional Fund Advisors LP(e) Building One 6300 Bee Cave Road Austin, TX 78746	15,021,087	6.3
Douglas A. Alexander	985	*
Roger A. Carolin(f)	249,876	*
Winston J. Churchill(g)	128,776	*
Megan Faust(h)	65,344	*
Stephen D. Kelley(i)	297,525	*
James J. Kim(j)	67,493,292	28.2
John T. Kim(k)	75,012,346	31.3
Susan Y. Kim(l)	63,896,638	26.7
MaryFrances McCourt	985	*
Robert R. Morse(m)	107,476	*
Yoshifumi Nakaya(n)	87,500	*
John F. Osborne(o)	127,816	*
John C. Stone(p)	94,222	*
Gil C. Tily(q)	122,589	*
David N. Watson(r)	77,476	*
James W. Zug(s)	229,243	*
All directors and executive officers (17 individuals)(t)	139,495,092	57.9

Notes

* Represents less than 1%.

† The address for each person or entity is c/o Amkor Technology, Inc., 2045 East Innovation Circle, Tempe, Arizona 85284

(a) The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 under the Exchange Act, as amended. The information is not necessarily indicative of beneficial ownership for any other purpose. Under this rule, beneficial ownership includes any share over which the individual or entity has voting power or investment power. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of our common stock subject to options held by that person that will become exercisable within 60 days of February 28, 2018 are deemed outstanding. Unless otherwise indicated, each person or entity has sole voting and investment power with respect to shares shown as beneficially owned.

(b) As reported by James J. Kim and other reporting persons on a Schedule 13D/A filed with the SEC on March 21, 2018 (the "Kim Schedule 13D"), Mr. James J. Kim, our Executive Chairman of the Board of Directors, members of Mr. Kim’s immediate family and affiliates own directly 137,850,462 shares, or approximately 57.5%, of our outstanding common stock. Of this total number of shares 278,750 are options exercisable within 60 days of February 28, 2018.

According to the Kim Schedule 13D, of the 137,850,462 shares beneficially owned, 52,115,130 shares are held by James J. Kim individually, of which 50,000 shares are issuable upon the exercise of stock options exercisable within 60 days of February 28, 2018; 15,378,162 shares are held by James J. Kim in his capacity as trustee of certain trusts

established for the benefit of certain of his descendants, each of which is so named and so designated in the Kim Schedule 13D (the “Kim Trusts”), all of which are subject to shared investment power and 9,967,064 shares are shares

as to which he has no voting power; 49,594,980 shares are held by 915 Investments, LP, a partnership in which James J. Kim is the sole general partner (the "915 Partnership"); 23 shares are held by his spouse, Agnes C. Kim; 25,858,390 shares are held by John T. Kim individually, of which 183,750 shares are issuable upon the exercise of stock options exercisable within 60 days of February 28, 2018 and 25,674,640 shares are subject to shared voting and investment power; 49,153,956 shares are held by John T. Kim in his capacity as trustee of certain Kim Trusts as named and so designated in the Kim Schedule 13D, of which 27,220,855 shares are subject to shared voting power, 4,720,643 shares are shares as to which he has no voting power and 41,908,562 shares are subject to shared investment power; 6,189,831 shares are held by David D. Kim individually, all of which are subject to shared voting and investment power; 2,698,513 shares are held by David D. Kim in his capacity as trustee of certain Kim Trusts as named and so designated in the Kim Schedule 13D, all of which are subject to shared voting and investment power; 31,793,855 shares are held by Susan Y. Kim individually, of which 45,000 shares are issuable upon the exercise of stock options exercisable within 60 days of February 28, 2018; and 25,674,640 shares are subject to shared voting and investment power; 32,102,783 shares are held by Susan Y. Kim in her capacity as trustee of certain Kim Trusts as named and so designated in the Kim Schedule 13D, of which 25,885,742 shares are subject to shared voting power, 3,453,748 shares are shares as to which she has no voting power and 32,102,783 shares are subject to shared investment power; 1,150,000 shares are held by The James and Agnes Kim Foundation, Inc. (the “Foundation”); 6,189,831 shares are held by Sujoda Investments, LP, a partnership established for the benefit of members of the James J. Kim family (the “Sujoda Partnership”) and 19,484,809 shares are held by Sujochil, LP, a partnership established for the benefit of members of the James J. Kim family (the "Sujochil Partnership").

