



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

DIVISION OF
CORPORATION FINANCE

August 7, 2014

Via Email

Mark S. Frey
Executive Vice President, Chief Financial Officer
And Treasurer
Fairchild Semiconductor International, Inc.
3030 Orchard Parkway
San Jose, California 95134

**Re: Fairchild Semiconductor International, Inc.
Form 10-K for the Fiscal Year Ended December 29, 2013
Filed February 27, 2014
File No. 001-15181**

Dear Mr. Frey:

We have completed our review of your filing. 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 filing 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 filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Brian Cascio

Brian Cascio
Accounting Branch Chief