

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

CORPORATION FINANCE

June 17, 2013

Via E-mail Mark S. Frey Chief Financial Officer Fairchild Semiconductor International, Inc. 3030 Orchard Parkway San Jose, CA 95134

> Re: Fairchild Semiconductor International, Inc.

> > Form 10-K for the fiscal year ended December 30, 2012

Filed February 28, 2013

File No. 001-15181

Dear Mr. Frey:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Brian Cascio

Brian Cascio Accounting Branch Chief