Each of the individuals named above in this footnote (b) (individually and as trustee of any Kim Trusts), the Sujoda Partnership, the Sujochil Partnership, the 915 Partnership, the Foundation and the Kim Trusts may be deemed members of a group under Section 13(d) of the Exchange Act consisting of members of James J. Kim’s family, the Kim Trusts, the Sujoda Partnership, The Sujochil Partnership, the 915 Partnership and the Foundation (collectively, the “James J. Kim Family Group”), who each may exercise voting and/or investment power in one or more capacities with respect to the shares of common stock in concert with other members of the James J. Kim Family Group. None of the trust agreements for the Kim Trusts or other relevant governing documents prohibit the persons authorized to vote shares of common stock of the Company from voting the shares of common stock of the company held by them, in their discretion, in concert with other members of the James J. Kim Family Group. James J. and Agnes C. Kim are husband and wife. James J. and Agnes C. Kim are parents of Susan Y. Kim, David D. Kim and John T. Kim. The John T. Kim Trust of December 31, 1987 has as its sole trustee, John T. Kim. John T. Kim is the parent of Allyson Lee Kim and Jason Lee Kim and, except as stated below, is the co-trustee of each of his children’s trusts along with Susan Y. Kim. Susan Y. Kim is the parent of Alexandra Kim Panichello, Jacqueline Mary Panichello and Dylan James Panichello and is the co-trustee of each of her children’s trusts along with John T. Kim. David D. Kim is co-trustee of the James J. Kim 2008 Trust FBO Descendants of David D. Kim dated 2/5/08, along with John T. Kim and Susan Y. Kim, and the Irrevocable Deed of Trust of James J. Kim f/b/o Children of David D. Kim dated 11/11/05, along with John T. Kim. James J. Kim and Susan Y. Kim are co-trustees of the James J. Kim 2013 Qualified Annuity Trust U/A dated 5/17/13 and the James J. Kim 2014 Qualified Annuity Trust U/A dated 10/13/14. James J. Kim and John T. Kim are co-trustees of the John T. Kim 2012 Generation-Skipping Trust U/A dated 12/11/12 and the John T. Kim Irrevocable Trust U/A dated 12/11/12. The trustees of each Kim Trust may be deemed to be the beneficial owners of the shares held by such Kim Trust. None of the trusts named in the Schedule 13D, own more than five percent of the outstanding shares of common stock. James J. Kim, as general partner of the 915 Partnership, has voting and investment power with respect to all of the securities held by the 915 Partnership. Sujoda Management, LLC is the general partner of Sujoda Partnership. The sole members of Sujoda Management LLC are John T. Kim, Susan Y. Kim and David D. Kim. The general partners of the Sujochil Partnership are John T. Kim and Susan Y. Kim. The limited partners are John T. Kim, Susan Y. Kim, two irrevocable trusts created by Susan Y. Kim for her descendants and two irrevocable trusts created by John T. Kim for his descendants. In addition, all of the directors and officers of the Foundation are members of the James J. Kim Family Group. Accordingly, the 915 Partnership, the Sujoda Partnership, the Sujochil Partnership, and the Foundation might each be expected to vote its shares of common stock in concert with the other members of the James J. Kim Family Group.

The James J. Kim Family Group may be deemed to have beneficial ownership of 137,850,462 shares or approximately 57.5% of the outstanding shares of common stock. Each of the foregoing persons stated that the filing of their beneficial ownership reporting statements shall not be construed as an admission that such person is, for the purposes of Section 13 or 13(g) of the Exchange Act, the beneficial owner of the shares of common stock reported as beneficially owned by the other such persons.

