

SEMTECH CORP  
Form 8-K/A  
August 24, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K/A**

**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) **August 23, 2011**

**Semtech Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-6395**  
(Commission File Number)

**95-2119684**  
(IRS Employer Identification No.)

**200 Flynn Road**  
**Camarillo, California**  
(Address of Principal Executive Offices)

**93012-8790**  
(Zip Code)

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805-498-2111

(Registrant's Telephone Number, Including Area Code)

**Not applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Stockholders.**

In connection with the results of the non-binding advisory vote on the frequency of future advisory votes on compensation of the named executive officers of Semtech Corporation ( Semtech or the Company ) at the Company s Annual Meeting of Stockholders held June 23, 2011 (the Annual Meeting ), upon recommendation by the Compensation Committee, the Board of Directors decided that a non-binding advisory vote to approve the compensation of the named executive officers of the Company will be included on an annual basis in the Company s proxy materials until the next vote on frequency.

The results of the Annual Meeting were disclosed by the Company on a Current Report on Form 8-K filed on June 27, 2011 (the Original Report ). This Current Report on Form 8-K/A amends the Original Report solely for the purpose of disclosing the Company s decision on the frequency of future say-on-pay votes.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 23, 2011

SEMTECH CORPORATION

By:

/s/ Emeka Chukwu  
Emeka Chukwu  
Chief Financial Officer