



DIVISION OF
CORPORATION FINANCE

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

October 8, 2010

Paul D. Delva, Esq.
Senior Vice President, General Counsel, and Corporate Secretary
Fairchild Semiconductor International, Inc.
82 Running Hill Road
South Portland, ME 04106

**Re: Fairchild Semiconductor International, Inc.
Form 10-K for the fiscal year ended December 27, 2009
Filed February 25, 2010
File No. 001-15181**

Dear Mr. Delva:

We have completed our review of your filing and do not have any further comments at this time.

Sincerely,

Martin James
Acting Assistant Director