(c) As reported by the Kim Schedule 13D.

(d) The Vanguard Group reported in a Schedule 13G filed with the Commission on February 8, 2018 that it beneficially owns these shares as of December 31, 2017.

(e) The Dimensional Fund Advisors LP reported in a Schedule 13G filed with the Commission on February 9, 2018 that it beneficially owns these shares as of December 31, 2017.

(f) Includes 180,000 shares issuable upon the exercise of stock options that will become exercisable by Mr. Carolin within 60 days of February 28, 2018.

(g) Includes 100,000 shares issuable upon the exercise of stock options that will become exercisable by Mr. Churchill within 60 days of February 28, 2018.

(h) Includes 58,125 shares issuable upon the exercise of stock options that will become exercisable by Ms. Faust within 60 days of February 28, 2018.

(i) Includes 112,500 shares issuable upon the exercise of stock options that will become exercisable by Mr. Kelley within 60 days of February 28, 2018.

(j) Includes 50,000 shares issuable upon the exercise of options that will become exercisable within 60 days of February 28, 2018. As reported by the Kim Schedule 13D, of the 52,115,130 shares owned by James J. Kim individually, 49,594,980 shares are held by 915 Investments, LP, a partnership in which Mr. Kim is the sole general partner and of the, 15,378,162 shares held by Mr. Kim in his capacity as trustee of certain Kim Trusts, he has shared investment power as to all such shares and no voting power as to 9,967,064 shares. Said number does not include 23 shares owned by Agnes C. Kim, Mr. Kim's spouse, of which Mrs. Kim has sole voting and investment power. Mr. James J. Kim disclaims beneficial ownership of such 23 shares and shares that are held in his capacity as trustee.

(k) Includes 183,750 shares issuable upon exercise of stock options that will become exercisable within 60 days of February 28, 2018. As reported by the Kim Schedule 13D, of the 25,858,390 shares held by John T. Kim individually, 6,189,831 shares are held by Sujoda Investments, L.P., a limited partnership established for the benefit of members of the James J. Kim Family, with respect to which John T. Kim has shared voting and investment power and 19,484,809 shares are owned by Sujochil, LP, a partnership established for the benefit of members of the James J. Kim family, of which John T. Kim is a general partner and a limited partner and has shared voting and investment power. 49,153,956 shares are held by John T. Kim in his capacity as trustee of certain Kim Trusts, of which 27,220,855 are subject to shared voting power and 41,908,562 are subject to shared investment and John has no voting power as to 4,720,643 shares. John T. Kim disclaims beneficial ownership of shares that are held in his capacity as trustee and to all shares held by Sujoda Investments, L.P. and Sujochil, LP, other than the shares attributable to his proportional ownership of such entities.

(l) Includes 45,000 shares issuable upon exercise of stock options that will become exercisable within 60 days of February 28, 2018, As reported by the Kim Schedule 13D, of the 31,793,855 shares held directly by Susan Y. Kim, 6,189,831 shares held by Sujoda Investments, L.P., a limited partnership established for the benefit of members of the James J. Kim family, with respect to which Susan Y. Kim has shared voting and investment power and19,484,809 shares are owned by Sujochil, LP, a partnership established for the benefit of members of the James J. Kim family, of which Susan Y. Kim is a general partner and a limited partner and has shared voting and investment power. 32,102,783 shares are held by Susan Y. Kim in her capacity as trustee of certain Kim Trusts, of which 25,885,742 shares are subject to shared voting power and 32,102,783 shares are subject to shared investment power and Susan Y. Kim has no voting power as to 3,453,748 shares. Susan Y. Kim disclaims beneficial ownership of shares that are held in her capacity as trustee and to all shares held by Sujoda Investments, L.P. and Sujochil, LP, other than the shares attributable to her proportional ownership of such entities.

(m) Includes 80,000 shares issuable upon the exercise of stock options that will become exercisable by Mr. Morse within 60 days of February 28, 2018.

(n) Includes 87,500 shares issuable upon the exercise of stock options that became exercisable by Mr. Nakaya as of his retirement on December 31, 2017.

(o) Includes 90,000 shares issuable upon the exercise of stock options that will become exercisable by Mr. Osborne within 60 days of February 28, 2018.

(p)

Includes 62,500 shares issuable upon the exercise of stock options that will become exercisable by Mr. Stone within 60 days of February 28, 2018.

(q) Includes 56,250 shares issuable upon the exercise of stock options that will become exercisable by Mr. Tily within 60 days of February 28, 2018.

(r) Includes 60,000 shares issuable upon the exercise of stock options that will become exercisable by Mr. Watson within 60 days of February 28, 2018.

(s) Includes 180,000 shares issuable upon the exercise of stock options that will become exercisable by Mr. Zug within 60 days of February 28, 2018.

(t) Includes 1,400,312 shares issuable upon the exercise of stock options that will become exercisable within 60 days of February 28, 2018.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our officers and directors, and persons who own more than ten percent of a registered class of our equity securities, to file reports of ownership on Form 3 and changes in ownership on Forms 4 or 5 with the SEC. Such officers, directors and ten-percent stockholders are also required by SEC rules to furnish Amkor with copies of all forms that they file pursuant to Section 16(a).

Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons that no other reports were required for such persons, Amkor believes that all Section 16(a) filing requirements applicable to our officers, directors and ten-percent stockholders were complied with in a timely fashion during 2017, other than one Form 4 which was filed late to report the disposition of 800 shares by Susan Y. Kim.

PAY RATIO

Federal law requires that we disclose the ratio of our CEO's total compensation to the total compensation of our median employee (determined on the basis of compensation and by excluding the CEO). To determine this ratio, we collected data from our global workforce consisting of all U.S. and non-U.S. full-time, part-time, seasonal and temporary employees of the Company and any of its consolidated subsidiaries, as of December 31, 2017. No assumptions, adjustments, or estimates with respect to compensation were made. We used actual payroll records, as maintained in the ordinary course, to determine annual compensation and to identify our median employee. The median employee's total compensation was calculated using the same methodology used to calculate the annual total compensation of the

CEO as set forth in the Summary Compensation Table included in the Executive Compensation section of this Proxy Statement. The median employee's total compensation was $14,087 and the total compensation of the CEO was $7,859,696. Accordingly, the CEO's annual total compensation is 558 times that of the median employee. Note that $3,778,750 of the CEO's total compensation for 2017 is attributable to equity awards granted in 2017 that are not part of the CEO's annual compensation. Although subject to vesting over four years, the full value of such equity awards is included in the CEO's 2017 compensation, as required for SEC proxy reporting purposes.

PROPOSAL TWO

ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, enables our stockholders to vote to approve, on an advisory or nonbinding basis, the compensation of our named executive officers as disclosed in accordance with the SEC's rules in the "Executive Compensation" section of this proxy statement. This proposal, commonly known as a "say-on-pay" proposal, pursuant to Section 14A of the Exchange Act, gives our stockholders the opportunity to express their views on our named executive officers' compensation as a whole. This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and the philosophy, policies and practices described in this proxy statement.

The annual say-on-pay vote is advisory, and therefore not binding on the company, the Compensation Committee or our Board of Directors. The say-on-pay vote will, however, provide information to us regarding investor sentiment

about our executive compensation philosophy, policies and practices, which the Compensation Committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our Board of Directors and our Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this proxy statement, we will consider our stockholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

We believe that the information provided within the Executive Compensation section of this proxy statement demonstrates that our executive compensation program was designed appropriately and is working to ensure management's interests are aligned with our stockholders' interests to support long-term value creation. Accordingly, we are asking our stockholders to vote "FOR" the following resolution at the Annual Meeting:

"RESOLVED, that the company's stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables, the narrative discussion and the other related disclosure."

The Board unanimously recommends a vote "FOR" the advisory vote approving the compensation of our named executive officers as described in this proxy statement. The affirmative vote of the holders of a majority of the shares present and entitled to vote is necessary for approval.

PROPOSAL THREE

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has approved the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2018.

PricewaterhouseCoopers LLP has served as our independent registered public accounting firm since 2000. The Board of Directors expects that representatives of PricewaterhouseCoopers LLP will attend the Annual Meeting to make a statement if they desire to do so, and will be available to respond to appropriate questions.

We are asking our stockholders to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm. Although ratification is not required by our bylaws or otherwise, the Board is submitting the selection of

PricewaterhouseCoopers LLP to our stockholders for ratification as a matter of good corporate practice. If the selection is not ratified, the Audit Committee may reconsider the appointment of PricewaterhouseCoopers LLP. Even if the selection is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of our company and our stockholders.

The Board unanimously recommends a vote "FOR" the ratification of appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2018. The affirmative vote of the holders of a majority of the shares present and entitled to vote is necessary for ratification.

Fees Paid to PricewaterhouseCoopers LLP

The following table shows the fees paid by us to PricewaterhouseCoopers LLP, our independent registered public accounting firm, or accrued by us for years 2016 and 2017.

	Year Ended December 31,	
	2017	2016
	(In thousands)	
Audit fees	$4,251	$3,911
Audit-related fees(1)	84	35
Tax fees(2)	386	429
All other fees(3)	3	2
	$4,724	$4,377

Notes

(1) Audit-related fees consist of fees associated with conflict minerals services in 2016 and evaluation of a new accounting standard in 2017.

(2) Tax fees consist primarily of fees associated with tax compliance, advice and planning services.

(3) All other fees includes a license fee for access to accounting and reporting research tools in both 2016 and 2017.

Policy on Audit Committee’s Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

Our Audit Committee is required to pre-approve the audit and non-audit services performed by our independent registered public accounting firm, PricewaterhouseCoopers LLP, in accordance with the Amkor Audit and Non-Audit Services Pre-Approval Policy. This policy provides for pre-approval of audit, audit-related, tax services and other services specifically described by the Audit Committee. The policy also provides for the general approval of additional individual engagements, which, if they exceed certain pre-established thresholds, must be separately approved by the Audit Committee.

This policy authorizes the Audit Committee to delegate to one or more of its members pre-approval authority with respect to permitted services, provided that any such pre-approval decisions must be reported to the Audit Committee. All of the services provided by PricewaterhouseCoopers LLP during the year ended December 31, 2017 were approved by the Audit Committee. Additionally, the Audit Committee concluded that the provision of such services by PricewaterhouseCoopers LLP was compatible with the maintenance of that firm’s independence in the conduct of its auditing functions.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The role of the Audit Committee is to oversee Amkor’s accounting and financial reporting processes on behalf of the Board of Directors. The Audit Committee is composed solely of independent directors, as defined in the Nasdaq listing standards and SEC regulations, and it operates under a written charter adopted by the Board of Directors. The Audit Committee reviews and reassesses the adequacy of the Audit Committee Charter on an annual basis.

The Audit Committee’s overall responsibility is one of oversight. Management is responsible for the consolidated financial statements as well as for maintaining effective internal controls over financial reporting, disclosure controls and procedures, compliance with laws and regulations and applicable ethical business standards.

In performing its oversight function, the Audit Committee:

38

(1) reviewed and discussed with management Amkor's audited consolidated financial statements for the year ended December 31, 2017;
(2) met with Amkor's internal auditors and independent registered public accounting firm, with and without management present, to discuss the results of their audits and the overall quality of the company's financial reporting, and the matters required to be discussed by Public Company Accounting Oversight Board ("PCAOB") Auditing Standard No. 16, Communications with Audit Committees; and
(3) received the written disclosures and the letter from Amkor's independent registered public accounting firm required by the applicable requirements of the PCAOB, and has discussed with the independent registered public accounting firm such firm's independence. The Audit Committee considered whether the provision of non-audit services by Amkor's independent registered public accounting firm is compatible with maintaining the independence of the independent registered public accounting firm. The Audit Committee concluded that the independent registered public accounting firm is independent from Amkor and its management.
In addition, the Audit Committee actively engaged with PricewaterhouseCoopers LLP's engagement partners where appropriate and considered, among other factors:

- the professional qualifications of the lead audit partner and other key engagement partners relative to the current and ongoing needs of the Company;
- historical and recent performance on the Company's audits, including the extent and quality of communications with the Audit Committee related thereto;
- the appropriateness of fees relative to both efficiency and audit quality;
- independence policies and processes for maintaining its independence;
- tenure as the Company's independent registered public accounting firm and its related depth of understanding of the Company's businesses, operations and systems and accounting policies and practices;
- capability, expertise and efficiency in handling the breadth and complexity of the Company's operations across the globe;
- demonstrated professional integrity and objectivity, which is furthered by the Audit Committee-led process to rotate and select the lead audit partner and other key engagement partners at least every five years or as otherwise required by applicable law or regulation, and which was done most recently in 2016 for the lead audit partner; and
- the relative benefits, challenges, overall advisability and potential impact of selecting a different independent public accounting firm.

Based on all of the foregoing, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements for the year ended December 31, 2017 be included in our Annual Report on Form 10-K and filed with the SEC. The Audit Committee also selected PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2018.
The foregoing report has been furnished by the following directors and members of the Audit Committee:
James W. Zug, Chair
Roger A. Carolin
Robert R. Morse
John F. Osborne
David N. Watson

INCORPORATION BY REFERENCE
The information contained above under the captions "Compensation Committee Report" and "Report of the Audit Committee of the Board of Directors" shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C, other than as provided therein, or to the liabilities of Section 18 of the Exchange Act of 1934, as amended, except to the extent that we specifically request such information be treated as soliciting material or specifically incorporate it by reference into a document filed under the Securities Act or Exchange Act of 1934, as amended. In addition, this Proxy Statement contains references to several website addresses. The information

on these websites is not part of this Proxy Statement.

DELIVERY OF VOTING MATERIALS TO STOCKHOLDERS SHARING AN ADDRESS

To reduce the expense of delivering duplicate voting materials to our stockholders who may hold shares of Amkor common stock in more than one stock account, we are delivering only one set of the proxy solicitation materials to certain stockholders who share an address, unless otherwise requested. A separate proxy card is included in the voting materials for each of these stockholders. We will promptly deliver, upon written or oral request, a separate copy of the annual report or this proxy statement to a stockholder at a shared address to which a single copy of the documents was delivered. To obtain an additional copy, you may contact our Corporate Secretary by writing to Corporate Secretary, Amkor Technology, Inc., 2045 East Innovation Circle, Tempe, Arizona 85284, or contact us by telephone at (480) 821-5000. Similarly, if you share an address with another stockholder and have received multiple copies of our proxy materials, you may contact us at the address or telephone number specified above to request that only a single copy of these materials be delivered to your address in the future. Stockholders sharing a single address may revoke their consent to receive a single copy of our proxy materials in the future at any time by contacting us at the address or telephone number listed above.

ANNUAL REPORT ON FORM 10-K

Our annual report on Form 10-K for the fiscal year ended December 31, 2017 is being mailed prior to or with this proxy statement to stockholders entitled to notice of the Annual Meeting.

WE WILL PROVIDE EACH BENEFICIAL OWNER OF OUR SECURITIES AS OF THE RECORD DATE WITH A COPY OF THE COMPANY'S 2017 ANNUAL REPORT ON FORM 10-K INCLUDING THE FINANCIAL STATEMENTS AND SCHEDULES THERETO, WITHOUT CHARGE, BY FIRST CLASS MAIL, PROMPTLY UPON RECEIPT OF A WRITTEN OR ORAL REQUEST FROM SUCH PERSON. SUCH REQUEST SHOULD BE DIRECTED TO AMKOR'S CORPORATE SECRETARY, AMKOR TECHNOLOGY, INC., 2045 EAST INNOVATION CIRCLE, TEMPE, ARIZONA 85284, TELEPHONE: (480) 821-5000.

41

42